



**TradeWindow**  
Holdings Limited

## Code of Ethics

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## DOCUMENT CONTROL

### Document Information

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### Revision History

Version	Date	Author	Description of changes

### Supporting Documentation / References

The following documents are related to this document:

Document
TWHL Constitution
Policy on Protected Disclosures
Policy on Securities Trading

## 1 PURPOSE

- 1.1 This Code of Ethics ("**Code**") sets out our core business principles for our directors, employees and contractors of Trade Window Holdings Limited and its subsidiary companies ("**TradeWindow**" or the "**Company**") that reflect a commitment to the highest standards of ethical conduct.
- 1.2 This policy applies to TradeWindow and its subsidiaries (the "**Group**").

## 2 CONDUCT

- 2.1 TradeWindow directors, employees and contractors (hereinafter collectively referred to as "**Officers**") will:
  - (a) act honestly and undertake their duties with care and diligence and in the best interests of TradeWindow, shareholders and other stakeholders;
  - (b) not enter into transactions or make promises on behalf of TradeWindow that TradeWindow does not intend to honour;
  - (c) act respectfully and inclusively, and in a way that demonstrates their honesty and integrity, when dealing with Officers and other TradeWindow stakeholders;
  - (d) not seek, accept or offer bribes or other improper inducements; and
  - (e) to the best of their ability, use reasonable endeavours to ensure that TradeWindow's records and documents, including financial reports are true, correct and conform to TradeWindow's reporting standards and internal controls.

## 3 PROPER USE OF TRADEWINDOW'S ASSETS

- 3.1 TradeWindow Officers have a duty to protect TradeWindow's corporate information, assets and property from loss, damage, misuse, waste and theft.
- 3.2 TradeWindow's Officers are expected to act with integrity and take personal responsibility to ensure the efficient use of TradeWindow's corporate information, assets and property for legitimate and lawful business purposes, as authorised by TradeWindow's Board only.

## 4 REGULATORY AND LEGAL COMPLIANCE

- 4.1 TradeWindow Officers will:
  - (a) familiarise themselves with and comply with all TradeWindow's policies, frameworks and processes;
  - (b) abide by the laws, rules and regulations of the country in which they are operating;
  - (c) undertake training on legal obligations and policies, when required by the Board or in order to properly fulfil their duties;
  - (d) comply with all statutory and internal disclosure requirements on a timely basis; and
  - (e) co-operate with regulatory bodies and government agencies in all matters, including their investigations of TradeWindow's compliance with legal obligations.

## 5 CONFLICT OF INTEREST

- 5.1 All TradeWindow Officers are required and expected to act with integrity and to manage situations where there is a real or potential conflict of interest between their personal interests and the interests

of TradeWindow. TradeWindow expects its Officers to avoid conflicts of interest in their decisions and to avoid any direct or indirect interest, investment, association, or relationship which is likely to or appears to interfere with the exercise of their independent judgement. Further, TradeWindow Officers should not engage in any other business or commercial activities which would conflict with their ability to perform their duties to TradeWindow. If a potential or actual unavoidable conflict arises, it should immediately be raised with the Company Secretary or Chief Legal Officer.

5.2 Where any conflicts of interest do exist or potentially exist, these conflicts must be declared as soon as the TradeWindow Officer becomes aware and must be recorded in the TradeWindow conflicts of interests register.

5.3 Where a director does have a conflict of interest, they will excuse themselves from discussions in respect of those interests and, where required by the NZX Listing Rules, will not exercise their right to vote in respect of such matters.

## **6 REPORTING UNLAWFUL OR UNETHICAL BEHAVIOUR**

6.1 TradeWindow's Officers are actively encouraged to challenge any behaviour which they believe is inconsistent with any of TradeWindow's values or with this Code.

6.2 Anyone who suspects that any Officer of TradeWindow has or may have acted corruptly, fraudulently or unethically, acted unlawfully, or breached this Code should report this to the Chief Legal Officer or to the Chair of the Board. TradeWindow will stand behind any Officer who, acting in good faith, reports a breach, serious problem or wrongdoing. The identity of the person making the report will be kept confidential where possible.

6.3 Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action.

## **7 CORPORATE OPPORTUNITIES**

7.1 All Officers of TradeWindow are expected to act with integrity and not take advantage of opportunities arising from their engagement, employment or connection with TradeWindow for personal gain or to compete with TradeWindow.

7.2 Officers of TradeWindow will not:

- (a) take for themselves any opportunity discovered through the use of TradeWindow property, information or position;
- (b) trade in shares, or any other kind of property, based on information that the Officer has obtained through their role for TradeWindow if that information is not publicly available; or
- (c) if the Officer has non-public price sensitive information, recommend or suggest other persons buy or sell TradeWindow's financial products.

## **8 CONFIDENTIALITY**

8.1 TradeWindow's Officers will maintain and protect the confidentiality of information and communications entrusted to them about TradeWindow's customers, employees, supplier, stakeholders and financial affairs, except where disclosure is allowed or required by law, where the Board has approved disclosure or where the information is in the public domain.

## **9 GIFTS**

- 9.1 TradeWindow's Officers will not give or accept gifts or personal benefits of any value to or from external parties if it could be perceived to influence or compromise any decision or conduct by TradeWindow's Officers.

## **10 COMPLIANCE AND MANAGEMENT OF BREACHES OF THIS CODE**

- 10.1 TradeWindow's Officers are expected to adhere to the policies and behaviours outlined in this Code. TradeWindow Officers are encouraged to report any breaches of this Code immediately.
- 10.2 Where there are any breaches of this Code, action will be taken promptly, dealt with consistently and handled by the Chief Legal Officer and/or TradeWindow's directors as appropriate.

## **11 CODE OF ETHICS REVIEW**

- 11.1 The Board will review this Code of Ethics as required and at least every two years.