



Code of Conduct

Liberty Financial Group Limited (ABN 59 125 611 574)

**Liberty Fiduciary Ltd (ABN 80 119 884 623) as responsible entity for the
Liberty Financial Group Trust**

1. Overview

- 1.1 Liberty Financial Group Limited (ABN 59 125 611 574) (**Company**) and Liberty Fiduciary Ltd (ABN 80 119 884 623) (**RE**) as responsible entity of the Liberty Financial Group Trust (**Trust**) and their controlled entities (together, the **Liberty Group**) are committed to high standards of corporate governance and professional behaviour. This Code outlines those standards that govern the activities of the Liberty Group.
- 1.2 The ordinary shares in the Company and the ordinary units in the Trust are stapled together and quoted on the ASX.
- 1.3 The Company or its controlled entities are the employer of all staff members that provide services to the RE and the Trust under a Services Agreement between the Company and RE as a responsible entity for the Trust.
- 1.4 This Code applies to all directors, officers, staff members, contractors and secondees and consultants of the Liberty Group (together, **Associates**).

2. Values

The Company strives to adhere to the following values:

- (a) **Customer Benefit** – Its products and services must always deliver an identifiable benefit to each and every customer.
- (b) **Staff Opportunity** – Its staff members are encouraged to demonstrate consistent high performance and afforded distinctive development opportunities.
- (c) **Community Enhancement** – Its actions will reflect that of a responsible corporate citizen while pursuing deeds to enhance the broader community.
- (d) **Securityholder Return** – Its conduct will maximise securityholder return while prudently balancing the various interests of its stakeholders and while having an overall positive impact on society and the environment.

3. Business Behaviours

- 3.1 In operating its businesses, the Liberty Group is dedicated to:
 - (a) acting with honesty and high standards of integrity;
 - (b) complying with all laws and regulations that apply to it and its operations;
 - (c) acting ethically and responsibly;
 - (d) managing conflicts of interests responsibly;
 - (e) protecting the confidentiality of its affairs and those of our customers and business partners and preventing the misuse of information;
 - (f) respecting the privacy of its Associates, business partners and investors;
 - (g) ensuring the efficient use of its assets for authorised, legitimate and value creating business purposes; and

- (h) providing a safe, rewarding and non-discriminatory environment for all Associates.
- 3.2 As an Australian B Corp certified company, the Directors of the Company and the RE:
- (a) will include in their consideration the following factors:
 - (i) the likely consequences of any decision or act of the Liberty Group in the long term;
 - (ii) the interests of the Liberty Group's staff members;
 - (iii) the need to foster the Liberty Group's business relationships with suppliers, customers and others;
 - (iv) the impact of the Liberty Group's operations on the community and the environment;
 - (v) the desirability of the Liberty Group maintaining a reputation for high standards of business conduct;
 - (vi) the interests of the members of the Liberty Group; and
 - (vii) the ability of the Liberty Group to create an overall positive impact on society and the environment; and
 - (b) need not give priority to a particular factor referred to above in paragraph 3.2(a) over any other factor (included in paragraph 3.2(a) or otherwise).
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4. Employment practices

The Liberty Group aims to provide a work environment in which all Associates can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. Liberty will from time to time maintain various policies relating to the workplace, including the Company's Diversity Policy. Associates should familiarise themselves with these policies and ensure that they comply with them.

5. Conflicts of interest

- 5.1 A conflict of interest occurs when an Associate's interests interfere, or appear to interfere, with the Liberty Group's interests. The Liberty Group expects Associates to act honestly, with high standards of personal integrity and in good faith at all times and, in a manner which is in the best interests of the Liberty Group as a whole and that would not negatively affect the Liberty Group's reputation.
- 5.2 Associates will conduct their personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between the Associate's personal interests and those of the Liberty Group. Associates (other than directors) must promptly disclose to their manager or the Company Secretary any actual or potential conflict of interest of which they become aware. Directors (executive and non-executive) must promptly disclose to the Board any actual or potential conflict of interest of which they become aware.

6. Responsibilities with stakeholders and corporate opportunities

- 6.1 Associates will always deal with securityholders, customers, suppliers, competitors and other Associates in a manner that is lawful, diligent and fair with honesty, integrity and respect.
- 6.2 Associates will not:
- (a) take advantage of the property or information of the Liberty Group or its customers, their position or opportunities arising from these, for personal gain or to cause detriment to the Liberty Group or its customers;
 - (b) use the Liberty Group's assets and property (including the its name) or information for any purposes other than lawful purposes authorised by the Board;
 - (c) enter into any arrangement or participate in any activity that would conflict with the Liberty Group's best interest or that would be likely to negatively affect the Liberty Group's reputation;
 - (d) disclose any of the Liberty Group's information, except where disclosure is permitted or required by the constitutions of the Company or the Trust, law or the ASX Listing Rules; or
 - (e) offer or accept bribes, inducements, commissions or misuse company assets and resources.

7. Confidentiality

- 7.1 Associates will maintain and protect the confidentiality of the Liberty Group's information, except where disclosure is allowed by the Board or is required by law.
- 7.2 Associates will not improperly use any information acquired by virtue of being a staff member of the Liberty Group, including the use of information for personal gain or the gain of another party or in breach of a person's privacy.

8. Government relations and political donations

- 8.1 The Liberty Group may from time participate in the public policy making process and engage both directly and via industry bodies with regulators, governments and government agencies.
- 8.2 Associates must comply with State and Federal legislation applicable to relationships with political organisations.
- 8.3 Associates may attend functions requiring payment of an entrance or attendance fee at which a politician is speaking (e.g. a luncheon where a politician is guest speaker) provided that attendance is approved by either the Chief Executive Officer, the Chief Financial Officer or the Company Secretary and the fee is reasonable.

9. Anti-corruption and dealing with Governments

- 9.1 The Liberty Group may make representations to government, government agencies or government officials (including employees of state owned enterprises) in the course of ordinary business.

- 9.2 When conducting business with government officials in international locations, Associates must ensure that they are aware of and abide by existing regulations and laws.
- 9.3 Associates must not bribe, corrupt or otherwise improperly influence a public official in any country. All payments, no matter how small or routine, or those that would be expected according to local customs, fall within this prohibition.
- 9.4 Associates must also be cognisant of and abide by laws relating to bribery and other corrupt practices that are in force in jurisdictions where the Liberty Group conducts business, and which may have extra-territorial effect.
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10. Whistleblower protection

The Liberty Group actively promotes and encourages ethical behaviour and protection for those who report violations in good faith. The Liberty Group will ensure that Associates are not disadvantaged in any way for reporting actual or suspected violations of this Code or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.

11. Anti-money laundering

It is the Liberty Group's policy to comply with all relevant anti-money laundering regulation in the jurisdiction in which it does business. In addition, Associates must not participate in any financial transaction where they know or suspect the money or property concerned involves tainted money. An individual need not have actual knowledge that the money or property involved in the transaction is tainted property. The Liberty' Groups anti-money laundering procedures assist in detecting suspicious transactions and / or counterparties.

12. Responsibilities under this Code

- 12.1 Associates will act in compliance with this Code and the Liberty Group's other policies.
- 12.2 Associates will report any actual or potential breaches of law, this Code or the Liberty' Group's other policies to the Company's Audit and Risk Committee. If ever in doubt, Associates should seek advice immediately.
- 12.3 Failure to comply with this Code may breach the law and, in the case of any Associates, result in disciplinary action including termination of engagement.
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13. Review of this Code

The directors of the Company will review and refine this Code from time to time taking into account regulatory requirements, market practices and stakeholder expectations.