



CODE OF CONDUCT

For Directors and Employees

Summary @ February 2023

AUSCOAL Superannuation Pty Ltd: ABN 70 003 566 989
Mine Super Services Pty Ltd: ABN 49 051 315 014
Mine Superannuation Fund: ABN 16 457 520 308

1. Purpose

In this document, AUSCOAL Superannuation Pty Ltd (**Trustee**) Mine Superannuation Fund (**Fund**) and Mine Super Services Pty Ltd (**Mine Services**) are referred to collectively as the “**Group**”.

This Group Code of Conduct outlines the fundamental principles that define the standards of behaviour which Group Directors and employees (includes permanent, temporary and contracted employees) are expected to embrace and advocate.

In accepting a role with the Group as a Director (including as an Alternate Director) or employee, there is an expectation that each individual agrees with and will abide by the core values and ethical framework of the Group. These values and the ethical framework underpin the way in which all activities are undertaken and are the basis on which the Group operates and interacts with its stakeholders.

2. Linkage to the Risk Management Framework

The Code of Conduct supports the Group risk management program as a control to assist in the management of the risks described in the Group’s Risk Appetite Statement (RAS) within relevant material risk categories and sub-categories.

3. Overview of the Code of Conduct

The Code of Conduct requires that Directors and employees, in the course of undertaking their duties for and/or on behalf of the Group:

- a) behave in accordance with the Group’s values;
- b) comply with the Group’s frameworks, policies, procedures and practices;
- c) act with care and diligence;
- d) treat everyone with respect and courtesy, and undertake activities without harassment;
- e) comply with all applicable Australian laws;
- f) comply with any lawful and reasonable direction given by someone who has authority to give the direction;
- g) report all suspicious incidents or behaviours that are observed in accordance with the Group’s Whistleblower Policy;
- h) comply with all risk and compliance requirements in accordance with legislation and the Group’s Operational Risk and Compliance Management Framework and policies;
- i) take reasonable care of their own health and safety and ensure that conduct does not adversely affect other persons while at the workplace, at other premises while a representative of the Group, at Group work events, functions, offsite engagements and communications between Group Directors and/or employees in accordance with the Group’s People Policy;
- j) report any hazards, near misses, incidents or injuries to their Manager, health and safety representatives and/or WHS Committee members as soon as practicable in accordance with the Group’s People Policy;
- k) maintain appropriate confidentiality about dealings that the Director or employee has in accordance with the Group’s Privacy Policy, Social Media Policy and the Information Classification and Handling Policy;
- l) disclose, and take reasonable steps to manage any conflict of interest (actual, potential or perceived) in accordance with the Group’s Conflicts of Interest Management Framework and Policy and Gifts and Entertainment Policy and for Financial Advisers, the conflicts management requirements of any relevant legislation, regulation or mandatory industry code (including ASIC’s Financial Planners and Advisers Code of Ethics 2019) that apply from time to time;

- m) use the Group’s resources in a proper manner, including intellectual property;
- n) not provide false or misleading information in response to a request for information that is made for official purposes;
- o) not make improper use of:
 - i) inside information, or
 - ii) the Director or employee’s duties, status, power or authority, in order to gain, or seek to gain, a benefit or advantage for the Director, employee or for any other person;
- p) at all times in their duties behave in a way that upholds the good reputation of the entities within the Group; and
- q) while on duty travelling, at all times behave in a way that upholds the reputation of entities within the Group in accordance with the Group’s policies and procedures.

4. Gifts, Entertainment and Hospitality

Acceptance of any gifts, entertainment and hospitality (referred to as a ‘benefit’ in this Code of Conduct) in relation to the duties of Group Directors and employees must be without any hint of influence on any decision-making processes and must be transparent through open disclosure to Management and the relevant Board of Directors if requested. The Conflicts of Interest Management Framework and Policy and Gifts and Entertainment Policy including the disclosure obligations outlined within these policies must be complied with at all times in relation to the acceptance and offering of benefits.

All employees operating under an Australian Financial Services Licence (AFSL) held by an entity within the Group are prohibited from accepting any benefits which represent conflicted and other banned remuneration benefits under ASIC Regulatory Guide 246 – Conflicted and Other Banned Remuneration. Representatives employed by Mine Services are required to take particular note of and comply with the client disclosure obligations relating to benefits outlined in the Conflicts of Interest Management Framework and Policy.

5. Alcohol, Drugs and Smoking

The Group’s requirements and expectations in relation to alcohol and other drugs are outlined in the Group’s People Policy and associated procedures. If a Group Director or employee misuses alcohol or other drugs in the workplace and this adversely affects their performance, the safety of colleagues or the reputation of the Group, they are in breach of the Code of Conduct and can be subject to misconduct action.

The Group workplace is a “smoke free” work environment and Group Directors, employees and others working for or visiting the Group are not permitted to smoke on the premises.

6. Conflicts of Interest

This Code of Conduct forms part of the Conflicts of Interest Management Framework and Policy. All Directors and employees are required to comply with the Conflicts of Interest Management Framework and Policy at all times when undertaking their duties for or on behalf of the Group.

The broad definition of a conflict of interest is a circumstance that arises where a person or entity has two or more competing lawful interests. A conflict of interest may be:

- actual (currently exists);
- potential (may exist in future given current circumstances); or
- perceived (may appear to others that there is a conflict).

Group related conflicts of interest are outlined in the Conflicts of Interest Management Framework and Policy and processes required to be utilised to identify, assess and manage conflicts are outlined in the Conflicts of Interest Management Procedures.

7. Workplace Behaviour and Workplace Health and Safety

The Group promotes behaviour and practices that are free from unlawful harassment including sexual harassment, bullying, discrimination, vilification and victimisation. The Group will take whatever action it considers appropriate if there has been inappropriate workplace behaviour which may lead to disciplinary action, including but not limited to informal or formal warnings, and termination of employment for misconduct or serious misconduct. Lawful behaviours and management practices including those relating to workplace health and safety are outlined in relevant Group policies and procedures.

8. Whistleblowing

The Group has implemented a Whistleblower Policy which outlines the mechanisms by which Directors and employees can, in good faith, confidently and anonymously, if they wish, make a whistleblowing notification or provide information of concern where there is a genuine concern relating to malpractice or where they believe on reasonable grounds that the matter will show evidence of conduct which is improper and contrary to the expectations outlined in this Code of Conduct, fraud or corruption as defined in the Whistleblower Policy.

The Whistleblower Policy endeavours to take reasonable steps to protect the identity of any Director or employee who reports such an allegation and the Whistleblower Officer will protect the confidentiality and anonymity of the whistleblower where appropriate.

9. Copyright and Intellectual Property

All development work carried out by a person whilst a Director or in the employ of the Group remains in the ownership of the Group including all copyrights thereof and intellectual property. This includes all ideas conceived, names and programs developed and any other ideas, matters or items that could be perceived as proprietary to the Group.

10. Confidentiality of Information

In respect of written and verbal information provided or gained in the execution of their duties which is the property of the Group, Directors and employees have an obligation to:

- not misuse the information to their or another person's benefit;
- maintain its confidentiality;
- keep it secure;
- maintain its integrity and security;
- dispose of it through secure destruction;
- in respect of Directors, use it in ways which are consistent with the obligations of Directors to act impartially, with integrity and in the public interest and/or their fiduciaries;
- not release information which is unknown to other parties except within the performance of the Director or employee's role (including to a Shareholder without permission of the Board via the Chair).

There are several minor specific exceptions (required by law) to this principle, such as requirements when called on to give evidence in Court. The Group's Information Classification and Handling Policy sets out the principles under which information is classified and the processes that should be utilised to protect information.

When a Director or employee's role or employment terminates he/she must return any and all documents, items or things gained at any time as a result, direct or indirect, of that Directorship and/or employment role (with the exception that Directors are authorised under the **Board Charter** to retain Board papers).

A Director will continue to be entitled to access corporate records in accordance with the terms of the Deed of Indemnity and Access to which the Director is a party.

11. Public Comment

All Directors and employees have the right to express their views publicly on any matter of public interest as private citizens. Statements made or letters written in this context must not include the name and address of the Group or the title of his or her position in the Group unless agreed otherwise with the CEO.

12. Social Media Behavioural Guidelines

The Group recognises and respects the right of Directors and employees to make use of social media as a medium for communication and self-expression. The Group has implemented a Social Media Policy which sets out its requirements with respect to business and personal social media use.

13. Legal and Other Duties of a Director

13.1 Director Duties

Directors of the Trustee and its subsidiary entities are subject to a range of legal and other duties owed to the Group and its stakeholders. These are derived from the relevant Constitution, the Trust Deed(s) of the Fund, superannuation and corporations law. These duties establish the minimum conduct requirements for Directors when undertaking their duties to the Group, its members, clients, stakeholders and regulators.

Directors are required to ensure proper management of the Group's resources so that the functions to be performed are met in a timely manner. The interests of all parties with whom the Group interacts are required to be dealt with impartially and free of intrusion of self-interest.

Directors are expected to:

- contribute constructively to Board matters;
- hold frank, honest and robust discussions, which may include constructive challenge of both Management and other Board members; and
- put the best financial interests of members at the forefront of their considerations.

13.2 Director Dissent

Directors should recognise that their responsibilities to their colleagues and the Group as a whole require that where disagreement occurs, every effort be made to resolve the issue and avoid dissension. Nevertheless where such matters cannot be resolved the Group provides guidance to Directors to ensure that appropriate actions and steps can be taken. Directors do not have the right to usurp decisions of the Board or to pursue a private agenda to upset any decision properly taken by the Board when they do not agree with the majority decision.

13.3 Improper or Undue Influence

Directors must take care not to use their position to influence each other or any employee of any Group entity in the performance of their duties or functions for the purpose of obtaining any advantage for themselves or any other person, whether the advantage is direct or indirect.

14. Monitoring and Evaluation

All Directors and employees are responsible for monitoring and evaluating the operation of this Code of Conduct within their area of work and/or responsibility.

15. Breaches of the Code

Serious breaches of this Code including of a legal nature (for clarity) or breaches of the requirements set out in a Group policy Section 3(b) of this Code and also breaches of a legal nature, will be deemed serious misconduct and will be dealt with in accordance with Group disciplinary procedures including the Group's Performance Management Framework. Breaches of this nature may result in a final warning being issued, dismissal from employment and/or reporting to legal authorities.