



PERPETUAL
EQUITY
INVESTMENT
COMPANY
LIMITED

ACN 601 406 419

CODE OF CONDUCT

Perpetual 

PERPETUAL EQUITY INVESTMENT COMPANY LIMITED

CODE OF CONDUCT

SCOPE

1. This Code of Conduct (**Code**) applies to all Personnel.

DEFINITIONS

Benefits includes Gifts, donations, Facilitation Payments or other items.

Bribery means:

- providing, promising to provide or causing the provision of a benefit to a foreign Public Official, including family members or close associates, to which they are not legitimately entitled, with the intention of influencing the official to obtain or retain business or a business advantage and includes the payment of a Facilitation Payment;
- the dishonest conferral (including attempted conferral) of a benefit on a Commonwealth, State or Territory Public Official, including family members or close associates, to which they are not legitimately entitled, with the intention of influencing the exercise of their duties;
- providing or intending to provide a benefit to an individual (including family members or close associates) or commercial entity (including related commercial entities), with the intention of gaining commercial, contractual, regulatory or personal advantage when the individual or commercial entity was not legitimately entitled to such an advantage; or
- accepting, promising to accept or coordinating the acceptance of a benefit to a Personnel (including family members or close associates) to which they are not legitimately entitled, which has the intention of influencing the integrity of the Company's or its Personnel's decision-making processes.

Company means Perpetual Equity Investment Company Limited ACN 601 406 419.

Corrupt Practice means Bribery, corruption and other suspicious matters as described in Divisions 70 and 141 of the Criminal Code Schedule to the *Criminal Code Act 1995* and includes suspected and unsuccessful attempts to perpetrate these matters.

Facilitation Payment means a benefit of minor value made to a government or Public Official, including a family member or close associate, with the intention of expediting or securing the performance of a routine action of a minor nature and which has been recorded in the Company's records.

Gift means a monetary or non-monetary Benefit offered between an Employee and a person or entity external to the Company, including a current or potential client, service provider, supplier or agent, including a family member or close associate. The Benefit may be from the Employee to the

external entity or from the external entity to the Employee. A Gift includes all forms of Benefits, including meals, tickets to sporting or other entertainment events, travel and discounts on the purchase of personal goods or services.

Investment Manager means Perpetual Investment Management Limited ACN 000 866 535.

Personnel means directors (executive or non-executive), officers or employees of the Company.

Political Donations include a monetary or non-monetary gift, a contribution, entry fee or other payment entitling a person to participate in, or benefit from, a fundraising event where the amount paid forms parts of fundraising proceeds for a political party or candidate. Political Donations include payments made to, or for the benefit of a:

- political party of political candidate of any government election, including federal, state or local government;
- any government department or agency;
- a member of federal, state, or territory parliament and their staff; or
- a local government councillor and their staff.

Public Official means:

- an elected or appointed official, employee or representative of a foreign or domestic government, including administrative, executive, legislative, military or judicial branches of government;
- officials or candidates of a political party;
- employees and directors of government-controlled or government funded entities; or
- officials of public international organisations and persons acting on their behalf (examples include the United Nations and World Bank).

VALUES

2. The Company's values are **excellence, fairness, integrity, partnership, respect and transparency**. These values underpin this Code and are core to the long-term success of the Company's business.

2.1. Excellence

We set high standards for all that we do.

We strive to deliver high quality, reliable, consistent performance for our shareholders and all stakeholders.

2.2. Fairness

We will deal fairly with all of our stakeholders – including existing and prospective Company Personnel, shareholders, service providers, counterparties, creditors, regulators and the community in which we operate (**Our Stakeholders**).

2.3. Integrity

We are committed to conducting our business in accordance with the highest ethical standards.

We must act lawfully, ethically and responsibly at all times. This involves exercising a high standard of integrity, ethics and objectivity in business relationships and with each other.

We are to be trustworthy and honest in all our business dealings with all Our Stakeholders.

We are committed to fair dealing in all aspects of our business and will not be influenced by gifts or commissions.

We will not knowingly or recklessly participate in any illegal or unethical activity.

2.4. Partnership

We are to show genuine care and sensitivities to others.

Subject to our legal obligations (eg confidentiality and privacy), we are to share knowledge and expertise with each other.

We are to operate in a collaborative manner engaging others in idea generation and decision making.

2.5. Respect

We will respect the legitimate interests of Our Stakeholders and be pro-active in developing strategies and communication protocols for managing competing interests.

We will promote trust and confidence in business relationships for the creation of sustainable value.

2.6. Transparency

In addition to our obligations under the law, we strive to communicate accurate, insightful and timely information of value to Our Stakeholders through active public relations and public dialogue.

We endeavour to build positive relationships with Our Stakeholders through clear, concise, effective and timely communication.

Through our work, we endeavour to meet the expectations of Our Stakeholders, especially our shareholders.

PURPOSE

3. The Company is committed to complying with all applicable laws and regulations and delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Company. The Company is also committed to acting ethically and responsibly in its dealings with third parties. The Code is designed to set out the practices which are necessary to maintain confidence in the Company's integrity.
4. The objectives of the Code are to ensure that:
 - 4.1. high standards of corporate and individual behaviour are observed by all Personnel;
 - 4.2. all Personnel are aware of their responsibilities to the Company; and
 - 4.3. all persons dealing with the Company, whether it be Personnel, shareholders, suppliers, clients or competitors, can be guided by the stated values and practices of the Company.
5. The Company is committed to complying with this Code and intends that all Personnel comply with it. All Personnel should comply with both the spirit as well as the letter of all laws which apply to the Company and the principles of this Code. Further, all Personnel should always use due care and

diligence when fulfilling their role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company.

CONDUCT EXPECTED OF PERSONNEL

6. All Personnel should:

CONFLICTS OF INTEREST

- 6.1. 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 Company as a whole;
- 6.2. conduct their personal activities in a manner that is lawful and appropriately manages (including, where necessary avoids) possible, actual or perceived conflicts of interest between their personal interests and those of the Company and between their duties to third parties and their duties to the Company. Where there is a conflict, the person should report that conflict to the Company Secretary;
- 6.3. Personnel should excuse themselves from any decision-making process where they have an interest that may influence, or may be perceived as influencing, their ability to make an objective decision in the best interests of the Company. Access to relevant Company information may be restricted in that case;

CORPORATE OPPORTUNITIES

- 6.4. not take advantage of the Company's property or information, their position, or opportunities arising from these, for personal gain or to compete with or otherwise cause detriment to the Company;
- 6.5. not accept bribes, inducements, commissions, or misuse Company assets and resources (see further the Company's policy on anti-bribery and corruption below);
- 6.6. not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;

CONFIDENTIALITY

- 6.7. restrict the use of non-public information (whether specific to the Company or entrusted to it by others) except where disclosure is authorised or legally required;
- 6.8. not make improper use of any information acquired by virtue of their association with the Company, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy;

TRADING IN SECURITIES

- 6.9. ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy. The purpose of the Securities Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Personnel trading in securities while in possession of non-public price sensitive information;

RESPONSIBILITIES TO KEY STAKEHOLDERS

- 6.10. aim to deal with shareholders, clients, suppliers, competitors and other Personnel in a manner that is lawful, diligent and fair and with honesty, integrity and respect;

PROTECTION AND PROPER USE OF THE COMPANY'S ASSETS

- 6.11. ensure that the Company's assets are protected and only used for authorised and legitimate business purposes;

COMPLIANCE WITH LAWS AND REGULATIONS

- 6.12. use all reasonable endeavours to comply with laws and regulations that apply to the Company and its operations;
- 6.13. use best endeavours to comply with this Code and the Company's other policies;
- 6.14. not knowingly participate in any unethical activity; and
- 6.15. report any actual or potential breaches of law, this Code or the Company's other policies to the Company Secretary under the Company's Speak Up Policy. If ever in doubt, all Personnel should seek advice immediately.

EMPLOYMENT PRACTICES

7. The Company aims to provide a work environment in which all Personnel can excel taking into account the Company's Diversity Policy. The Company will from time to time maintain various policies relating to the workplace, including the Company's Diversity Policy. All Personnel should familiarise themselves with these policies and ensure that they comply with them. All Personnel must treat each other with respect and not engage in bullying, harassment or discrimination.

ANTI-BRIBERY AND CORRUPTION

8. The Company is committed to preventing wrongdoing and the appearance of wrongdoing and upholding high standards of ethical behaviour in all dealings. The Company prohibits giving Bribes, Corrupt Practices or other improper payments or benefits to Public Officials, including secret commissions and Facilitation Payments to those acting in an agency or fiduciary capacity.
9. All Personnel are required to exercise care in giving or accepting gifts, entertainment or hospitality. Gifts, entertainment and hospitality may only be given or received if they are occasional and of reasonable value and disclosed.
10. Giving or receiving unreasonable benefits may impact your reputation and the reputation of the Company and may amount to a breach of law. Breach of laws may result in serious criminal and civil penalties for you or the Company, as well as significant reputational damage.
11. Personnel must report all actual or suspected Bribery or Corrupt Practices, including unsuccessful attempts, to the nominated recipients in the Speak Up Policy.
12. The Company may report information regarding Bribery and Corrupt Practices to law enforcement agencies and regulators including state and federal police, the Australian Securities and Investments Commission (ASIC), the Australian Taxation Office (ATO) and the Australian Transaction Reports and Analysis Centre (AUSTRAC).

GIFTS

13. Personnel may accept or give Gifts with a retail value of up to A\$300. Any Gifts to be given or accepted above A\$300 will require approval from the Company Secretary or Chairman. Personnel are required to keep a record of all gifts given or accepted above A\$100.
14. Notwithstanding clause 13 above, a Personnel must not accept or give a Gift where it compromises or is perceived to compromise the integrity of the Company or its decision-making processes including where it may result in an actual, or be perceived to be creating, conflict of interest, Bribery, Corrupt Practice or Political Donation.

HIGH QUALITY DISCLOSURE

15. The Company is committed to delivering to shareholders and the market accurate, timely and up-to-date information within both the letter and spirit of the Australian Securities Exchange Listing Rules, all applicable laws and accounting standards.
16. The Company maintains a Continuous Disclosure Policy, which outlines the Company's market disclosure process and the roles and responsibilities of Personnel. The Company also has a Shareholder Communications Policy which explains the Company's approach to shareholder communications more generally.

ENCOURAGING THE REPORTING OF UNLAWFUL / UNETHICAL BEHAVIOUR

17. The Company actively promotes and encourages ethical behaviour and protection for those who report violations under the Company's Speak Up Policy. Suspected breach of this Code of Conduct should be reported to the Company under the Speak Up Policy. Reports of unlawful or unethical conduct will be dealt with fairly and as promptly as possible.

COMMUNITY

18. The Company aims to promote the safety and wellbeing of the communities in which it operates and to conduct its business in a way that is open and transparent to its neighbours. The Company encourages Personnel volunteering or fundraising in support of local community organisations.

COMPLIANCE

19. The Board, with the assistance of the Audit and Risk Committee has responsibility for monitoring and ensuring compliance with this Code, including the conduct of regular reviews of operations and general compliance.

20. Failure by Personnel to comply with this Code may result in disciplinary action, including in serious cases, the termination of employment.

21. The Board is informed by the Company Secretary of any material breaches of this Code.

NEED MORE INFORMATION?

22. For questions about the operation of this Code, please contact the Company Secretary.

RELATED POLICIES

- Speak Up Policy
- Diversity Policy
- Securities Trading Policy
- Shareholder Communications Policy
- Continuous Disclosure Policy
- Privacy Policy