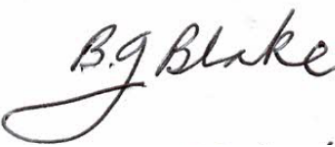


Fidelity Life Assurance Company Limited

Conflicts of Interest Policy

Policy owner: Fidelity Life Board
Effective Date: February 2022
Approved by: Fidelity Life Board
Person Responsible: Chief Risk Officer

Next Review Date: February 2025

Approved by the Board:	
Signature	
Position	Chair
Date	February 2022

1. Purpose

A conflict of interest is where someone is or may become compromised as a result of differences or conflicts between his or her personal interests or obligations and the responsibilities of his or her job or position. It means that his or her independence, objectivity or impartiality may be called into question.

Fidelity Life is the parent company of Fidelity Insurance, a wholly owned subsidiary. This policy considers the conflicts of interest that may arise between the interests of Fidelity Life and Fidelity Insurance.

While a conflict of interest should be avoided wherever possible, they often happen innocently. It's how they're managed that counts. It is important that everyone at Fidelity Life not only behaves ethically, but is seen to behave ethically.

This document seeks to ensure that, in decision-making:

- any real or perceived conflicts for Fidelity Life Directors and People between their obligations to Fidelity Life, and other professional or personal interests, are fully disclosed, transparent and managed.
- any real or perceived conflicts that may arise for Directors and People between the interests of Fidelity Life and Fidelity Insurance are fully disclosed, transparent and appropriately managed.

The intention is to ensure that the interests of Fidelity Life and its subsidiaries and those of its Directors, People and customers are clearly aligned, and any arrangements with associated parties are transparent.

2. Application/ Scope

The following policy outlines Fidelity Life's requirements for the treatment of Actual, Perceived and Potential Conflicts of Interest.

The procedures specific to Directors are detailed in section 6(b) and the procedures specific to People are detailed in section 6(c).

Fidelity Life has adopted a system of self-assessment for the identification of Actual, Perceived or Potential Conflicts of Interest. Directors and People are responsible for identifying and, where applicable, notifying Actual, Perceived or Potential Conflicts of Interests that relate to them in their roles with Fidelity Life.

Nothing in this policy is intended to apply to bona fide donations or payments made by or on behalf of Fidelity Life for valuable consideration in the ordinary course of Fidelity Life's business.

This policy applies to all Personnel.

3. Definitions

“Actual Conflict of Interest,” occurs in circumstances in which a Director or Person’s Other Interests could interfere with their ability to be independent, objective and/or impartial to the detriment of the Fidelity Life.

“Board,” means the Board of Directors of Fidelity Life.

“Directors,” means the Directors of Fidelity Life.

“Audit & Risk Committee” means the Audit & Risk Committee of Fidelity Life.

‘Chair’ means the Chair of the Board of Fidelity Life.

“Donation,” means an unconditional gift to a non-profit body, where the giver does not receive any goods or services in return for the donation.

“Executive Team,” means the Executive Team of Fidelity Life who may also provide their services to its wholly owned subsidiaries.

“Fidelity Life,” means Fidelity Life Assurance Company Limited.

“Fidelity Insurance” means Fidelity Insurance Limited.

“Koha,” means a gift, a token, or a contribution given on appropriate occasions made in the context of Māori custom, without any expectation that the recipient provides anything in return.

“Other Interests,” means professional, personal, or other interests unrelated to Fidelity Life. It also includes interests related to Fidelity Insurance and the Group.

“People or Person(s),” means Relevant Officers, all employees and contractors of Fidelity Life including (i) full-time and part-time employees (including casual and fixed-term employees) carrying out work for Fidelity Life and (ii) any person engaged to work at Fidelity Life including an independent contractor and agency worker.

“Personnel,” means Directors and People collectively.

“Perceived Conflict of Interest,” means the perception of outsider observers that a Director or Person’s Other Interests may interfere with their ability to be independent, objective and/or impartial to the detriment of Fidelity Life, whether or not that is the case.

“Potential Conflict of Interest,” occurs in circumstances in which it is reasonably probable that, in future, an Actual Conflict of Interest will arise.

“The Fidelity Life Group (Group),” means Fidelity Life and its wholly-owned subsidiaries.

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“Relevant Officers” means the Fidelity Life Chief Executive Officer, Chief Financial Officer and Appointed Actuary.

4. Good Customer Outcome Principles

Fidelity Life must, at all times, consider the Group’s Good Customer Outcome Principles being Trust, Value and Clarity.

5. Delegation

To facilitate efficient operation of this policy, the Audit and Risk Committee may delegate the management of this policy in relation to People to the Chief Executive Officer and the Risk and Compliance Team. All material conflicts in relation to People must still be taken to the Audit and Risk Committee. The Audit and Risk Committee otherwise retains management of this policy (including in relation to Directors).

6. Policy Outline

a. Identifying conflicts of interest

It is important that Directors and People identify and disclose an Actual, Perceived or Potential Conflict of Interest as soon as it arises. A Perceived or Potential Conflict of Interest can be just as damaging as an Actual Conflict of Interest.

Specific examples of conflicts of interest are provided in Appendix 1.

In addition, Personnel must not give or accept any bribe or give or accept any gift or other personal benefit of material value (including hospitality and entertainment) that could reasonably be perceived to influence any decision by the Group or the relevant third party. Further guidance is set out in paragraph 7 (Gifts) below.

b. Directors

i. Identifying Conflicts of Interest

Transaction conflicts

The Companies Act 1993 provides further guidance for Directors to assist in determining whether a Director has a conflict of interest with regard to transactions entered into by Fidelity Life or any other company of which he or she a director. In particular, a Director is interested (and for the purposes of this policy may have a conflict) where, in relation to a transaction involving Fidelity Life, that Director:

- is party to, or will or may derive a material financial benefit from, the transaction;
- has a material financial interest in another party to the transaction;
- is a director, officer, or trustee of another party to, or person who will or may derive material financial benefit from, the transaction (other than where that party or person is another member of the Group);
- is the parent, child, spouse or partner of another party to, or person who will or may derive a material financial benefit from, the transaction; or
- is otherwise directly or indirectly materially interested in the transaction.

ii. Managing Conflicts of Interest

Directors must disclose to the Board any Actual, Perceived or Potential Conflicts of Interest as soon as it arises.

If an Actual Conflict of Interest arises, the Chair (or, in the case of the Chair, the Chair of the Audit and Risk Committee) will take all reasonable steps to avoid relevant board papers being circulated to the affected Director prior to any Board discussion taking place. The affected Director must excuse him or herself from that discussion (unless the Board determines otherwise) and, except where clause 9.5A of Fidelity Life's Constitution applies, must not vote on matters in which he or she has an Actual Conflict of Interest.

If a Potential Conflict of Interest arises, then, unless the Board determines otherwise, that Potential Conflict of Interest will be treated in the same manner as an Actual Conflict of Interest (as described above) until the Board (if at all) determines the Potential Conflict of Interest will not give rise to an Actual Conflict of Interest.

If a Perceived Conflict of Interest arises, the Board will determine the process to be followed, including the extent to which the Director should receive relevant Board papers, participate in Board discussion and vote on the relevant matter.

Directors must also disclose Other Interests in Fidelity Life's interests register in accordance with Fidelity Life's constitution and relevant legislative requirements (including the Companies Act 1993). The Board will review its interests register as a standing agenda item at each Board meeting.

Directors will have access to independent advice and/or Fidelity Life People as required to ensure they can appropriately identify and manage conflicts that may arise.

iii Director intra Group Conflicts and Management

There may be some Directors who will hold directorships of more than one company within the Group. For example, there may be some Directors of Fidelity Life who are also Directors of Fidelity Insurance, its wholly-owned subsidiary company (Interested Directors).

When making a decision or taking action, Directors have a duty to act in the best interests of the company for which they are making that decision or taking action. Directors recognise that there is an inherent conflict that is required to be managed when conflicted situations arise, such as, by being Interested Directors described above. All Directors must be vigilant when engaging in activities or decisions that may give rise to conflicts of interest of this nature.

Where a matter arises (for example a Board decision) and there is potential for an Actual, Perceived or Potential conflict of interest between Fidelity Life and Fidelity Insurance (as determined by the Chair) any resolutions of the Board will require both the approval of:

1. a majority of Directors; and
2. all non-interested Directors.

Non-interested Directors also have the right to meet separately, obtain separate independent advice and directly engage with People within Fidelity Life.

c. People

i. Identifying Conflicts of Interest

People should avoid Actual, or Potential Conflicts of Interest, unless they have prior consent. Depending on the specific situation relating to the Actual, Perceived, or Potential Conflict of Interest, there are many ways in which conflicts can be managed appropriately. The most important thing is that the conflict of interest is brought to the attention of Fidelity Life.

ii. Identifying Conflicts of Interest

On the commencement of employment with Fidelity Life (or at the commencement of a contract with Fidelity Life), a Person will be asked to identify any Actual, Perceived or Potential Conflicts of Interest. All other times, People are expected to look at their interests and involvements from time to time, and consider whether there is an Actual, Perceived or Potential Conflict of Interest.

If an Actual, Perceived or Potential Conflict of Interest arises, a Person must immediately bring it to the attention of their Manager or the Risk and Compliance Team and complete a Declaration of Interest Form, (see Appendix 2). Declaration of Interest Forms must be returned to the Risk and Compliance Team, who is then responsible for all record keeping in relation to this policy.

People will be asked annually to confirm their conflicts of interest position.

iii. Managing Conflicts of Interest

When an Actual, Perceived or Potential Conflict of Interest is brought to the attention of Fidelity Life, Fidelity Life shall investigate. The Person's Manager (with support from Risk and Compliance as required) is responsible for deciding what further action, if any, is required to adequately avoid or manage the effects of the Actual, Perceived, or Potential Conflict of Interest. All investigations must be documented in writing.

The options for managing a conflict of interest include:

- **Recording:** Record the Actual, Perceived or Potential Conflict of Interest in writing for later reference if required.
- **Restricting:** Imposing restrictions on the Person's further involvement in the matter.
- **Recruiting:** Engaging an independent third party to oversee all or part of the process and verify its integrity.
- **Removing:** Where the Person chooses, or is asked, to be removed completely from the matter.
- **Relinquishing:** Where the Person relinquishes the private interest that created the conflict.
- **Resigning:** Where the Person resigns from his or her position at Fidelity Life. (This should only be considered in extreme circumstances and where the conflict of interest cannot be resolved in any other workable way).

Depending on the nature of the conflict, during the investigation the Person may be suspended on full pay and benefits.

iv. People intra Group Conflict and Management

This is where a Person by nature of their role (for example Relevant Officer) is involved in an activity or decision which may give rise to an Actual, Perceived or Potential Conflict of interest between the interests of Fidelity Insurance and Fidelity Life.

‘Dual Hatting’ arrangements arise where one Person is allocated or appointed to dual roles for more than one company within the Group. For example, the Person who is the Chief Executive Officer and the Person who is the Chief Financial Officer of Fidelity Life may also hold the same roles within Fidelity Insurance.

Where a Person is Dual-Hatting they must act in the best interests of each company. Where the interests of both companies align, the duties owed by a Person Dual-Hatting to each entity will align, and often there will be no risk of any Actual Conflict of Interest arising.

Where an unresolved Actual, Perceived or Potential Conflict of Interest arising from an activity or decision is identified, it will be escalated to the Board to determine management of the conflict.

There may be People who provide shared services to Fidelity Insurance as a result of any shared services arrangement between Fidelity Life and Fidelity Insurance. It is acknowledged that for the most part interests will be legitimate and mutually beneficial to both Fidelity Insurance and Fidelity Life. People providing shared services to Fidelity Insurance must identify and manage Actual, Perceived or Potential Conflicts of Interest where the interests of Fidelity Life and Fidelity Insurance do not align following the procedures set out in this policy.

d. Disclosure of conflicts of Interest about another person

All Personnel are encouraged to advise Fidelity Life, via the appropriate channels, of any information relating to another Director or Person within Fidelity Life where they reasonably believe an Actual, Perceived or Potential Conflict of Interest may exist. A Person may prefer to do this anonymously via the Group whistleblowing procedures or by talking to the Risk and Compliance Team.

7. Gifts

As a general rule, Personnel should only give or accept gifts that are intended as recognition of an existing business relationship between Fidelity Life and a third party, are not of material value and could not reasonably be perceived to influence any decision by the Group or the relevant third party. Gifts that may bring the Group into disrepute must not be accepted. Personnel should also not actively solicit gifts from third parties.

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Gifts may include promotional goods/services, hospitality, entertainment and other benefits.

All gifts actually received from third parties (e.g., suppliers, advisers, reinsurers, etc., and including organisations seeking to do business with the Group) that meet the declaration threshold (see following table) must, in the case of a Director, be reported to the Chair (or in the case of the Chair, to the Chair of the Audit and Risk Committee) and, in the case of an Person, be reported to the Person's Manager . All gifts received must also be formally declared within 1 month of receipt on the Declaration of Gifts Received Form (see Appendix 3).

Role	Declaration Threshold	Cumulative Annual Threshold
All Personnel	Any individual gift (including hospitality and entertainment) received valued at \$250 or over	Any gifts (including hospitality and entertainment) received with an accumulated value of \$500 or more.

Any proposed gift that may exceed either the Declaration Threshold or the Cumulative Annual Threshold must be approved on a case-by-case basis and in advance by:

Role	Approver
Chair	Chair of the Audit and Risk Committee
Director	Chair of the Board
Chief Executive Officer	Chair of the Board
All other members of Executive Team	Chief Executive Officer
All other Employees	Executive Team

Koha and Donations

Koha is a gift, a token, or a contribution given on appropriate occasions made in the context of Māori custom, without any obligation for that recipient to provide something in return.

Personnel should only gift Koha and Donations where there is a clearly justified business purpose for doing so and expenditure should be moderate to preserve the Group's impartiality and integrity. The Koha or Donation must relate to an appropriate activity or event and must be consistent with the Group's vision and strategic objectives.

Koha and Donations must only be given when the expenditure is lawful and non-political. The payment of Koha or Donations must not be made in cash and must be effected by normal commercial means.

Furthermore, Personnel should only gift Koha when Koha reflects the occasion and payment is made to a recognised Māori authority.

Responsibility for coordinating next review: Company Secretary

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It is not appropriate for Personnel to receive Koha or Donations.

All Koha and Donations must be formally declared within one month of payment of receipt on the declaration of Koha or Donation form (see Appendix 4). This declaration must include time, date, payment method and reason for payment.

Any Koha or Donations actually made to third parties, irrespective of the value (the declaration and cumulative declaration thresholds are \$0.00), must be declared cumulatively (where required) and approved by the Fidelity Life Chief Executive Officer in consultation with the Fidelity Life Chief Financial Officer and the Risk and Compliance Team.

8. Training

All Personnel must undertake Conflicts of Interest training (this includes training on this policy and any related processes) at on-boarding and annually.

9. Related Policies

- Group Whistle Blower Policy
- Delegated Authority Policy
- Group Contract Policy
- Fit and Proper Policy

10. Violations

An Actual, Perceived or Potential Conflict of Interest that is not reported to Fidelity Life in accordance with this policy and that is deliberate or knowingly pursued is regarded as serious misconduct and appropriate disciplinary procedures will be followed.

11. Review

The Audit and Risk Committee will review, and assess, the adequacy of this policy at least every three years, and discuss any required or recommended changes with the Board. Any revisions to this policy must be approved by the Board.

A copy of this policy will also be disclosed to the Reserve Bank.

Appendix 1 – Examples of Conflicts of Interest

The following are examples of situations in which Personnel might experience a conflict of interest. This is not an exhaustive list. Responsibility is with the relevant Director or Person to ensure that if he or she has any questions, or is unsure whether an activity gives rise to an Actual, Perceived or Potential Conflict of Interest, the Director or Person follows the procedures set out in this policy.

Fidelity Life Business:

- Hiring a consultant, contractor, or adviser on behalf of Fidelity Life who is a relative (e.g., spouse, parent, sibling, etc.) of the relevant Personnel.
- Awarding a contract to, or entering into an arrangement with, or taking any other action within Fidelity Life that is beneficial to, a business owned by the relevant Personnel (and/or his other relatives) or a company in which he/she (and/or his/her relatives) has a financial interest.
- Engaging in a decision at Fidelity Life affecting a contract or arrangement between Fidelity Life and a company for which the individual (or any of his relatives) serves as a director.
- Taking part in any Fidelity Life business decision involving a company that employs a relative.
- Having a direct or indirect financial interest or financial relationship with a competitor of Fidelity Life.
- Being a director of, or having an employment, consulting, or other business relationship with, a company that does business (including as customer or supplier), or competes with Fidelity Life.
- Starting a company that provides services similar, or related, to those offered by Fidelity Life.

Use of Services, Materials and Equipment:

- Using Fidelity Life’s facilities or resources in furtherance of private consulting or outside business activities.
- Using non-public Fidelity Life information for personal gain or advantage, or for the gain or advantage of another, including in connection with a potential transaction (e.g., acquisition, sale, investment, or other commercial arrangement) involving Fidelity Life.

Personal:

- Receiving personal discounts, payment or other benefits from suppliers, service providers or customers that are not available to all Personnel.
- Personnel being related to one of his or her direct reports or otherwise having responsibility for the Employee’s salary, appraisal and/or promotion prospects.
- A relative of a Director or Person holds a position of influence at a direct competitor of Fidelity Life.

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- Personnel failing to disclose that he/she is related to an applicant when involved in the recruitment process.
- Personnel dating one of his or her direct reports.

Group conflict of interests

- A decision to prioritise technical resources for a Fidelity Insurance initiative at the expense of Fidelity Life.
- A decision to prioritise capital funding for a Fidelity Insurance initiative at the expense of Fidelity Life.
- Negotiating lower (or higher) than average market rates for shared services provided to Fidelity Insurance by Fidelity Life.

Appendix 2 – Declaration of Interest

Employee's/Contractor's full name:

Position:

In terms of the Fidelity Life Conflicts of Interest Policy, I declare the following interest(s):

Description of interest or involvement:

.....
.....
.....
.....

Employee's/Contractor's signature:

Manager's signature:

Date:

Appendix 3 – Declaration of Gifts Received

Full name:

Position:

In terms of the Fidelity Life Conflicts of Interest Policy, I declare that I have received the following gifts (including promotional goods/services and, hospitality, entertainment, and other benefits) from third parties (e.g., suppliers, advisers, reinsurers, etc., and including organisations seeking to do business with Fidelity Life).

Description of gift(s) received (with approximate value) and dates gift(s) received:

.....
.....

Name of organisation and/or individual making gift:

.....
.....

What is the relationship between the organisation and/or individual and Fidelity Life?

.....
.....

Signature:

Approver's signature:

Date:

Appendix 4 – Declaration of Koha or Donations Paid

Full name:

Position:

In terms of the Fidelity Life Conflicts of Interest Policy, I declare that I have paid the following Koha or Donation(s) to a third party:

Description of Koha or Donation(s) paid (with approximate value) and dates paid:

.....
.....

Name of organisation and/or individual to whom Koha/Donation(s) was paid:

.....
.....

What is the relationship between the organisation and/or individual and the Fidelity Life?

.....
.....

Manager's Signature:

Approver's signature:

Date: