

## **Geneva Finance Limited**

### **Code of Ethics**

The Geneva Finance Limited Code of Ethics is the framework of the standards that employees of Geneva Finance Limited and its subsidiaries (“Geneva”) are expected to conduct their professional lives by and has been approved by the Board. This code is intended to govern employees’ behaviour so their decisions are consistent with Geneva’s Values, business goals and legal and policy obligations.

Failure to follow the standard set out in this Code may lead to disciplinary action being taken, which could include dismissal.

If you have any questions or concerns about an ethical question, or become aware of a breach of a legal obligation or Geneva policy, let your manager know as soon as possible. If this is not appropriate, contact any member of the management team.

#### **Conflicts of interest**

A conflict of interest occurs when an individual’s interests interfere, or appear to interfere with Geneva’s interests. Geneva expects employees to act in Geneva’s interests at all times.

Geneva’s employees’ may not, without the prior consent of Geneva engage in any activity which would conflict with Geneva’s interests. This includes but it not limited to engaging in any other activities which would conflict with their ability to perform their Geneva duties or bring Geneva into disrepute.

#### **Gifts and Gratuities**

Geneva’s employees may not accept any gift or gratuity of any value should it compromise their position in Geneva.

Refer to Geneva’s policy on Gifts and Gratuities included in the Employee Handbook for guidelines and obligations.

#### **Corporate Opportunities**

Geneva expects its employees to advance its legitimate interests at all times.

Employees will not:

- Take any opportunity discovered through the use of Geneva property, information or position for themselves;
- Use Geneva’s property, information or position for personal gain;
- Compete with Geneva; and
- Trade in Geneva shares unless Geneva’s Securities Trading Policy and Guidelines are adhered to.

#### **Confidentiality**

Geneva respects all stakeholders’ right to confidentiality.

Refer to Geneva’s Confidentiality policy for guideline and obligations.

#### **Personal Presentation**

The company requires all staff to conduct themselves in a manner to ensure that our stakeholders’ first impression of our organisation is one of professionalism and integrity.

Refer to Geneva’s policy on Personal Presentation in the Employee Handbook for guidelines and obligations.

#### **Geneva’s Assets**

Geneva expects its employees to safeguard and use assets for legitimate business purposes only.

Refer to Geneva's policies relating to use of assets in the Employee Handbook for guidelines and obligations.

### **Compliance with Laws and Policies**

#### *External*

Geneva employees are expected to abide by the laws, rules and regulations of New Zealand.

#### *Internal*

Geneva has comprehensive policy and procedure manuals relating to all facets of the business. Employees are expected to familiarise themselves with and comply with all relevant policies.

### **Key Stakeholders**

Geneva employees' must have regard to the needs of all stakeholders, including but not limited to, shareholders, investors, customers, suppliers, government and regulatory agencies.

Geneva employees will:

- Be committed to delivering shareholder value, through efficient operation, effective communication and clear risk management practices
- Deal with stakeholders honestly, fairly and with integrity
- Maintain high standards of service
- Not behave in a deceptive manner
- Ensure that Geneva does not engage in behaviour that tarnishes its reputation

### **Delegated Authorities**

The Geneva Board of Directors delegates the responsibility of managing Geneva to the Managing Director. The Managing Director delegates to other levels of management business responsibilities within defined limits.

Geneva employees will:

- Will only act within the defined limits of their delegated responsibilities; and
- Clear with their manager any uncertainties around responsibilities and defined limits.

### **Reporting Concerns**

If you become aware of a breach of the Geneva Code of Ethics or any other obligation, you are responsible for reporting it your manager. If this is not appropriate you should report it any member of the management team.

Geneva will support any employee who, acting in good faith reports a breach, serious problem or wrongdoing. Any person who knowingly makes a false report may be subject to disciplinary action.

### **Review**

The Code of Ethics is subject to annual review. Feedback of this Code of Ethics should be address to the Managing Director.