

Centrepont Alliance Limited

(ABN 72 052 507 507) (the “Company”)

CODE OF CONDUCT

CONTENTS

OUR COMMITMENT2

PURPOSE.....2

SCOPE.....2

CODE OF CONDUCT OUTLINE2

STANDARDS OF CONDUCT3

CENTREPOINT ADVISERS7

BREACH OF CODE OF CONDUCT7

LODGING A GRIEVANCE.....8

REVIEW8

REFERENCES.....8

ADMINISTRATION9

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OUR COMMITMENT

The standards maintained by the Group are critical to our business success. All employees must be aware of the standards and the conduct required of them as an individual and team member. Centrepont is committed to creating and maintaining an environment which is professional, responsive, safe and free of any form of unlawful or inappropriate behavior, as well as the highest standards of conduct and the continual improvement of our practices.

PURPOSE

The Code of Conduct (Code) provides standards of conduct and workplace behaviour required of directors, officers, employees, contractors, consultants and any other authorised representative of Centrepont Alliance Limited (Centrepont) and all entities within the Centrepont Group (the Group), herein referred to as 'Centrepont Group Personnel or Person', to build a positive workplace culture. The Code of Conduct clearly describes appropriate lawful and ethical standards of conduct and behaviour expected of all Centrepont Group Personnel.

SCOPE

This Code of Conduct applies to all Centrepont Group Personnel including full time, part time, casual and fixed term contracts.

CODE OF CONDUCT OUTLINE

The Code of Conduct reflects the nature of the Group as defined through its core values, its mission, strategic planning and agreements.

The Code of Conduct applies at all times when performing official duties including when we are representing the Group at conferences, training events, on business trips and attending work related social events.

As a Centrepont Group Person it is expected that, in carrying out your role, you will:

- act in good faith and with honesty, integrity, transparency and impartiality;
- act with diligence and responsiveness and treat others with fairness, respect and courtesy and without discrimination or harassment;
- foster and protect the reputation of the Group;
- carry out duties as best you can within your delegated authority, constantly enhancing your professional knowledge;
- be accountable for all actions and decisions, providing documentation and sound reasons for them, seek advice before undertaking an action that maybe contrary to policy;
- not act in a manner that inhibits another person from fulfilling the requirements of their position;
- respect the confidentiality of entrusted information;
- be alert to conflict of interest issues and take action to declare and avoid them;
- use Group resources properly and in accordance with work health and safety obligations;
- report all fraud and corrupt conduct.

As the Group provides an environment that fosters free enquiry, civility and respect, it is important that Centrepont Group Personnel ensure that outside interests and their personal beliefs and private commitments do not interfere with, or influence, their duties and responsibilities. The Code does not supersede other policies or agreements that the Group has in place.

As a Centrepont Group Person, you should be aware of the Group's values, policies, procedures and delegations, particularly those that apply to you. All Centrepont Group Personnel have an obligation to ensure their personal conduct and behaviour is at all times professional and lawful. You should report breaches or non-compliance with legal obligations, as such matters can affect people's safety and security and involve legal liability.

STANDARDS OF CONDUCT

A Fair and Safe Environment

All employees of the Group are entitled to be treated with respect and given equal opportunities regardless of personal, social or cultural characteristics. They should also experience a safe work environment free from discrimination, harassment, bullying or vilification. Centrepont will investigate all complaints within its relevant policies and in accordance with anti-discrimination and other applicable laws. The Company will not allow victimisation of complainants.

Ethical Standards

All Centrepont Group Personnel are required to ensure that their conduct meets the highest ethical standards when fulfilling their responsibilities. This includes:

- ensuring any advice that we provide is objective, independent, apolitical and impartial;
- ensuring our decision making is ethical;
- engaging with Group representatives in a manner that is consultative, respectful and fair, and meeting our obligations to report suspected wrongdoing, including conduct not consistent with this Code.

Public Comment

The Group embraces the ideal of fair and open discussion, recognising the rights of individuals to their own opinions, and supporting the principles of freedom of speech. However, it is expected that you will restrict your public expression of opinion or comment to matters that will not risk damage to the Group's reputation and prestige and avoid representing a personal viewpoint as being that of the Group.

Intellectual Property

The Group, as an employer, is the owner of intellectual property created by employees in the course of their employment including such things as owning copyright of all Group documentation. This principle does not apply to the use of skills in future employment but it does encompass confidential and commercial in-confidence material and other sensitive information.

Confidential Information

In protecting the privacy of individuals or organisations about which the Group holds confidential information you must ensure that information is accessed only by those who have a legitimate need and lawful authorisation to do so. You must:

- respect the confidentiality and privacy of personal or commercial information entrusted to the Group;
- disclose official information only in accordance with Group policy or legal obligations;
- ensure that Group information and electronic files are kept secure;
- ensure that personal or confidential information is never used for your gain or benefit or that of a third party, nor to the detriment of the Group - either while employed by the Group or thereafter.

Duty of Care

Directors, officers, employees, contractors and consultants must take every precaution that is practicable and reasonable to protect the health, safety and welfare of all those in the workplace. In particular, they must comply with the relevant state work health and safety legislation, relevant codes of practice as well as the Group's work health and safety policies and procedures.

Conflict of Interest

A conflict of interest involves a conflict between our duty interests, as Centrepoint Group Personnel, and our personal interests. Such conflicts can influence decisions unfairly. The conflict may arise from a range of factors including our personal relationships, our employment outside Centrepoint, our membership of special interest groups, or our ownership of shares, companies, or property.

As a Centrepoint Group Person we may also experience conflicts of interest between our professional ethics and our professional codes of ethics or with our personal beliefs or opinions.

Where a conflict of interest exists in reality or where others may perceive that it does, the Group expects you to declare it in accordance with Conflicts of Interest Policy and the law.

As a general guideline you should:

- comply with policies on conflict of interest, delegations and commercial activities;
- never use information obtained in the course of employment to gain advantage for yourself or anyone else;
- exclude yourself from any decision in which you have an interest. This may involve a personal benefit or vested interest or one that involves family, friends, former employees or business contacts. It may also involve prejudice against a particular person or outcome.

Relationships in the workplace

Any supervisor, manager, executive or other company official in a sensitive or influential position with Centrepoint Alliance must immediately disclose the existence of a romantic or sexual relationship with another co-worker. Disclosure may be made to the Head of HR. Centrepoint Alliance will review the circumstances to determine whether any conflict of interest exists.

When a conflict-of-interest or potential risk is identified due to a company official's relationship with a co-worker, Centrepoint Alliance will work with the parties involved to consider options for resolving the problem. The initial solution may be to make sure the parties no longer work together on matters where one is able to influence the other or take action for the other. Matters such as hiring, firing, promotions, performance

management, compensation decisions and financial transactions are examples of situations that may require reallocation of duties to avoid any actual or perceived reward or disadvantage. In some cases, other measures may be necessary, such as transfer of one or both parties to other positions or departments. If one or both parties refuse to accept a reasonable solution, disciplinary action may be taken.

Failure to cooperate with Centrepont Alliance to resolve a conflict or problem caused by a romantic or sexual relationship between co-workers or among managers, supervisors or others in positions of authority in a mutually agreeable fashion may be deemed insubordination and result in disciplinary action up to and including termination.

Outside Employment

In valuing the expertise of our people, the Group recognises that employees may engage in paid or unpaid outside employment or private practice but expects that their doing so will not adversely impact on their ability to fulfil their obligation to the Group, nor impede its work health and safety commitments. Subject to individual employment agreements, the Group expects that employees will not, unless expressly approved, use the Group's name, reputation or resources in association with any outside work or private practice.

Integrity

The Group is intent on the detection and elimination of fraud and corrupt conduct and on protecting people who make disclosures. The Group expects you to act honestly and to report any possible corruption, maladministration or waste of the Group's resources. You are encouraged to report fraud or corrupt conduct to the appropriate person or external authorities. Such reports will be properly and confidentially investigated and you will be advised of the outcome.

Professional Ethical Standards

We will conduct all of the Group's business in a way that is in accordance with all applicable laws, regulations and standards in the jurisdictions in which we operate, in a way that enhances our reputation and standing in those jurisdictions.

The Group aims to achieve the highest standards of excellence in advice, professional standards and compliance. Group employees who work in a professional capacity, or undertake research related to professional activities (such as lawyers and accountants) may have obligations or conventions related to their profession. The standards of conduct outlined in the Group's Code of Conduct are generally consistent with professional ethical standards. Employees subject to professional ethical standards should aim to act in a way which satisfies the ethical standards of the Group and of their profession.

Gifts or Benefits

Gifts or benefits that may appear to influence any aspect of our work must be neither solicited nor accepted. Such gifts or benefits might include things like money, property, a discounted service or goods (consideration), a service or hospitality. Receipt of gifts can be perceived as an inducement to act in a particular way, thus creating a real or apparent conflict of interest. Please refer to the Conflict of Interest Policy for further information.

Centrepont employees:

- may not accept gifts of money in any circumstances;
- may accept unsolicited gifts or benefits of a nominal value attached to social and cultural events, promotional activities or visits if the acceptance poses no compromise;
- may where practicable, donate consumable gifts to charitable organisations.

Company Funds

All members of the Group are accountable for the efficient and effective use of credit cards and funds and must act only within delegated authority and within the Group policies and procedures. These include:

- Be prepared to justify all expenditure approved;
- Seek clarification about transaction where there is confusion over delegation, authority, policy or procedure;
- Maintain proper documentation and records of all financial transactions;
- Report instances of misuse or misappropriation of company funds;
- Never use Group funds or credit cards for personal use or benefit.

Facilities and Equipment

Group facilities and equipment are provided so we can achieve our objectives. You can only use them for approved purposes and never for private purposes without express permission. For reasons of practicality, reasonable personal use of Group communications facilities, photocopiers, internet access, and desktop computers is acceptable if that use is brief, complies with the Group policies, and does not interfere with normal work. However, no one is approved to use Group facilities or equipment for private, commercial, personal interest or political party purposes other than as expressly approved within relevant policy and employment agreements.

When using Group facilities, equipment or vehicles, you are responsible for them - for maintaining safety and adhering to Group policies and for legislative requirements such as occupational health and safety, as well as for any damage or loss. All Group facilities, equipment or vehicles must be used efficiently and carefully and any misuse or misappropriation reported.

Alcohol and Drugs

Centrepont does not allow the consumption of illegal drugs nor harassment and unacceptable or unlawful behaviour that may result from the use of alcohol or drugs. You must not attend work if your performance of your duties is impaired by alcohol or drugs, or if you are likely to cause danger for yourself or others. You must comply with Company policies and legal and safety requirements.

Procedural Fairness

When making a decision, taking action of a discretionary nature or resolving a grievance which may adversely affect a person's rights, liberties, interests or legitimate expectations, the principles of procedural fairness should be applied. This means that persons affected should have the opportunity to respond to allegations or assertions made and to have a decision made without bias.

Discrimination

Employees should treat other persons equitably, irrespective of gender, sexual orientation, race, disability or medical condition, cultural background, religion, marital status, age or political conviction.

Harassment and Bullying

Employees must not engage in conduct which amounts to or may be perceived as sexual, racial or gender-based harassment. Employees should not behave towards other persons in a manner which may reasonably be perceived as an intimidating, overbearing or bullying.

Financial Relationships

Financial relationships (for instance, where an employee has a pecuniary interest in a company from which equipment is purchased or services obtained) can also give rise to a conflict of interest. Such a relationship must be disclosed before any question of purchasing or other financial or contractual decisions or dealings may arise. In general, employees should avoid involvement in such transactions.

Modern Slavery and Human Rights

The term 'modern slavery' has a broad scope and includes trafficking in persons; slavery; servitude; forced marriage; forced labour; debt bondage; deceptive recruiting for labour or services; and the worst forms of child labour.

Centrepont is committed to and is required to comply with the *Modern Slavery Act 2018* (Cth) (MSA), the 2011 United Nations Guiding Principles on Business and Human Rights (UNGPs) and all other applicable modern slavery and human rights laws and frameworks. We expect all Centrepont Group Personnel and our suppliers to comply with our human rights and modern slavery commitments.

Centrepont has a Whistleblowers policy which provides protections to Centrepont Group Personnel who, in good faith, report any concerns they have in relation to modern slavery within the Group's operations and supply chains.

All reports of concerns relating to modern slavery will be treated with sensitivity, confidentiality and will be taken very seriously by Centrepont.

CENTREPOINT ADVISERS

Centrepont Advisers must also comply with this Code of Conduct in addition to codes of other relevant professional associations including, for example, the Financial Services Council, the Financial Planning Association of Australia, the Association of Financial Advisers, the Mortgage & Finance Association of Australia and the Finance Brokers Association of Australia Limited. In the event of any conflict the terms of this Code of Conduct (the Code) will be applied.

BREACH OF CODE OF CONDUCT

Complying with the Code of Conduct is a condition of employment with the Company. An employee who does not comply with the requirements of the Code of Conduct and related policies may be subject to disciplinary action, including termination.

It is every employee's responsibility to report to their manager any breach of the Code of Conduct or any matter of serious concern. Employees who report incidents of misconduct will be granted the full protection of the Board in accordance with the Company's Whistleblower Protection Policy.

It is every Centrepont Adviser's responsibility to report any alleged breach of the Code of Conduct (including allegations of illegal or unethical behavior) by any Centrepont Adviser directly to the Company's Head of Licensee Standards via email (professionalstandards@cpal.com.au) or any other matter of serious concern in accordance with the Company's Whistleblower Protection Policy.

All material breaches of this Code of Conduct will be reported to the Board via the Group Audit, Risk and Compliance Committee.

LODGING A GRIEVANCE

Please refer to the Grievance Policy for more information about the process for lodging a grievance regarding the Code of Conduct.

REVIEW

This Code will be reviewed at least every three years, or more frequently as required to ensure it remains consistent with applicable laws, regulations and governance standards.

REFERENCES

Conflict of Interest Policy
Drug and Alcohol Policy
Grievance Policy
Anti-Discrimination and EEO Policy
Harassment and Workplace Bullying Policy
Whistleblower Protection Policy
Fair Work Act 2009
NSW Anti-Discrimination Board
South Australian Equal Opportunity Commission
Victorian Equal Opportunity and Human Rights Commission
Western Australia Equal Opportunity Commission

ADMINISTRATION

The content of this Code may change from to time, as approved by the Board. Because we want our shareholders, employees, suppliers, creditors, authorised representatives and the broader community to understand how we do business and what they can expect of us, this Code is publicly available at www.centrepoinalliance.com.au/investor-centre/corporate-governance/