

Just Life Group Limited

Code of Ethics Policy

1. Introduction and Purpose

This Code of Ethics Policy sets out the ethical and behavioural standards expected of the directors, officers, employees and contractors of Just Life Group Limited and its subsidiary companies and businesses (collectively called 'the Company') in recognising its responsibilities as a good corporate citizen.

Managers must perform their duties in accordance with this Code and ensure that the ethical standards and responsibilities set out here are communicated to all the people reporting to them.

Amongst other things, this Code provides that all persons must avoid conflicts of interest between their private financial activities and their part in the conduct of company business.

The purpose of the Code of Ethics is to support the Company's values that govern the individual and collective behaviour.

This Code has been adopted by the Company and is specifically intended to meet the requirements of the NZX by providing guidance around avoidance of conflicts of interest by directors, officers, employees and contractors of Just Life Group Limited (hereinafter referred to as 'team members').

The vision and values set out below are an integral part of the Company's Code of Ethics.

This Code is applicable to all team members.

Vision:
Enhancing Lives.

Values:
Fun
Integrity
Respect
Service
Trust

2. Key Requirements

It is a requirement that each team member:

- shall act in accordance with the highest standards of honesty, integrity and fairness and expect the same in their relationships with others while maintaining a work and business climate fostering such standards;
- shall adhere to any applicable code of conduct on dealing in shares and any provisions for the avoidance of conflicts of interest stipulated in applicable terms and conditions of employment;
- excuse himself/herself from making any decision about an issue at hand in which a conflict of interests arises or could arise and in such event, disclose in writing the relevant facts and explain the circumstances that create or could create the conflicts of interest to the Chair of the Board or in his absence the Chair of the Audit and Risk Committee or a director or the CEO; and to the Group COO / CFO, in the case of any other person;
- and avoid having any financial interest in works or contracts awarded by a company forming part of or associated with the Company, or in supplies effected or services rendered to or by such a company and where this is unavoidable or immediate family members have such a financial interest, such interest shall be disclosed in writing in the same manner as set out in (c) above;
- not seek or accept from third parties to his own advantage any favour in whatsoever form or howsoever described about the business of the Company or his duties (except for the acceptance of such things as gifts of nominal value and working lunches, dinners and entertainment of reasonable value, frequency and duration, appropriate under the circumstances, and subject always to the standards of (a) above);
- not hold positions or jobs or engage in outside businesses or other interests that adversely impact the performance of duties owed to the Company or the interests of the same;
- avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decisions to be made by the Company.

3. Conflicts of Interest

The Company expects its team members to ensure that their individual interests, and those of any associated persons, do not interfere or appear to interfere with the Company's interests.

Other than with the prior consent of the Company, no team member will engage in or have a material direct or indirect interest in any business or undertaking that might be in competition with the Company or impair or could be perceived to impair the independence of any judgement that may be made on behalf of the Company.

4. Receipt and Use of Corporate Information

Team members must protect the confidentiality of all non-public information about the Company and not use their position, or company information, for personal benefit independent from the Company's business or to benefit any other business or person.

Team members will comply with the Company's policies on confidentiality and communication issued from time to time.

5. Receipt and Use of Corporate Assets and Property

Team members must use best endeavours to protect the Company's assets and property from loss, damage, misuse, waste and theft.

Team members must ensure that Company assets and resources are used only for legitimate business purposes of the Company and in accordance with appropriate authorisations.

6. Proper Attention

Team members will give proper attention to all matters that come before them and will engender an open communication environment that results in all material items being brought to the attention of the appropriate Team members.

7. Compliance

Team members and the Company will always comply with all applicable laws in the countries in which the Company operates including legislation, regulations, local authority by-laws and rules and with all codes of practice, policies and procedures adopted by the Company.

8. Reporting Unethical Behaviour

Team members must always act honestly and in good faith, and in the best interests of the Company as required by law.

Team members must treat customers, suppliers, other employees and all other persons using or associated with the Company with courtesy and dignity.

Each team member is held accountable for the full compliance with this Code with respect to any issues within his/her control.

If you become aware of a breach of this Code of Ethics, legal obligation, Company policy or delegated authority limits, you are responsible for reporting it to your manager. If this is not appropriate in the circumstances, you should report the breach to one of the following in the order listed:

- CEO
- Group COO / CFO
- Chair of the Board; or
- Chair of the Audit and Risk Committee.

The Company will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action.

9. Violations

Team members who are proven to have breached this Code of Ethics will face disciplinary action which, depending on the seriousness and severity of the breach, may include removal from the office and dismissal as well as other remedies, all to the extent permitted by law and as appropriate under the circumstances.

10. Miscellaneous and Waivers

No waiver of any provision of this Code shall be valid unless provided in writing by the Chair of the Audit and Risk Committee with the prior approval of the Audit and Risk Committee.

In this code, words importing the masculine shall include the feminine and words importing the singular shall include the plural or vice versa.

The provisions of this Code can be amended and supplemented from time to time by resolutions of the Board of Just Life Group Limited.

11. Policy Approval Date

This policy was approved at the Just Life Group Limited Board Meeting held on the 19th June 2019.



Steve Bootten
Chair
Just Life Group Limited

Policy Owner: Board	Approved Date: 19 June 2019	Next Review Date: June 2021
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