

CODE OF CONDUCT

February 2023



MESSAGE FROM OUR MANAGEMENT EXECUTIVE COMMITTEE

Our mission is to bring more value to our customers in fulfilling their long-term insurance needs. This is why we do what we do.

To enable us to deliver on our mission, we have created our Values – Dare to be different, Seek simplicity, Care and Do the right thing (the “Values”) – that guide and support us to deliver on our mission.

We can only be successful by doing business in the right way. By doing the right thing, we can build an organisation that is trusted and sustainable for the future. We can continue to keep our promises to our customers, meet the expectations of our investors and partners, ensure that employees are proud to work for Athora and make an impact in our communities. And by caring for each other, we can create a collaborative and inclusive workplace that enables us all to thrive.

Athora dares to be different by pursuing a business model which returns life insurance to its traditional roots of providing long-term security and return for our customers. We believe in the fundamental need for these products for future generations – and this long-term ambition demands rigour and application from an organisation. And whilst we do this, we seek simplicity in how we work, striving to design simple and cost-effective products and processes that benefit our customers, our partners and our colleagues.

This Code of Conduct (the “Code”) embodies our values and guides our behaviours, actions and decisions to ensure we carry out our business in a way that is right for all our colleagues, customers and stakeholders. It is about building trust.

Our Code is a reference in situations where our own policies or standards may be unclear, for example when we are confronted with competing priorities and conflicting demands, or when complex or unpredictable situations arise.

Each of us is responsible for upholding the principles in this Code and you should expect the same from your colleagues, be they directors, officers, executives, temporary employees, interns, trainees or any of our partners be they agents, suppliers, consultants or investors.

The Code is who we are and how we behave. All colleagues across Athora should read it and, importantly, apply it; and remember – if ever in doubt about doing the right thing, seek guidance and speak up.

Thank you all for your commitment to doing the right thing so we can achieve our mission, meet the expectations of our customers, investors, employees and partners and secure our future.

[Athora’s Management Executive Committee](#)

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LIVING THE CODE





WHAT WE EXPECT FROM OUR PEOPLE

- Our Code is a foundation document which underpins our ability to behave in a manner consistent with our Values. We expect everyone at Athora to have read, understand and to comply with this Code.
- In addition to the Code, there is mandatory training that you are expected to complete, and a number of internal policies with which Athora colleagues should comply. It may be necessary to refer to these policies to address any questions or concerns.



RESPONSIBILITIES IN DIFFERENT ROLES

- We should all be role models for living by our Code. Regardless of your position in the company we all have a responsibility to create the right culture and environment for our teams to live by our Code. Interacting with your teams and colleagues in the right way is essential to creating trust and integrity.



WHAT WE EXPECT FROM OUR MANAGERS

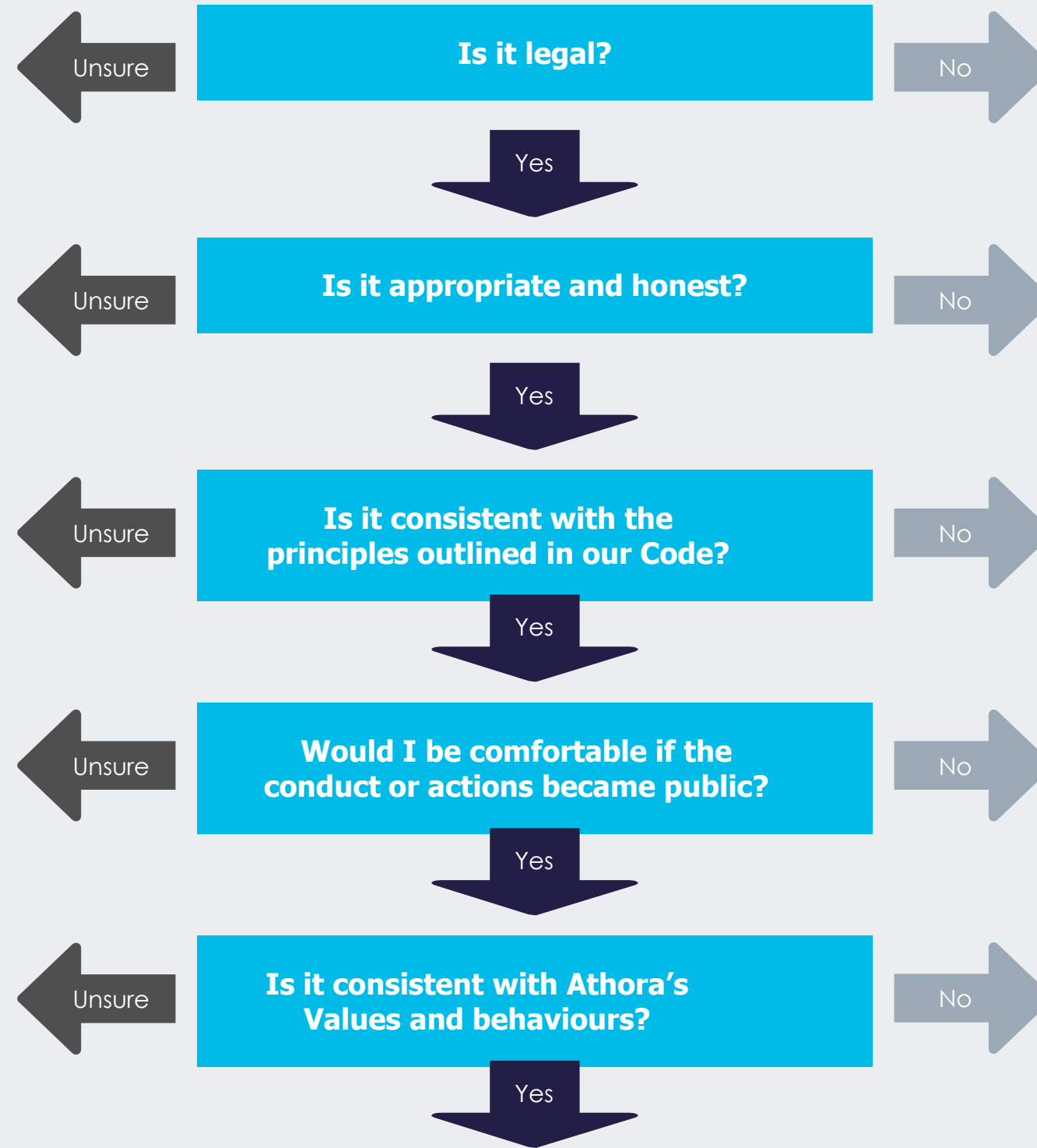
- Communicate the importance of our Values and Code regularly.
- Lead by example. You are a role model and how you behave and conduct business matters.
- Create an environment of trust and respect where everyone feels they can be open and honest, and easily raise concerns or mistakes.
- Support our efforts in building a strong and effective risk culture.
- Ensure mandatory and other relevant training is a priority for you and your team.

What if I am unsure?

Our Code is not meant to provide specific guidance on every situation. Instead, it is principle-based guidance that should help you think about difficult questions and make ethical decisions. We understand that it can sometimes be challenging to know "what is the right thing to do?", so if you find yourself in such a situation, use the questions opposite to help make decisions in line with our Code and Values:

Do not continue until you:

- Refer to any relevant policies
- Seek guidance from your manager, local leadership or compliance team ...then agree your planned approach with your manager.



Do not continue. This is likely against our Code.

- **Seek guidance** from your manager, local leadership team or local compliance team or,
- **Speak up** by using any of the channels available to you, including our anonymous integrity line

If you answer Yes to all these questions, then the conduct is most likely proper. If you are still unsure, discuss the matter with your manager, local leadership team or local compliance team. You are also encouraged to consult with your colleagues and peers, particularly if you are faced with a complex case.

OUR VALUES AND BEHAVIOURS



ATHORA'S VALUES

Our Values and our behaviours are our unique identity as an organisation. They inform how we do business, are what make us unique and create a common shared identity. They are visible in our actions, the way we make decisions, how we interact with each other, even the words we use or the way we think, collectively and individually.

Dare to be different



We create more value for our customers and our business by doing things differently. Together, we **challenge the status quo**, we do things differently where it brings more value, we **share ideas** and we **embrace new ways of working**.

Seek simplicity



We aim for simplicity in a complex business environment. We strive to design **simple** and **cost-effective** products and processes that **benefit our customers, our partners and our colleagues**.

Care



We care about our business, our customers and each other. We **welcome and respect diversity** of opinion and thought and our **collaborative** and inclusive workplace ensures we can thrive.

Do the right thing



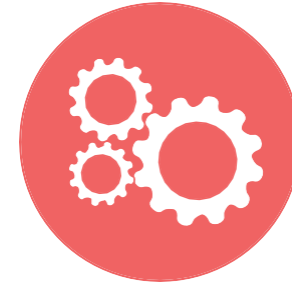
We take our responsibilities seriously. We commit to always **'doing the right thing'** to create a sustainable future for our customers, our partners, our colleagues and the communities we operate in.

ATHORA'S BEHAVIOURS



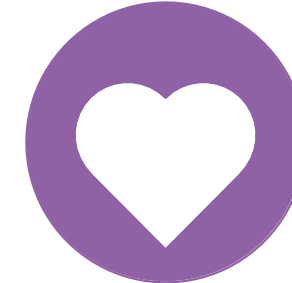
Dare to be different

- **Challenge the status quo** and try new things to add value across all parts of our ecosystem
- **Celebrate different perspectives** and ways of working
- **Take calculated risks**, and be accountable for the outcomes
- Take an **active role and leave your mark** on what we do



Seek simplicity

- **Focus on what really matters** and what will benefit our customers and colleagues
- **Simplify the way we work** through eliminating bureaucracy and removing obstacles



Care

- Make an effort to **understand your colleagues** and the value that they bring, **creating a personal connection**
- **Treat everyone with respect**, particularly if we disagree



Do the right thing

- **Speak up for what is right**, no matter how hard
- **Manage risk** as if your personal reputation is at stake
- **Consider every part of the ecosystem** in every decision we make

HOW WE BUILD TRUST WITH CUSTOMERS



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SPEAKING UP

Why it matters

To provide quality long-term insurance and reinsurance solutions, we put our customers at the heart of our business. Our customers entrust us with their savings and in return we focus on bringing them value.

? What do i do if...?

I'm at an industry networking event and speaking to some peers from our competitors. One of them starts discussing pricing. What should I do?

Our Code outlines that we avoid conversations with competitors about pricing as it could negatively impact our business and our customer's best interest.

You should suggest that the conversation stops and if they persist inform them that the discussion is inappropriate and politely remove yourself from the situation.

How we do it

We design fair and transparent products and services for our customers

- We create products that are easy to understand and simple to handle.
- We provide prompt, effective and courteous services for our clients and try to understand their needs.
- We strive to adhere to clear principles throughout the life cycle of our products, from the initial idea, to marketing and sales activities, and through claims payment processes or fund performance.

We promote free and fair competition, as an open market is vital to offer our customers the best solutions to their long-term financial needs.

- We comply with applicable antitrust and competition laws.
- We avoid any conversations or discussions with competitors on pricing, distribution and product or service offerings which could jeopardise free and fair competition.
- We make our decisions independently based on our experience and market intelligence and we compete solely based on our superior products and services.

We manage data with due care and in a fair and lawful manner.

- We use personal information only for specified and legitimate purposes and only keep it as long as needed.
- We do not share information unless there is a legitimate business need, and the receiver will protect it properly.
- We are aware of and follow all records management or retention policies and practices.
- We dispose of information whose retention period has expired, unless it is subject to a document retention or litigation hold order from your legal department.
- We never destroy any documents relevant to any pending, threatened or anticipated litigation, regulatory investigation or audit for any reason.



HOW WE BUILD TRUST WITH EACH OTHER



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SPEAKING UP

Why it matters

We can achieve more by working together effectively across teams, business units and locations. Effective collaboration is built on trust. And we need to be open, honest, and constructive with one another. It is up to all of us to create a culture based on mutual respect, inclusion, and collaboration.



Creating an inclusive company organisation takes commitment from each of us in our daily work and with our teams collectively. **We respect and value each other's differences and ideas**, and understand the value of challenging our own thinking, decision-making and behaviour. The strength of our culture will be a decisive factor in securing the future of Athora.



You should always feel safe and secure in our workplaces and when travelling for business. Bullying, harassment, intimidation, being made to feel humiliated or uncomfortable run contrary to our Values. We encourage you to speak up when you experience bullying or harassment either directed towards you or others.

How we do it

We strive to have an inclusive culture that embraces all forms of difference and diversity

- We demonstrate inclusion and care towards all our colleagues, partners and customers by listening to and understanding each other.
- We embrace our differences, by bringing together people with different experience, perspectives and capabilities.
- We provide psychological safety for all employees and partners, and support their mental health.
- We provide equal opportunities to all qualified employees and candidates.
- We are committed to hiring people with disabilities and provide reasonable accommodations to qualified employees.
- We examine our unconscious biases and make everyone feel equally welcome.
- We aim to create a fair environment free from discrimination and harassment where all people can succeed regardless of gender, age, ethnicity, disability, religion, sexual orientation, or cultural background.

We create a safe and productive workplace

- We do not tolerate any form of bullying or harassment. They are contrary to our Values, undermine our commitment to an inclusive culture and are detrimental to high performance, collaboration and motivation.
- We do not make others feel uncomfortable, intimidated or humiliated, and protect ourselves and others from such behaviour.
- We follow safety and security guidelines, avoid situations that could cause harm and are always mindful of our surroundings. This includes understanding and complying with national or regional health and safety protocols and regulations when travelling on business.
- We engage in open, honest and constructive interactions with each other, including how we provide feedback.



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SPEAKING UP

We give and receive open, honest, constructive and timely feedback

- We give and receive feedback based on facts and impact rather than personal judgement.
- We give and receive feedback to improve behaviour and decision making, and do not seek to blame or retaliate, even if it involves difficult messages.
- We show accountability and openly deal with our own mistakes, as well as sharing lessons learned to prevent others from making the same mistakes.
- We share feedback in the following ways: directly with each other; through your manager; by contacting your HR team; and participating in our employee surveys.

We manage conflicts of interests

- We disclose any conflict or potential conflict of interest to our line manager at an early stage and get direction on how it should best be addressed.
- We act in the best interests of Athora.
- We avoid or withdraw from situations where a personal relationship or financial interest in another organisation might influence how we make decisions in our job.
- We ensure outside work does not harm Athora's business interests or break any employee agreements we have signed.
- We don't take for our benefit or for the benefit of any other person, or deprive Athora of, opportunities that are discovered using Athora property, information or position or which could be construed as related to any existing or anticipated future activity of Athora.



What do i do if...?

When in public forums, my manager often undermines me and questions my qualifications and experience. What should I do?

This behaviour may be considered as bullying, and at a minimum is inconsistent with our Values and Code of Conduct. We would encourage you to speak up through whichever channel you are most comfortable with.

When in doubt, our ethical decision-making framework on page 6 can help guide your thinking.



What do i do if...?

My team is choosing between several consulting firms to work on a large project. I own some shares in one of them, can I still be involved in the decision?

This may cause a situation where there's a conflict of interest as personal relationships or financial interests overlap with our job responsibilities. This conflict should be raised to your manager and you should withdraw from further involvement.



A group of business professionals in an office setting, smiling and engaged in conversation. The background is softly blurred, showing several people in business attire. The lighting is warm and natural, suggesting an indoor office environment with large windows.

HOW WE BUILD TRUST WITH GOVERNMENTS, REGULATORS AND SUPERVISORS

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SPEAKING UP

Why it matters

Delivering on our mission depends on governments, regulators and supervisors knowing that we will follow the laws, regulations and customs of the countries where we operate.



What is financial crime?

Financial crime takes an enormous social and economic toll on the lives it touches and, thus, endangers people's future. Financial crime includes, but is not limited to, corruption, bribery, money laundering, terrorist financing, fraud, tax evasion, and balance sheet falsification.



What are economic sanctions?

Economic sanctions are used by governments to bring about change in another nation's behaviour or foreign policy. Athora is strongly committed to conducting business in full compliance and accordance with all applicable economic sanctions.

How we do it

We comply with laws and regulations

- We are committed to complying with the laws, regulations and external rules that govern our operations across multiple jurisdictions.
- We comply with our own internal rules to prevent exposure of Athora and its employees to severe consequences, such as reputational damage, financial losses, or regulatory and criminal sanctions.
- We do not engage in any business activities that attempt to directly or indirectly breach or circumvent laws or other rules that apply to us.

We cooperate with regulators and supervisors

- Regulators that supervise our activity are key stakeholders, and we aim to maintain respectful and cooperative interactions. This refers to every touchpoint, from regular contacts to specific requests, examinations or investigations.
- We strive for diligent and timely responses which provide a true and fair view.

We prevent financial crime and adhere to economic sanctions

- We comply with all applicable laws and regulations designed to combat financial crime.
- We are all responsible for preventing financial crime, including speaking up if you have any suspicions, concerns or information.

Please Note: Athora does not tolerate financial crime and has implemented measures to prevent, detect and react appropriately to such activity. It is your obligation to support these efforts to protect Athora and our customers.



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SPEAKING UP

We manage insider information

- We treat non-public information about Athora or other businesses that Athora has relationships with confidentially, and only share information with people who need to know for legitimate business purposes.
- We never use this information to benefit ourselves and our investment decisions. Moreover, we never share such information with anyone else so they can use it to make decisions about buying or selling stocks or any other financial instruments. Doing so would be illegal and would raise questions about the integrity of our company.
- We never share Athora or third-party confidential information when dealing with a client, potential customer, supplier, vendor, M&A stakeholder or other third party, unless you know a non-disclosure agreement (NDA) is in place with the recipient. These agreements document the need to maintain confidentiality of the information.

? What do i do if...?

I was in the office and overheard a conversation about an acquisition we are in the process of securing. Can I invest in this company?

No, this would be considered 'insider trading' which is deemed an illegal activity. We are not able to trade on non-public information no matter how we obtained it. We should not disclose this information to another person, even close family and friends.

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Reminder: if you have observed or suspect violations of laws, regulations or Athora's internal rules, we encourage you to speak up.

Refer to the Speaking Up section for details about who to contact.



HOW WE BUILD TRUST WITH INVESTORS AND THE PUBLIC



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SPEAKING UP

Why it matters

Our investors must have confidence that we will create value for them in a responsible and thoughtful way. We earn their trust by protecting our assets and information, accurately stating where we are headed as a company, and honestly communicating with them and the public.



What do i do if...?

It is approaching an election and I want to promote my own political ideas and views to my followers on social media. I know that some don't agree with me - but does this really impact my work?

Social media is considered public media, and therefore your personal views may be associated with Athora. When using

social media, unless acting as an authorised spokesperson, you are representing yourself and not Athora. Be transparent that your opinions are your own and not necessarily the views of your employer.

How we do it

We protect our assets

- We are responsible for protecting Athora's assets and ensuring their efficient use.
- Our assets include tangible assets, such as equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information.
- We use our assets responsibly to help Athora's success, and to do our best work for our customers and communities.

We keep proper books and records

- We keep accurate, complete, timely and truthful books and records.
- We ensure we comply with the relevant laws on record keeping, to help us make good decisions and to keep our stakeholders properly informed.
- We take our obligation to maintain accurate business records seriously and have established a system of internal controls that provide a standard for integrity and timeliness of our financial reporting processes.
- All of us who participate in the preparation or verification of Athora's, or any of Athora's subsidiaries', financial statements and other financial information work together to ensure that our books, records and accounts are accurately maintained.
- We cooperate fully and transparently with Athora's internal audit teams, independent public accountants, and counsel.

We keep our networks secure

- We are active and vigilant in protecting Athora's IT environment and use our technology in a manner that strengthens IT security and prevents the introduction of viruses or malware.

We communicate information accurately and consistently to the public

- What we say and how we say it matters. We can only build the trust of our investors and the public if they know they can rely on what we tell them.
- We release honest public statements and communications which are not misleading.



A background image showing three business professionals in a meeting. A man with glasses and a beard is in the foreground on the right, smiling and pointing towards the left. Behind him, a woman with glasses and white hair is smiling. On the far left, the back of a man's head is visible. The overall scene is brightly lit and professional.

HOW WE BUILD TRUST WITH BUSINESS AND STRATEGIC PARTNERS

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SPEAKING UP

Why it matters

We hold ourselves to high ethical standards, and we expect our business and strategic partners (such as vendors, consultants, and other companies who work on our behalf) to meet these too. We earn trust with our representatives when we return value to them, and do not ask them to do anything we would not do ourselves.



What do i do if...?

I am looking to work with a new strategic partner, but there has been bad press around them in the news recently. How do I know if the relationship is OK?

Speak to your Procurement team as soon as possible to help you through this process.

From here, we can carry out thorough due diligence before confirming the relationship is appropriate to continue. It is important that our strategic partners share our Values, and will not lead to any reputational damage.

How we do it

We work with trusted partners

- We seek to work with those who share our Values and work to the same high standards as ourselves.
- We achieve this goal when establishing new relationships or building on existing relationships by:
 - Involving our Procurement team at an early stage
 - Ensuring that the principles of integrity, fairness, impartiality and discretion are fully met in the selection process
 - Applying thorough due diligence on potential business partners
 - Having business partners commit to abide by our Code of Conduct as well as by other important Athora standards and rules

We respect human rights

- We are committed to respecting a wide range of international human rights standards and integrating them into our business. We have a zero-tolerance approach to modern slavery and human trafficking, including child and forced labour in our organisation and supply chain.
- We expect everyone who works for and with Athora to support and adhere to the different forms of human rights in alignment with international standards.

We work sustainably

- We don't just take responsibility for the work we do for Athora – we also take responsibility for our power to make an impact in the world.
- We acknowledge that we are a social enterprise which means that we must be a sustainable enterprise.
- Guided by our sustainability strategy, we embed environmental and social concerns in our business activities. This ranges from integrating these issues across our organisation to guiding our interactions with stakeholders beyond Athora.
- We offer sustainable products and services to our customers to transition to a low-carbon economy and use natural resources responsibly. As a responsible organisation, we want to foster and enable self-sustained livelihoods for future generations.

We keep gifts and entertainment appropriate

- We understand that the appropriate purpose of any business gift or entertainment should be to create goodwill or strengthen business relationships. Any gifts or hospitality should never influence, or give the appearance of influencing, our ability to make an impartial decision.
- We recognise that any gifts, entertainment or hospitality, whether offered or received, should never be lavish, unusual or extravagant in the eyes of a third party.
- We record all gifts and entertainment, given or received, in order to demonstrate transparency.



SPEAKING UP



Why it matters

Speaking up is critical to our culture and an example of our core Values. Speaking up when something doesn't seem right demonstrates our integrity and shows we have the courage to do the right thing. Raising a concern is critical to acting with integrity and building trust.

Each of us, no matter what our level or role, is empowered to speak up when dealing with inappropriate behaviour, or faced with a situation that doesn't seem right. Each of us has a responsibility to report and express our concerns, and do so fairly, honestly, professionally and without fear of recrimination.

How we do it

- Raising a concern should be as easy as possible. At Athora, there are several ways to tell us when something doesn't feel right or makes you uncomfortable. Use the reporting channel you are most comfortable within confidence that your confidentiality will be protected.
- While all of us are actively involved, our managers have a key role to play by encouraging everyone within our organisation to freely express their views, participate in decisions, and speak up when they believe something is not right.
- We suggest you start by talking to your manager. They will know most about your work, and can answer questions, resolve something that does not seem right, or know where to get a resolution.
- If you are not comfortable speaking to your manager, or if they are not able to address your concern, you can speak to or email:
 - Your HR Business Partner; or
 - A trusted leader in your business; or
 - Your local Compliance team; or
 - The Group Compliance team at GroupCompliance@athora.com; or
 - The Group Internal Audit Team at internalaudit@athora.com; or
 - The Group Audit Committee at auditcommittee@athora.com
- Where you feel you cannot approach any of the above, you can contact our [anonymous integrity line](#).



We understand that reporting a concern can be a tough thing to do. That is why we do not tolerate retaliation in any form. If your concern is raised in good faith, even if it turns out you were mistaken, you will not face negative consequences for speaking up. When a concern is raised, Athora will investigate promptly and appropriately. If it turns out that a misconduct has occurred, we will take appropriate action.



What do i do if...?

I experienced something that I don't think is right, but I don't want people to find out I raised it. Should I stay quiet?

No. We all have a role to play in protecting our company's integrity and you should always speak up if something makes you feel uncomfortable. You have every right to choose to remain anonymous when raising concerns; and at Athora we have put mechanisms in place to protect anonymity, such as the anonymous integrity line.

Our mission is to bring more value to our customers in fulfilling their long-term insurance needs. This is why we do what we do. How we do it is through building a sustainable future for our organisation by always doing the right thing. By living our values and following our Code we all play our part in creating and maintaining a culture that drives ethical decisions and behaviours that will help us achieve our mission, meet the expectations of our customers, investors, employees and partners and secure our future.

Thank you all for your commitment to doing the right thing so we can secure our future, and the financial future of our customers.





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 www.linkedin.com/company/athoragroup

