

Group Conflicts of Interest Policy

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Overview

This Group Conflict of Interest Policy (“**Policy**”) relates to the management of conflicts of interest by the Group (“we”, “us”, “our”), and is designed to:

- Outline our obligations under the Corporations Act 2001 (the “**Act**”) in the management of conflicts of interest;
- Confirm our acceptance and the acceptance of the Group’s Board of Directors (“**Group Directors**”, “**Board**”) of its responsibility for such obligations;
- Establish procedures to identify and assess conflicts of interest;
- Implement and monitor responses to conflicts of interest, act on, and record any instance of non-compliance;
- Ensure that all representatives and employees are familiar with and adhere to this Policy;
- Ensure that all representatives and employees are familiar with and adhere to the reporting of conflicts of interests; and
- Implement measures to review and update these procedures.

The “**Group**” includes FE fundinfo (Australia) Pty Ltd (“**FE fundinfo**”), Zenith Investment Partners Pty Ltd (“**Zenith**”), and Zenith CW Pty Ltd (“**Chant West**”) and where applicable, other related entities as updated from time to time.



1. Objective

This Policy and the Group's regulatory and statutory obligations apply to all employees of the Group.

The primary objective of this Policy is to manage conflicts of interest by implementing workable procedures for controlling, avoiding and disclosing conflicts of interests, in line with statutory and regulatory obligations.

2. What is a conflict of interest?

A conflict of interest is a situation in which an organisation or an individual in a position of trust has a competing professional or personal interest.

Competing interests can make it difficult for duties to be fulfilled impartially and can create an appearance of impropriety that can undermine confidence even in situations where no unethical or improper action is taken.

3. Types of conflicts of interest

Conflict of interests are not unusual and may occur regularly during the course of everyday business activities.

Conflicts of interest fall into three broad categories:

- **Real** conflicts of interest occur when there is an actual conflict between current duties and responsibilities and an existing interest. An example of a real conflict of interest is where an analyst preparing a research report of a financial product has a material interest in that product, or where we provide services for a client that competes with a different part of our business.
- **Potential** conflicts of interest arise where the interest of the financial service provider or individual is capable of coming into conflict with their duties. An example is where an employee or Director sits on the investment committee of a fund that we do not currently rate but may look to rate in the future.
- **Perceived** conflicts of interest arise where it appears or could reasonably be perceived by others that a financial service provider or an individual's interest is influencing the performance of their duties, regardless of whether this is actually the case. An example includes our corporate relationship with fund managers/ product issuers that we rate who also subscribe to our other services within the Group.



4. Conflicts management obligation

Zenith is the holder of an Australian Financial Services License (“**AFSL**”) and has authorised Chant West and FE fundinfo as Authorised Representatives to operate under its AFSL. In accordance with section 912A(1) of the Act, Zenith must adhere to the following general obligations:

- Do all things necessary to ensure that the financial services covered by the AFSL are provided efficiently, honestly and fairly;
- Ensure there are adequate arrangements in place to manage conflicts of interest;
- Comply with the conditions on the AFSL;
- Comply with financial services law;
- Take reasonable steps to ensure that its representatives comply with the financial services laws;
- Ensure we have adequate financial, technological and human resources to provide the financial services covered by the AFSL;
- Maintain competence to provide financial services;
- Ensure representatives are adequately trained and competent to provide financial services;
- Have a dispute resolution system and be a member of the Australian Financial Complaints Authority;
- Establish and maintain adequate risk management systems; and
- Comply with the other requirements set out in section 912A(1) of the Act and any relevant regulations.

For the purposes of this Policy, Zenith acknowledges and accepts the direct and specific obligation to manage conflicts of interest under the Act, which requires Zenith, and the Group more broadly, to have adequate arrangements in place for the management of conflicts of interest that may arise wholly, or partially in relation to activities undertaken in the provision of financial services as a part of its financial services businesses.

Zenith further acknowledges and accepts ASIC guidance and interpretation of the conflicts management obligations as set out in Regulatory Guide 181 Licensing: Managing conflicts of interest (“**RG 181**”) and Regulatory Guide 79 Research report providers: Improving the quality of investment research (“**RG 79**”).

Having adequate conflicts management arrangements helps to promote consumer protection, maintain market integrity and ensure the quality of financial services we provide as a Group.

The consequences of breaching our conflict of interest obligations can include statutory breach, criminal action, reputational damage and financial loss.



5. Mechanisms for managing conflicts of interest

Conflicts management obligations do not prohibit all conflicts of interest. They do not provide that an AFS licensee can never provide financial services if a conflict of interest exists, as having the conflict of interest is not necessarily the problem, it is how the conflict is managed that is important.

We have considered and adopted, amongst other arrangements, the three mechanisms for managing conflicts of interest as prescribed by ASIC in RG 181 in preparing this Policy, and have implemented procedures and processes to:

- Control conflicts of interest;
- Avoid conflicts of interest; and
- Disclose conflicts of interest.

Risk Appetite Statement

The Group recognises that conflicts of interest may arise in the ordinary course of conducting its business and that the existence of a conflict does not necessarily mean it needs to be avoided. The Group may accept conflicts of interest where they have been identified, assessed and are capable of being effectively managed through documented controls, monitoring and oversight arrangements.

The Group will not undertake activities where conflicts of interest are assessed as incapable of being adequately managed, where the independence or objectivity of the relevant service may be compromised, or where client interests or outcomes may reasonably be prejudiced. In such circumstances, the conflict must be avoided.

6. Controlling conflicts of interest

In order to control conflicts of interest, we have implemented procedures to:

- Identify the conflicts of interest relating to the Group's business;
- Assess and evaluate those conflicts; and
- Decide upon, and implement, an appropriate response to resolve those conflicts.

Identifying conflicts of interest

We have identified a number of real, potential and perceived conflicts of interest relevant to the business. Please refer to the Table of Conflicts of Interest set out in Annexure A.

We have also identified areas marked for ongoing review, including:

- The remuneration practices of the business (e.g., the fees charged to clients) and ensuring that such practices operate efficiently, honestly and fairly;



- The treatment of all clients fairly so that financial services are not provided in a manner that:
 - unfairly puts our interests ahead of clients (e.g., failure to disclose fees transparently);
 - unfairly puts the interests of one client ahead of the interests of other clients (e.g., in its dealings with a representative or its associates when trading for that person); and
 - uses knowledge about clients in a way that is likely to advance our own interest without sufficient disclosure to affected clients (e.g., at worst, insider trading).
- Particular attention has been given to the following potential conflict of interest situations:
 - the granting of preferential treatment to a client who is a representative or associate, such as by trading at lower costs or charging reduced fees;
 - the granting of preferential treatment to a client who is a representative or associate, such as giving priority in access to products; and
 - the obtaining of an advantage over clients where the Group, or a representative or associate of the Group, trades at a rate more favourable than the market rate.
- Conflicts between business units
 - Conflicts of interest may arise where one business unit conducts research, ratings or assessments on products, services or portfolios that operate within a market segment in which another business unit provides commercial, advisory, consulting or portfolio management services.
 - In such circumstances, additional conflict management measures must be implemented to preserve independence and objectivity. These measures may include information barriers, separate Compliance Committees, enhanced disclosure requirements, restricted participation in decision-making processes, conflict declarations, employee attestations and enhanced Legal and Compliance oversight.

Assessing and evaluating conflicts of interest

We have adopted the qualitative risk analysis methodology set out in ASIC RG 79, and AS ISO 31000:2018 Risk Management for assessing and evaluating conflicts of interest.

The Group's Head of Legal and Compliance is responsible for assessing and evaluating conflicts of interest.

Following assessment and evaluation, conflicts of interest must be escalated according to their assessed level of risk and potential impact on the Group, its clients and the integrity of its services.

- Low and Medium risk conflicts may be managed through documented controls and reported to the Compliance Committee.
- High risk conflicts must be escalated to the Executive Committee and the Compliance Committee for review and determination of appropriate management actions.



- Extreme or Critical conflicts, or conflicts that may materially compromise client interests, research independence, regulatory obligations or the Group's reputation, must be immediately escalated to the Board.

The Conflicts of Interest Register (“**Register**”) is reviewed annually by the Legal and Compliance team to ensure that measures taken to manage conflicts of interest remain adequate.

Resolving conflicts of interest

In resolving conflicts of interest, we must decide upon and implement an appropriate response to such new and potential conflicts of interests.

Depending on the circumstances and nature of any conflict of interest, it may be appropriate to:

- Disclose the conflict of interest to the relevant client;
- Allocate another representative to provide the service to the particular client;
- Decline to provide services to the particular client;
- Disclose any conflict of interest when attending internal decision making forums, abstain from any related discussion and/ or vote, relinquish the Chair of such a forum (if appropriate) and/or depart the forum until the relevant matter is concluded; or
- Initiate internal or external disciplinary action where warranted.

The above is not an exhaustive list. What constitutes an appropriate response to a particular conflict of interest will always depend on the specific facts and circumstances.

In considering the appropriate response, the Group must always have regard to the various duties that apply at law.

7. Avoiding conflicts of interest

Some conflicts of interest are so serious in nature that the only way to manage them is to avoid them completely.

We must assess and evaluate any actual, apparent or potential conflicts of interest and determine whether a particular conflict of interest is manageable or whether it needs to be avoided.

Examples of conflicts of interest that we avoid, includes but is not limited to:

- Provision of research reports where we or a Group employee has an influential position in the product. We have assessed that the only way to adequately manage such a conflict of interest would be to avoid it entirely;
- Distribution of research prepared by the Group on the Group's own products. In accordance with RG 79.135, we will not conduct research on our own products or products the Group assisted in developing as the resulting conflict of interest could not be adequately managed and therefore must be avoided; and



- Providing advice in relation to developing new products or restructuring existing products with a view of bettering their rating or score. We avoid this conflict of interest to ensure that the integrity of our research is maintained and we meet our obligation to treat our clients fairly, equally and honestly.

8. Disclosing conflicts of interests

We must make appropriate disclosures to clients as part of our arrangements to manage conflicts of interest. We recognise that while disclosure alone will often not be enough, disclosure is an integral part of managing conflicts of interest.

The Group will use its best endeavours to ensure that clients are adequately informed about any conflicts of interests. Adequate disclosure means providing enough detail in a clear, concise and effective form to allow clients to make an informed decision about how the conflict may affect the service provided to them.

Consistent with ASIC's expectations in RG 181, any disclosure we make will focus on material conflicts and when providing disclosure we will ensure that it:

- Is timely, prominent, specific and meaningful to the client;
- Occurs before or when the financial service is provided, but in any case, at a time that allows the client a reasonable time to assess its effect;
- Specifies the service to which the conflict relates; and
- Is in writing.

9. Reporting, managing and monitoring

Reporting

It is the obligation of all of our employees to notify the Legal and Compliance team if they become aware of an actual, perceived or potential conflict of interest.

Employees must notify the Legal and Compliance team by completing the Disclosure of Personal Interests Form (Annexure B) or via email.

Managing

Once the conflict of interest has been reported to the Legal and Compliance team, it will be assessed and evaluated by the Head of Legal and Compliance and documented at the Compliance Committee. The impact of the conduct on our business objectives, obligations and reputation will be reviewed.

Depending on the nature of the conflict of interest, the appropriate course of action will be determined and put in place in accordance with the terms of this Policy.

All conflicts of interest will be included in the Register.



Monitoring

The Head of Legal and Compliance will monitor compliance with this Policy by:

- Internal reporting;
- Annual employee training with the aim of education on identifying and reporting breaches which may arise because of a conflict of interest;
- Ensuring the Register is reviewed each quarter to identify whether any disputes are a result of conflicts of interest between the Group (including its representatives) and clients; and
- Periodically testing the effectiveness of conflict management controls and ensuring any deficiencies identified are appropriately remediated.

10. Wholesale clients and retail clients

The conflicts management obligation applies equally to services provided to retail and wholesale clients.

However, in some cases, the disclosure required to be given to a wholesale client to comply with the law will be less detailed than is required for a retail client.

When determining the disclosure that should be provided, we will consider the following factors:

- The level of financial sophistication of the client;
- The extent to which third persons are likely to rely, directly or indirectly, on the service;
- How much the client already knows about the specific conflict; and
- The complexity of the service.

11. Provision of non-research services

The provision of non-research services may give rise to a conflict of interest.

Per ASIC's RG 79.132, non-research services include the following:

- Underwriting a public offering;
- Advice about the prospects for a potential public offering (including likely reception in the financial market);
- Help in marketing and promoting a public offering (including participation in 'roadshows' and 'conference calls');
- Advice on structuring and developing new financial products; and
- Business management or consulting services on investment manager selection and asset allocation or the offering of 'fund of funds'.



If we engage in the provision of non-research services, conflicts management procedures and processes need to account for, and ensure the integrity of the provision of research reports is not compromised.

When providing non-research services, amongst other measures, we:

- Ensure that research on a product issuer is not published while non-research services are being provided to the product issuer, and for a short period afterwards;
- Disclose the nature of any non-research services that are provided to product issuers (i.e. disclosure is provided regarding associations and relationships);
- Enforce prohibition of analysts providing non-research services that may reasonably be perceived as a conflict of interest; and
- Enforce prohibition of the provision of consulting services on investment products.

If the provision of research services cannot be separated from the provision of non-research services and kept at arm's length, this would give rise to a conflict of interest and will be avoided.

All non-research services are recorded in the Non-Research Services Register and monitored and reviewed at the monthly Compliance Committee meeting.

12. Shareholder influence

There may be shareholders in the Group who are also involved in the ongoing management and operation of the Group.

In the performance of their role, the activity of these shareholders may result in instances of potential conflict between client and shareholder outcomes. Such instances include:

- Influencing a fund's positive rating outcome which may otherwise be 'screened-out' by the standard research process;
- Advocating for a fund's research rating outcome based upon the commercial relationship of the manager with the Group;
- Advocating for a fund or manager's inclusion in a consulted portfolio based upon the commercial relationship of the manager with the Group; and
- Providing a manager with preferred pricing based upon their commercial relationship with the Group.

Shareholders fulfilling roles within the Group do so based upon their skills, experience and proven capabilities in their role. These traits are considered very important to us in fulfilling our ongoing obligations to our clients.

Therefore, shareholder contribution to appropriate decision-making forums, which access the skills and experience of these shareholders, should not be avoided, but rather managed to ensure client outcomes are prioritised over Group outcomes (where they are in conflict).



This will be achieved via appropriate shareholder disclosures, abstaining from voting or meetings/ discussions which may compromise the conduct of such votes/ meetings, disqualification of the shareholder to both chair meetings and vote whereby they may exercise undue influence on the agenda and its outcomes, mandatory inclusion of the Group Head of Legal and Compliance (or delegate) with powers of voting veto, in instances whereby there may be undue influence exerted by any shareholder (or collection of shareholders). Refer to Annexure A.

13. Breach of the Policy

All officers and employees of the Group are expected to act in compliance with the Policy at all times.

Non-compliance of this Policy and/ or intentionally failing to report instances of non-compliance of this Policy may result in disciplinary action.

14. Adoption, review and ongoing training

Adoption

The Policy was adopted by the Zenith Investment Partners Board of Directors on 27 November 2006 and has since been adopted by the Group.

Annual Review

The Legal and Compliance team will:

- Undertake a review of the Policy in its entirety (which includes but is not limited to a comprehensive review and update of the Register and any relevant client files and records), not less than once every 12 months;
- Where relevant, circulate the updated Policy to the Compliance Committee for review and feedback; and
- Where relevant, provide the updated Policy to the Board for review and feedback.

Upon approval by the Compliance Committee and Board, the Legal and Compliance team will circulate the updated Policy to the business and will be responsible for educating relevant officers, employees and representatives to ensure they understand the meaning of “conflicts of interest” and the procedures outlined in this Policy.

Itemising New Conflicts on Meeting Agendas and Calling Emergency Meetings

Where a new and material conflict of interest has arisen, or has been identified during the course of the year, the Head of Legal and Compliance is responsible for placing that conflict of interest on the agenda for the next scheduled Compliance Committee meeting and if deemed necessary by the Compliance Committee, on the agenda for the next scheduled Board meeting of Directors and prepare a written report for the Group Directors to consider.



If the conflict of interest identified is of a serious nature, the Head of Legal and Compliance must notify the Board immediately of the existence and nature of that conflict. It is for the Board to then decide whether to call an urgent meeting to consider the issue. If the Board does not call a meeting, the Head of Legal and Compliance must follow the procedures set out in this Policy.

Internal Reporting by Representatives

Group Directors and other representatives such as managers or other employees who will be involved in the provision of financial services under the AFSL must on commencement of employment, and at least every 12 months thereafter, disclose:

- Interests (including beneficial interests) in securities, of themselves and their associates, in entities providing services to the Group;
- Interests (including beneficial interests) in any relevant product traded by the representative or their associates;
- Any transactions that are:
 - entered into with the Group by the representative's associates; and
 - acquisitions of property from, or disposals of property to, the Group by such associates;
- The representative's directorships of any company;
- Whether the associate (including their immediate family members) personally uses the financial advice services of a Group client;
- Transactions in which interests in securities (as defined in Annexure B), or loans, are acquired by the representative or their associates; and
- Any outside business interests of the representative.

Relevant employees operating in business units subject to heightened conflict risk, as determined by the Legal and Compliance team, must complete six monthly conflict of interest attestations. Such attestations must confirm compliance with applicable information barriers, disclosure obligations, conflict management controls and any business unit specific conflict management requirements. Any actual, potential or perceived conflicts identified through the attestation process must be disclosed to the Compliance Committee and recorded in the Register where appropriate.

A pro forma Disclosure of Personal Interests Form is contained in Annexure B. The Legal and Compliance team must maintain a central registry of all relevant interest disclosure documents. Failure to comply with the requirement to disclose and update the disclosure as required, without adequate reason, will be treated as a compliance breach by the representative.

External Review

Where the Group considers necessary, we may engage the services of an internal or external auditor or other independent person to review the arrangements set out in this compliance manual and identify any serious or material conflicts of interest.

Ongoing Training



As a part of managing the Group's conflicts of interest obligations, all our employees are required to complete internal conflict of interest training and assessment as a part of their induction program.

Our employees are also required to participate in ongoing conflict of interest training as required.

15. Retention of Documentation

The Group must retain records of the following for at least 7 years:

- Conflicts identified and action taken;
- Any reports given to the Group Directors, the Group shareholders or senior management about conflicts of interest matters; and
- Copies of written conflicts of interest disclosures given to clients or the public as a whole.

Annexure A - The Group Conflict of Interest Register

No.	Identification of conflicts of interest	Evaluation of Conflicts of Interest			Management of Conflicts of Interest
		Level of Risk	Likelihood	Consequences	
1	Documentation	Medium	Medium	Medium	This Policy is maintained by the Legal and Compliance team and reviewed annually. This Policy is published on our public website and our internal intranet. All conflict management processes and training are also located on our internal intranet. All employees are required to read this Policy and complete conflicts of interest training on induction and engage in annual updates provided by the Legal and Compliance team. Policies outlined within the plan are subject to regular auditing.
2	Monitoring compliance	Low	Low	Low	The Group's Head of Legal and Compliance is responsible for ongoing monitoring of the Group's conflict management policy. The Head of Legal and Compliance reports monthly to the Group's Compliance Committee and to the Board of Directors on a quarterly basis. Should any instances arise where the Head of Legal and Compliance also acts as an analyst involved in assigning product ratings, they are prohibited from signing off on any conflict management issues relating to the issuance of that rating.
3	Communication	Low	Medium	Low	- The Group maintains policies relevant to communication dealing with both internal communications and external parties. Key principles are: a) research ratings must be communicated to the Group clients before they can be released to outside parties or product issuers; b) communications between research employees and product issuers during the review process must ensure information provided to product issuers is controlled; and (c) information barriers are in place between business units where there may be an actual or potential conflict of interest.
4	Information barriers	Medium	Medium	Medium	The Group places information barriers between business units that are subject to an actual or potential conflicts of interest. These information barriers are in the form of analysts being separated from research pricing decisions and there are also information barriers in place between the research and consulting business units of the Group, both physically and also in relation restrictions on access to the Group public drive and other relevant databases. Where information barriers are not able to be implemented the Group relies on its robust and transparent research methodology which is followed and on internal compliance measures for the continued management and evaluation of potential



					conflicts of interest. Analysts are also prohibited from being involved in any non-research services. - The Group has also implemented information barriers between other business units where client information and/ or data cannot be shared between internal business units or related entities. In order to protect data and information which cannot be shared internally, access will only be provided to those employees who must have access as a part of their employment responsibilities and obligations. Approval from Legal and Compliance team must also be granted prior to access permissions being granted in relation to data or information that may cause a conflict of interest. In addition to confidentiality provisions within their employment agreements, employees with extensive permissions are required to read and sign a declaration stating they understand that the information they have access to must not be shared with other business units and may only be used for the purpose they have been granted access. - Biannual business unit specific conflicts of interest training is delivered to all employees by the Legal and Compliance team.
5	Approval before distribution	Medium	Medium	Medium	- The release and publication of all research reports must be authorised by both an experienced supervisor and the Group's Research Committee. Reports are also subject to peer review by other analysts. Written records of review and approval decision are maintained by the Group and report authorisation is listed on each Zenith Product Assessment or Chant West Research Report issued. - The Chant West scoring and rating process is overseen by the Head of Research and is peer reviewed at multiple levels.
6	Provision of non-research services	Low	Low	Low	- This Policy details how and when non-research services may be provided to a product issuer who has (or is likely to in the future), receive research. Non-research services may include consulting on wider industry issues; however the Policy expressly prohibits analysts from providing non-research services. - All non-research services are recorded in the Non-Research Services Register and reviewed by the Compliance Committee monthly.
7	Benefits and remuneration	High	Low	Low	Zenith provides services to wholesale clients (financial advisers) via subscription to its website. Zenith charges standard fees for these services which are tailored in relation to the depth of services provided. Zenith also receives fees for providing investment consulting services to clients. Investment consulting services include but are not limited to provision of advice in relation to managed accounts, model portfolios and approved product lists. Fees charged in relation to investment consulting services may be flat fees or asset based fees. The fees for some consulting/ managed account arrangements may be determined by private agreement and take into consideration the overall depth and



				complexity of services provided. No fees charged are linked to any Product Assessment rating outcomes or the inclusion of financial products in portfolios or approved product lists. Zenith also ensures that any discussions relating to remuneration occurs with appropriate information barriers in place. • Zenith also undertakes issuer paid research where Zenith receives remuneration for services relating to the provision of third party reviews of fund managers products (Zenith Product Assessments). Remuneration for these reviews is undertaken at a fixed price which is payable upfront prior to the commencement of the assessment. Standard pricing may vary depending on the asset class, but is fixed within that asset class and therefore consistent for all managers within an asset class (sector). Each Zenith Product Assessment is clearly marked with the name of the entity that has paid to undertake a Product Assessment. Remuneration for Zenith Product Assessments is not linked to the ratings outcome. Neither the Group nor its Directors or employees receive any commissions or remunerations based on transaction volumes, gifts or any other benefits from an issuer of a financial product that may materially influence the direction of reports. • Chant West receives a fee for providing consulting services to clients (employers) in relation to product selection and review of existing superannuation arrangements as well as for the provision of consulting services to superannuation funds and institutions in relation to asset consultant selection and review of existing asset consultants. The tender and review process for consulting services is robust and transparent with relevant disclosure and assessment controls in place. Fee control measures are also in place with all fees being fixed and analysts are not aware of the revenue streams of the business. • Chant West undertakes fund research and ratings services with a focus on superannuation products. Chant West provides Product Research which compares products on a like for like basis and does not contain opinions or recommendations. Product ratings are also generated at no cost to the product issuer, however, if the product issuer wants to use the rating for promotional purposes, a licence fee is charged. These services are provided at a fixed fee, payable upfront and analysts are not involved in pricing discussions. • Chant West also offer a number of tools to assist with product review of superannuation products, or to compare existing superannuation arrangements with alternative funds and also to compare funds on a like for like basis. Where applicable access to these tools is charged at a fixed fee. • Upon request Chant West also prepares reports on fee comparisons, benchmarking and fee and insurance premium surveys. Fee control measures are also in place in relation to these reports/ surveys with analysts not involved in decisions pertaining to fees charged.
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					- Chant West provide investment research and ratings services with the provision of investment surveys which contain comparative information with no express options and recommendations, and also super investment ratings which are for client use, use with stakeholders such as financial advisers but are not for distribution to retail clients. These services are provided at a fixed fee payable upfront with no analyst involvement in the remuneration process. - Remuneration is not linked to ratings outcomes and neither the Group nor its Directors or employees receive any commissions or remuneration based on transaction volumes, gifts or any other benefits from an issuer of a financial product that may material influence the direction or reports or ratings.
8	Trading restrictions	Medium	Low	Low	- Group employees must disclose all personal holdings and keep the Compliance Committee updated with any changes to such holdings. Employee holding information and trading is reviewed monthly by the Compliance Committee. - The Group analysts are not prohibited from holding interests in rated products however any trading must be properly approved and subject to the Group Employee Trading Policy ("Group Trading Policy"). The Group Trading Policy extends to holdings in any related companies which may benefit either directly or indirectly from the operations of a rated product (for example, shares in ASX listed fund managers). Any holdings by analysts are disclosed in the relevant Product Assessment. The Group Trading Policy sets out parameters regarding trading approval, trading windows, prohibits trading ahead of distribution and improper use of information obtained in the course of employment, if potential conflicts are considered to be unable to be managed according to the compliance measure available, the Group will at its discretion either deny trading approval or ensure that the analyst does not cover the investment and that appropriate information barriers are in place. - In some instances trading may be permitted when trading windows for a particular asset class may be closed. Trading in these exceptional circumstances is subject to Group internal trading processes and policies and recorded for review by the Compliance Committee on a monthly basis.
9	Reports based on 'reasonable grounds'	Medium	Medium	Medium	In each report, the analyst certifies that the views expressed accurately reflect their personal, professional opinion about the financial product.
10	Reports for 'proper purpose'	Medium	Medium	Medium	The Group does not undertake any investment banking, corporate advisory or dealing activities, reducing any potential for conflicts regarding the appropriateness of ratings versus any other corporate business.
11	Associations or relationships	Medium	Medium	Medium	The Group maintains strict guidelines on any relationships between itself and product issuers or fund managers outside the contractual agreements to provide research ratings. The Group does not provide any underwriting, managerial, or market making services to



					product issuers or fund managers. The Group has no related party or other association links with product issuers or fund managers. The Group may at times engage in contractual agreements with some product issuers as corporate clients (e.g., a large financial entity may have one business unit that is a product issuer and another unit which offers financial planning services who become a subscriber client to the Group's research). Any such corporate relationships are managed according to this Policy and disclosed in the relevant Product Assessments. • The Group currently provides a fund manager with services to assist in investment strategy formulation. Appropriate information barriers are in place between the business unit providing the services and the research team. Services are provided in alignment with the terms of this Policy. • The Group may host events which are sponsored by product issuers who receive a rating/score from the Group. Where this occurs, it will have been contemplated and managed strictly in accordance with this Policy and ensuring appropriate disclosures are made. Any arrangement which has been assessed as one where the conflict of interest cannot be appropriately managed will be avoided and banned across the Group. • The Group maintains relationship guidelines within the sales and consulting teams. Group employees who are members of the sales and/ or consulting teams do not have responsibilities for clients where they have a personal financial advice relationship which extend to all entities associated with any such employee and their immediate family members.
12	Assistance provided by product issuers	Low	Low	Low	• The Group does not permit product issuers access to ratings models or to edit research reports directly. Product Issuers are generally limited to providing research materials and access to management employees for interviews. Any feedback provided from Product Issuers is limited to factual inaccuracies that may be included in draft reports. Product Issuers involved in Real Assets may facilitate physical inspections of such assets where required.
13	Research on own products	High	Low	High	• The Group does not manage or hold investment products and does not undertake any investment banking, corporate advisory or dealing activities. If these circumstances change, the Group would act in accordance with RG 79 and outsource provision of research on its own products.
14	Group shareholder actions	Medium	Medium	Medium	• Shareholders in the Group will avoid (only where appropriate with regard to their knowledge, skills and experience) or participate as a 'spectator-only' in Research 'filter', 'screening' and/ or 'scoring' meetings. • Exceptions to the above are permitted on the basis that the shareholder participate only for the purpose of applying their relevant knowledge, experience and perspective to such meetings and does not chair such a meeting. Named shareholders from within the



					research team only are permitted to cast a single vote in resolutions where they have sufficient knowledge and experience. (This exception is made only on the basis of client outcomes being potentially improved by the experience, questions and perspective of suitably skilled shareholders in the Group). • The Group Head of Legal and Compliance will participate in decision-making forums, with powers to veto votes which may exhibit inappropriate influence of shareholders in the voting process and that are in conflict with prioritized client outcomes. • There is an obligation on shareholders, participating in Group research and consulting functions, to disclose any conflicts based on agenda items presented and voted on. • All such research decision-making meetings should be minuted (and/ or digitally recorded).
15	Remuneration practices of the business The receiving of benefits, compensation, commission or fees from issuing the products/ services provided.	High	High	High	• Research of investment products operates under the 'manager pays' system. Conflict is managed in 4 key ways: ○ Zenith only provides research and ratings on products which are screened as being eligible (potential best of breed). The screening process is designed to only identify the strongest products, not to facilitate 'mass ratings'. Zenith regularly publishes the distribution of ratings issued as a proportion of the market as a whole and statistics on the number of ratings awarded. This allows external parties to judge the transparency of our system with regard to ratings undertaken. ○ Research of investment products is remunerated under a flat fixed fee payable up front in full before research results are released. Outcome of the rating has no bearing on the fee charged. ○ Fees are standardised between asset classes. ○ Fund managers are not informed of the rating until the report has been released to the Group's clients. • Fees for consulting services may be flat fees, asset-based fees or determined by private agreement taking into consideration the depth and complexity of services provided. Fees charged are not linked to research or rating outcomes and any discussions regarding remuneration occurs with appropriate information barriers in place. • Research of superannuation products operates under a fixed fee arrangement payable up front and in full before ratings, research or reports are provided. • The Group is transparent regarding the source of payments from fund manager/ product issuers in all research reports. • Fee determination is separate from functions performed by analysts/ consultants and is not linked to employee remuneration.
16	Other disclosure	High	High	High	• The Group research reports contain specific disclosure regarding: ○ Any holdings (if any) held by analysts; ○ Any benefits (if any) likely to be received from the report;



					○ Relationships (if any) to the product issuer; ○ The date the report was written and by who is responsible for it; and ○ The reasons behind the recommendations/ rating. • Additional disclosure may be made outside of the research report in separate documents through the Group websites relating to: ○ Status of current reports; ○ The proportion of each rating issued compared to the market and within the ratings group; and ○ Explanation of the rating systems and definitions.
17	Research rating of multi-asset managed account portfolios	High	Medium	High	• A conflict of interest may arise where the Research business unit rates multi-asset managed account portfolios, being the same product segment in which Portfolio Solutions operates and provides portfolio management or investment advisory services. • Research will not rate any managed account portfolio managed by Portfolio Solutions or where Portfolio Solutions has had input into portfolio construction. Any exceptions to this will be reviewed on a case by case basis at the discretion of the compliance committee taking into consideration conflicts of interest obligations. Where managed account ratings are undertaken during the soft-launch period, they must be approved on a case-by-case basis in accordance with the managed account rating methodology and documented risk appetite. • The conflict is managed through separate Research and Portfolio Solutions compliance committee oversight, rating committee independence, no Portfolio Solutions personnel sitting on the rating committee, Legal and Compliance attendance at rating meetings, minuted and recorded meetings, conflicts declared and logged, and explicit disclosure in research reports and relevant Portfolio Solutions client-facing documents. • Information barriers include separated document environments, restricted folder access and quarterly access reviews, seating and meeting-room separation where appropriate, shared-services access declarations, pre-clearance for relevant joint event attendance, and guidance prohibiting work-related discussions in common areas or shared amenity spaces. • The soft launch is an interim, time-limited arrangement pending the proposed structural separation of Research and Portfolio Solutions under separate AFSLs. Prior to any live rating, a practice run of the rating process, conflict assessment, Legal and Compliance sign-off, register entry and disclosure drafting may be undertaken, with ongoing assurance through six monthly attestations, quarterly folder-access reviews, biannual business-unit-specific conflicts training and external review following soft launch if determined relevant by the board.
18	Treatment of clients fairly				



	<i>The Group avoids providing financial services that unfairly put the interest of the Group or its representatives or associates ahead of its clients by prohibiting the below practices:</i>				
18.1	<i>The Group may misrepresent past performance or downplays risks, to attract potential clients (research subscribers).</i>	Low	Low	Low	The Group does not undertake any investment banking, corporate advisory or dealing activities. Subscriber clients rely on the accuracy of our research to aid the investment decision making process. The Group's interests are in providing full illumination of the risks and true performance of an investment product in order to remain credible and secure more business from subscriber clients.
18.2	<i>The Group advises a client to purchase a product in which the Group has a commercial interest.</i>	Low	Low	Low	The Group does not manage or hold investment products and does not undertake any investment banking, corporate advisory or dealing activities.
18.3	<i>Allowing certain clients to be treated more favourably or with priority, in order to acquire a gain or advantage that adversely affects the interests of other clients.</i>	Low	Low	Low	- The Group does not manage or hold investment products and does not undertake any investment banking, corporate advisory or dealing activities. - The Group encourages analyst rotation within the research teams to reduce the risk of analysts becoming too familiar or close to the products and product issuers, which may give rise to conflicts of interest. Analyst rotation is achieved by having all trainee analysts (Graduate Analysts) rotate through all asset class sectors over their initial two to three year period in addition to all analysts rotating from covering the same fund/ fund manager for a period of no greater than 3 years. In circumstances where analyst rotation is not practical due to the need to develop or utilise specialist knowledge and expertise in particular areas, the Group relies on the robust and transparent research methodology which is followed internal compliance measures for the continued management and evaluation of potential conflicts of interest. - The Group prohibits any changes to be made to client portfolios from the commencement of an internal ratings meeting until a client release is published, for all financial products which are subject to the relevant sector review. Exceptional circumstances may apply and are subject to approval from the Compliance Committee. - The ratings and research process is subject to an extensive, robust and transparent research methodology which involves monitoring and review at multiple levels. No one person is responsible for the ratings and research process with all recommendations peer reviewed.
18.4	<i>Providing more favourable ratings, research or comparisons to procure other fee revenue from existing clients</i>	Low	Low	Low	- All relationships and associations are disclosed within research reports and are monitored by the Compliance Committee. - The ratings and research process is subject to an extensive research methodology which involves monitoring and review at multiple levels. No one person is responsible for the ratings and research process with all recommendations peer reviewed.



					Fees and contractual arrangements for research and rating services are not linked to the rating process or outcome.
19	Preferential treatment of representatives or associates				
19.1	Permitting a representative or an associate to acquire a gain or advantage that adversely affects the interests of clients.	High	Medium	Medium	Any analyst is exposed to the risk of an analyst's viewpoint not being objective. The combination of conflict of interest policies and research oversight is designed to mitigate these risks.
19.2	Trading for a representative or associate at a lower interest rate or charging reduced fees.	Low	Low	Low	The Group does not manage or hold investment products and does not undertake any investment banking, corporate advisory or dealing activities.
19.3	Giving any form of priority to a representative or associate who is a client.	Low	Low	Low	The Group does not manage or hold investment products and does not undertake any investment banking, corporate advisory or dealing activities.
19.4	Permitting a gain or advantage to be obtained by a representative or associate by trading at rates more favourable than market rates.	Low	Low	Low	The Group does not manage or hold investment products and does not undertake any investment banking, corporate advisory or dealing activities.

Annexure B – Disclosure of Personal Interests Form

The disclosure of Personal Interests Form can be found here:

https://zenith.csassurance.com/contracts/new?contract_template=27&token=7CD64MJ4fQt41XW eC-1B



Disclosure of Personal Interests

Title *	
Person Responsible *	
Full Name *	

Do you need to disclose any personal interests or business activities that have not previously been disclosed? *

If Yes, please complete the rest of the form.

If No, please scroll down and 'Submit' the form.

☐ Yes

☐ No

Do you have any Directorships or Transactions which need to be disclosed?

If Yes, please complete where required in the Directorships and Transactions section

☐ Yes

☐ No

Directorships

Directorships include acting as a director of any company including any trustee company.

Please specify details of the following:

Date of Entry

Name of Company

Date Appointed or Date of Change

Specify the following details of Transaction/s:

Date of Entry

Description of Transaction

Date of Transaction

Consideration paid or payable

Do you have any Outside Business Activities which need to be disclosed?

☐ Yes

☐ No

Outside Business Activities

Describe in detail the nature of the business activity in which you are involved that is in addition to your involvement in the business of the Zenith Group.

Please include:

Business Name

ABN

Parties with significant involvement

Business Activities

Form of Compensation of Outside Business Activities

Select all that apply

☐ Salary

☐ Commission

☐ Retainer

☐ Volunteer

☐ Fee

☐ Other, Please Specify



Are there any possible conflict of interests with the Zenith Group associated with Outside Business Activities?
If Yes, provide more detail in the following section.

☐ Yes
☐ No

Describe Conflict of Interest

Could this Outside Business Activity involve any client/s of the Zenith Group?
If Yes, please describe in the following section

☐ Yes
☐ No

Describe how the Outside Business Activity could involve Zenith Group client/s

Relationships and Associations with Zenith Group Clients
If you have a relationship and/or association with a client of the Zenith Group, please disclose the details in order for us to effectively manage any potential conflicts of interest.
For example, if you or your family member personally use the services of an advisor client.

Attachments
Add attachments that are relevant to disclosure/s

