

Board Code of Conduct

*The Code of Conduct addresses the duties of directors of CoINVEST LIMITED ACN 078 004 985 (t/as **LeavePlus**) in the context of LeavePlus's role as trustee of the Construction Industry Portable Long Service Leave Fund (the **Fund**), which is part of a scheme for the provision of portable long service leave benefits for workers in the Victorian construction industry (the **Scheme**).*

The Code of Conduct is a summary statement of the duties that directors of LeavePlus have at common law and under the Corporations Act 2001 (Cth). It recognises that LeavePlus is a public company and each of its directors have responsibilities accordingly. It also recognises that LeavePlus has fiduciary duties to act in the best interests of the beneficiaries of the Fund and that each Director must discharge their duties as directors consistent with this obligation.

Directors of LeavePlus will:

- always act honestly, in good faith, in the best interests of LeavePlus as a whole, and in the best interests of the beneficiaries of the Fund;
- use due care, diligence and skill in fulfilling the functions of their office and exercising the powers attached to that office;
- ascertain all relevant information, make reasonable enquiries, and understand the financial, strategic and other implications of decisions;
- understand financial reports, audit reports and other financial material that comes before the Board, and actively inquire into this material;
- use their position appropriately, and use the powers of office for a proper purpose, in the best interests of LeavePlus as a whole;
- not make improper use of information acquired as a director;
- ensure all confidential information gained as a director is only applied to proper purposes and is kept confidential (unless LeavePlus authorises its disclosure or it is required by law);
- not take improper advantage of their position as director and must not seek an undue advantage for themselves, family members or associates;
- not use of their position as a director to cause detriment to LeavePlus, the Scheme or the Fund;
- decline gifts or favours that may cast doubt on their ability to apply independent judgement as a director of LeavePlus in accordance with the standards and behaviours set out in the LeavePlus Gifts, Benefits and Hospitality policy;
- manage and disclose to the Board any conflict with the interests of LeavePlus including material personal interests or conflicts between duties owed to LeavePlus and outside duties (including in the case of A and B Class Directors, any conflicts with duties owed to nominee organisations);
- be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- observe all obligations of confidentiality owed by LeavePlus, or which they owe to, LeavePlus;

- ensure that any personal information coming to their attention as a Director is handled in compliance with LeavePlus's privacy obligations;
- demonstrate respect for others by acting in a professional and courteous manner;
- not engage in conduct likely to bring discredit upon LeavePlus;
- have a good working knowledge of LeavePlus's governing documents relating to the administration of the Scheme and the Fund, including the Act, the Trust Deed and the Rules;
- discharge their obligations in a manner which ensures that LeavePlus meets all its obligations in respect of the Scheme and the Fund;
- promote and support LeavePlus's values and culture; and
- comply with the principles of this Code and of the LeavePlus Board Charter.

Version	Policy Owner	Reviewer	Comments	Approved		Next review date
				By	Date	
1.0	Board	Company Secretary	Updated to be a standalone code of conduct document	Board	9/8/2022	Aug 2023
1.1	Board	Company Secretary	Minor update to clarify disclosure obligation in relation to conflicts of duty	Board	9/8/2023	Aug 2025
1.2	Board	Company Secretary	Update to LeavePlus format	NA	NA	NA