



GENEVA FINANCE LIMITED & SUBSIDIARIES

CODE OF CONDUCT & ETHICS POLICY

Version History

Version	Date	Owner	Approver	Amendments
1.0	30.11.2023	Head of Risk & Assurance	BOARD	New Code of Conduct & Ethics
1.1	30.09.2025	Head of Risk & Assurance	BOARD	Review of Policy

GENEVA FINANCE GROUP CODE OF CONDUCT & ETHICS POLICY

Introduction

This Code of Conduct (the Code) sets out the standards and expectations for how we act, behave and make decisions (our conduct). It provides Geneva Finance Limited (Geneva) with a set of guiding principles to help us do the right thing, in the right way to get the right outcomes, particularly when faced with difficult decisions. The Code (e.g. Integrity, fairness, accountability) applies to everyone at Geneva including Board members, employees, and contractors.

Directors, senior managers, and other employees who are proven to have breached this Code of Conduct & Ethics may be subject to disciplinary action in accordance with Groups Disciplinary Policy.

The Board of Directors and senior managers are expected to lead by example according to these standards of conduct and to ensure that they are communicated to the staff who report to them.

If you have any questions or become aware of a breach of a legal obligation let the Chair of the Board know as soon as possible. If this is not appropriate, contact the Chair of the Audit, Risk Committee (Refer to **“Reporting Concerns”** below, for more information).

1 Conflicts of Interest

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with the Group's interests. The Group expects its staff to act in the Group's interests at all times.

The Group's staff will not without the prior consent of the Group:

- engage in any other business or commercial activities which would conflict with their ability to perform their duties to the Group;
- must not use their role or Group resources to support a political organisation other than in a personal capacity; and
- engage in any other activity which could conflict with the Group's interests.

Where a conflict of interest arises which may conflict with an employee's or director's ability to act in accordance with the Group's interests, that conflict should be promptly declared (to a manager in the case of an employee, and to the Chair in the case of a director).

2 Gifts

“Gifts” and “personal benefits” can include accommodation, goods, services, discounts, and special terms on loans and so on.

The Group's staff will not accept gifts or personal benefits from external parties if it could be perceived that such acceptance might compromise or influence any decision by the Group.

A gift register will be held outlining who the gift was made to/from, a description and an assessed value of the gift above a monetary threshold (Gifts over NZD \$100).

3 Corporate Opportunities

The Group expects its staff to advance its legitimate interests when the opportunity to do so arises.

The Group's staff will not:

- take for themselves any opportunity discovered through the use of Group property, information, or position;
- use Group property (including company names), information or position for personal gain;
- compete with the Group; and
- trade in shares of the Company, or any other kind of property, based on information that comes from their roles within the Group if that information has not been reported publicly.

4 Confidentiality

The Group's stakeholders entrust us daily with their confidential communications and information. Confidential information includes all information not in the public domain that has come to an employee's knowledge by virtue of working for the Group.

The Group's staff will maintain and protect the confidentiality of information entrusted to the Group about work colleagues, stakeholders and the Group's business and financial affairs, except where disclosure is allowed by the Group or is required by law.

5 Behaviours

The actions and statements of the Group's staff, whether to customers, suppliers, competitors, or employees, can impact on the way people see the Group and whether they choose to do business with us.

The Group's staff will:

- undertake their duties in accordance with the Group values;
- conduct themselves in a way that demonstrates that their honesty and integrity is beyond question and will not behave in a manner that has the potential to bring the Group's image into disrepute;
- deal honestly with the Group's other staff, professional advisors, and stakeholders;
- not enter into transactions or make promises on behalf of the Group that the Group cannot or does not intend to honour;
- undertake their duties with care and diligence and in the best interests of the Group and Geneva's shareholders;
- ensure that any personal opinions the Group staff express are clearly identified as their own and are not represented to be the views of the Group;
- value individuals' differences and treat people in the workplace with respect in accordance with the Group's philosophies of equal employment opportunities, and anti-harassment and discrimination policies;

- Use reasonable endeavours to ensure that the Group's records and documents, including financial reports, are true, correct and conform to the Group's reporting standards and internal controls;
- not accept or offer bribes or improper inducements to or from anyone: and
- oppose modern slavery in all forms (including human trafficking, slavery, servitude, forced labour, deceptive recruiting of labour and services, child labour and slavery-like practices).
- Refrain from engaging in conduct outside of work (e.g. hate speech) that could reasonably be seen to damage the Groups internal working relationships or public reputation.

6 Proper use of Group Assets and Information

The Group's staff have a duty to protect Group assets from loss, damage, misuse, waste, and theft. Group assets include systems, information, intellectual property, and networks.

The Group's staff will:

- only use Group assets for lawful business purposes authorised by the Group; and
- only create, and only retain, information and communications required for business needs or to meet legal obligations.
- when undertaking remote working, staff to ensure that devices are protected, via VPN.

7 Compliance with Laws and Policies

The Group's staff will:

- familiarise themselves with and comply with Group policies, frameworks, and processes at all times (including those relating to equal employment opportunities and health and safety);
- abide by the laws, rules, and regulations of New Zealand (Privacy Act 2020);
- undertake training on legal obligations and policies as required by management from time to time; and
- must promptly report any legal or regulatory investigation;
- comply with all statutory and internal disclosure requirements on a timely basis.

8 Delegated Authority

The Geneva's Board delegates the responsibility of managing the business and affairs of the Group to the Managing Director (MD) / Chief Executive Officer (CEO). The MD in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. A director should not simultaneously hold the positions of MD and Chair of the Board.

The Group's staff will:

- only act within the delegated authority framework and any authority that may be specifically given to them as a delegated authority holder; and
- ask their manager if they are uncertain as to their level of delegated authority or whether they have delegated authority to make any decision.
- Breaches of delegated authority must be reported as per section 11, Reporting Concerns.

9 Additional Director Responsibilities

Directors are required to:

- remain current on how to best perform their duties as directors of Geneva Group;
- give proper attention to all matters put before them;
- have an understanding of the regulatory, legal, fiduciary, and ethical requirements affecting directors;
- be familiar with up to date business management techniques and related ethics;
- have an awareness of special strategic, industry, cultural and other issues that may affect the Group's business;
- undertake appropriate training to remain current on how best to perform their duties; and
- expected to comply with USX rules & Companies Act.

10 Information for the Board

The Group's management shall provide the Board with information of sufficient content, quality and timeliness as the Board considers necessary to enable the Board to effectively discharge its duties.

11 Reporting Concerns

If you become aware of a breach of the Group Code of Conduct & Ethics or any breach of a legal obligation or Group policy, you are responsible for reporting it to your manager or the Board, as appropriate. If this is not appropriate in the circumstances, you should report the breach to the:

- Chair of the Board; or
- Chair of the Audit, Risk Committee.

The Group has a Whistle Blower Policy. This policy provides that the Group will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. The identity of the person making the report will be kept confidential where possible – there may be situations, however, where the proper investigation of the matter inadvertently identifies the reporter or requires his or her identification.

The Group requires all Directors, senior managers and other employees who receive a report of an actual or suspected violation of this Code of Conduct & Ethics to take all reasonable steps within their control to ensure that:

- the behaviour alleged in the report is thoroughly investigated;
- the rules of natural justice are observed in that investigation; and
- appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action. If you suspect that a breach of the delegated authority rules or limits has occurred you should advise your manager and the delegated authority holder whose responsibility it should have been to approve the transaction, as soon as possible.

12 Review

The Code of Conduct & Ethics is subject to review by the Board every two years.