

DIRECTORS' CODE OF CONDUCT

Effective Date: February 2020

1. PURPOSE

Trustees Executors Limited (TEL) is committed to high standards of corporate governance and good conduct. This Code provides a framework of the standards that Directors are expected to follow when carrying out their professional duties and responsibilities. It applies to Executive, Non-Executive and independent Directors of both the TEL Board and the Corporate Trustee Services Board. This Code is in addition to the TEL Code of Conduct which is applicable to all Directors and staff.

The Code is intended to assist Directors make decisions that are consistent with the company's values, business goals and legal and policy obligations. It is not intended to set out in detail examples of what is or is not acceptable ethical behaviour.

By acting in accordance with this Code, Directors will clearly set the 'tone from the top' of the types of behaviour expected within TEL, thereby influencing the behaviour, culture and reputation of the company.

2. PRINCIPLES

This Code outlines key principles that apply to all Directors.

Standard of Care

Directors will exercise due care, diligence and skill in the performance of their functions and in the exercise of their powers.

Integrity and Professionalism

Directors must act honestly and with high standards of personal and professional integrity. They will be truthful and shall not mislead (including by omission) nor make any false statements.

Directors must act responsibly and model ethical behaviour. This includes conducting themselves in such a way that their behaviour will not bring the company into disrepute. Directors must not participate in illegal or unethical activity. Where a Director becomes aware of any such behaviour, they must report this to the Chair of the Board.

Directors must have zero tolerance to any form of fraud, bribery or corruption.

Directors must exercise the powers they hold as a Director for a proper purpose and understand the limits on those powers.

Directors must act respectfully towards each other, management and staff of the company. They must not engage in bullying, harassment or discrimination.

Directors must hold management accountable for required standards being followed throughout the company. Directors should set an example to management and staff of the company in their adherence to the standards set out in this Code.

Directors should attend Board meetings and make themselves familiar with the business of the company and the environment in which it operates. Directors must be actively engaged in the performance of their duties and make proper inquiry into the company's business.

Directors must not act recklessly by agreeing on behalf of the company to incur an obligation unless they believe the company can perform the obligation when required to.

All Directors have a fiduciary duty under the Companies Act 1993 to act in good faith and in the best interests of the company. Directors should take into account the interests of shareholders and other stakeholders.

Conflicts of Interest

Directors must avoid conflicts of interest as far as reasonably practicable, or where conflicts cannot be avoided, to disclose such interests and adhere to the company's Conflict of Interest policy for dealing with those conflicts.

Compliance

Directors must be aware of their own and the company's obligations in respect of relevant laws, company policies and other licensing requirements and take reasonable steps to ensure that they, and the company, comply with these provisions.

Directors must comply with other standards and codes applicable to their professional status and the industry in which the company operates.

Confidentiality

Directors will maintain and protect the confidentiality of information entrusted to them about customers, work colleagues, shareholders and other stakeholders, such as business partners, regulators and the community. Directors must not disclose such information to any other person without the authority of the Board.

Proper Use

Directors shall not use company property or information about the company or its clients for personal gain or to cause detriment to the company or its clients.

Directors will create and retain only the information and communications required to discharge their duties or meet the company's legal obligations.

Directors must take all reasonable steps to ensure the company's assets, information and communications are protected from loss, damage, misuse, waste and theft.

Corporate Opportunities

Directors will not take advantage of the position they hold as a Director or opportunities arising from their Directorship for personal gain.

Observance of the Code

Directors will work collaboratively to apply the principles of this Code to their duties and responsibilities.

Each Director will, prior to the commencement of their directorship, sign a copy of the Code, confirming that they will comply with the Code. Following any review of this Code, all Directors will be required to confirm that they agree to comply with the Code. Such confirmation will be recorded in the meeting minutes.

Role of the Board

Directors must provide effective oversight and add value to the company's business. The Chair of the Board should ensure all Directors are encouraged and are given the opportunity to participate fully in the affairs of the Board.

Directors must be responsible for their own continuing professional development to ensure they maintain or acquire the appropriate skills and expertise to effectively perform their role.

Directors must take an active role in the affairs of the business - this means they must have a willingness to challenge and be challenged.

Executive Directors must retain a degree of independence from their Executive positions in order to effectively carry out their responsibilities as Directors and such Directors must be aware of the potential for conflicts between their management interests and their duties as Directors.

Decision Making

Directors must exercise their own independent objective judgement and not rely on others to make decisions for them nor to be railroaded by others. If required, Directors can seek independent advice, but Directors are still required to make their own decisions.

Treatment of Stakeholders

Directors must recognise and respect the legitimate interests of the company's stakeholders including employees, clients, shareholders, business partners, regulators and the wider community to ensure that the management of relationships with key stakeholders is consistent with the mission and purpose of the company.

3. REVIEW OF THE CODE

This Code will be reviewed biennially to ensure it is operating effectively and whether changes are required for it to remain current with the law and best practice.

4. BREACH OF THIS CODE

Directors will report any breach of this Code by a fellow Director to the Chair of the Board. In line with Trustees Executors Protected Disclosure Policy, the Chair of the Board will protect those Directors who report instances of non-compliance with the Code in good faith.

If a breach is committed by the Chair of the Board, Directors must report the breach to the Shareholder of TEL.

Failure by any Director to comply with this Code, could result in action being taken in accordance with recommendations made by the Chair of the Board, and in some circumstances may include the termination of a Directorship.

REFERENCES, RELATED DOCUMENTS AND POLICIES

<p>Legislation</p> <ul style="list-style-type: none"> • Companies Act 1993 • Trustee Companies Act 1967 • Trustee Companies Management Act 1975 • Financial Markets Conduct Act 2013 • Financial Markets Supervisors Act 2011 • Retirement Villages Act 2003 	<p>Governance Documents</p> <p>Trustees Executors Limited;</p> <ul style="list-style-type: none"> • Corporate Governance Statement • Board Charter • Constitution
<p>External Guidance</p> <ul style="list-style-type: none"> • Institute of Directors (IOD) Code of Practice for Directors • FMA – Corporate Governance in New Zealand: Principles and Guidelines • FMA/IOD - The essentials of being a director • NZX Corporate Governance Code 	<p>Internal Guidance</p> <ul style="list-style-type: none"> • Trustees Executors Code of Conduct • Personal Trading Policy • Conflicts of Interest Policy • Entertainment, Gifts & Hospitality Policy • Protected Disclosure (Whistleblower) Policy

<p>Owner: CEO/Company Secretary</p>		
<p>Review Cycle: 2 yearly</p>		
<p>Date</p>	<p>Update / changes</p>	<p>Approval</p>
<p>January 2020</p>	<p>New document</p>	

I confirm that I agree to comply with the Trustees Executors' Directors Code of Conduct.

Name

Signature

Date