



Pinnacle Investment Management Group Limited

Code of Conduct

Document Control

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1. Purpose and Application

1.1. Operation of Code

This code of conduct (**Code**) applies to Pinnacle Investment Management Group Limited (**PNI**) and its wholly owned subsidiaries (collectively **Group**).

This Code articulates the standards of behaviour expected of directors, senior executives, employees and contractors (**Pinnacle Personnel**). Pinnacle Personnel are supported in their observation of the Code by a number of internal policies and procedures which are made available on the Group's intranet. A list of the Group's policies which are relevant to matters contained in this Code are listed in Schedule 1.

In the event of any inconsistency between the laws and the Group's policies and procedures, Pinnacle Personnel should meet whichever sets the higher standard of behaviour.

1.2 Reviewing the Code

The Code will be reviewed at least annually by the Remuneration and Nominations Committee, with any recommended changes submitted for approval by the PNI Board.

1.3 Reporting breaches of the Code

Pinnacle Personnel who learn about or suspect a breach of this Code, the Group's policies or the law should promptly report it in accordance with the Incident and Breach Management Policy.

Failure by a member of Pinnacle Personnel to report a known breach of law or Group policy by someone else may result in disciplinary action for that staff member. Where a member of Pinnacle Personnel is uncomfortable making such a report, they may make a confidential report under the Whistleblower Policy which is available on the Group's intranet.

Conduct that violates the law or the Group's policies is grounds for prompt disciplinary or remedial action and may range from a warning up to and including summary termination of employment.

It is against the Group's policy (and may be unlawful) for any Pinnacle Personnel to retaliate against any other person for:

- > reporting what he or she believed in good faith to be a breach of this Code;
- > expressing an intent to report what he or she believed in good faith to be a breach of this Code;
- > assisting other Pinnacle Personnel to report a breach of this Code; or
- > participating in any investigation pursuant to this Code.

2. Group values

The values that the Group is committed to, and which guide our actions, are defined and explained in the Group's Statement of Purpose and Values.

The values of the Group in delivering its purpose are:

- > Excellence;
- > Client focus;

- > Honesty and integrity;
- > Innovation;
- > Empowerment.

3. Standards of conduct

The Group requires all Pinnacle Personnel, in whichever position they hold:

- > to act in accordance with the Group's stated values and be faithful and diligent;
- > to act honestly and with high standards of personal integrity;
- > to comply with all laws and regulations that apply to the Group and its operations;
- > to familiarise themselves with, and adhere to, the Group's governing documents relevant to their role;
- > to act ethically and responsibly;
- > to deal with clients, customers and suppliers fairly;
- > to devote the whole of their time, attention and skill during normal working hours and at other times as reasonably necessary to their duties;
- > to seek to continually improve their skills and knowledge so that they can achieve excellence in their roles;
- > not to compete with the Group;
- > not to take advantage of their position or the opportunities arising from such position for personal gain, including accepting any financial or other benefit except in the proper performance of their duties to the Group;
- > not to conduct themselves in a manner, whether during or after work hours, which causes damage or potential damage to the Group's property or reputation;
- > to respect confidentiality and not to take advantage of the assets or information of the Group, its clients or customers for improper purposes (including for personal gain or to cause detriment to the Group, its clients or customers);
- > to disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive, employee or contractor;
- > not to use technology or social media at their workplace for excessive personal use or to view or distribute offensive or illegal material; and
- > to treat fellow Pinnacle Personnel with respect and not engage in any unlawful bullying, harassment or discrimination.

4. Community, Donations and Charity

The Group is committed to delivering projects, services and all business activities in a manner that both respects the environment and contributes to the sustainability of the Group. The Group will also support charities and community groups through the Pinnacle Charitable Foundation.

The Group has entered into a memorandum of understanding (**MOU**) with Pinnacle Charitable Foundation Ltd, the trustee of the Pinnacle Charitable Foundation (**PCF**). The MOU documents in non-binding format the strategic relationship between the Group and the PCF.

The Group intends to leverage its relationship with PCF as the cornerstone of its commitment to being a good corporate citizen.

The Group intends to donate a minimum of \$50,000 annually to PCF to be added to its corpus for the purpose of meeting PCF's objectives as defined in its governance documents. This amount may be increased by the Board after it has received the opportunity to consider the Group's likely financial results for the relevant period.

Once the Group's full year financial result has been audited, the Board will resolve:

- > the precise amount and timing of the annual donation; and
- > the estimated amount and timing of donations for future financial years

While the Group's preferred route of donations will be contributions to the PCF, the Managing Director is empowered, subject to the approval of the Chairman of the Board, to make donations other than to the PCF of up to \$40,000 per annum, where such donations are, in the opinion of the Managing Director, in the interests of shareholders.

Any such donations may only be made for humanitarian and social philanthropic causes and do not include donations of a political nature.

Schedule 1

Topic	Policy
Bribery, corruption and unethical payments	Anti-Bribery and Corruption Policy
Conflicts of interests and outside activities	Conflicts of Interest Policy
Continuous disclosure	Continuous Disclosure Policy
Discrimination, harassment and bullying	Employee Behaviour and Grievance Resolution Policy
Gifts and hospitality	Gifts and Entertainment Policy
Governance, policies and procedures	Governance Framework
Incident and breach reporting	Incident and Breach Reporting Policy
Outsourcing	Outsourcing Policy
Privacy	Privacy Policy
Related party dealings	Related Party Transaction Policy
Risks	Risk Management Framework and Risk Appetite Statement
Securities trading and inside information	PNI Securities Trading Policy and Employee Trading Policy
Whistleblowing	Whistleblower Policy
Workplace, health and safety	Worksafe Manual and Workplace, Health and Safety Program