



GENISTAR
Financial Freedom For All



**CODE OF CONDUCT
AND ETHICS POLICY**

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VERSION CONTROL

VERSION	STATUS	DETAILS OF CHANGES	DATE FOR CHANGES	CHANGES MADE BY
V1	Inactive	Created	28/03/2018	Louise Skilton
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1. INTRODUCTION AND PURPOSE

This policy has been created to provide a framework and guidance on Genistar Limited (“Genistar”) company’s approach to achieving and maintaining good business behaviour by means of sound ethical conduct. At Genistar we aim to do the right thing 100% of the time in our business. It serves to ensure that all members in or on behalf of Genistar, are aware of their individual and collective responsibilities with regards to the company’s ethics. We also want to put an emphasis on our members and customers’ expectations of being treated fairly and in accordance with good business practice.

The purpose of this Code is to maintain a culture of openness, trust and integrity in the company’s business practices.

2. WORKPLACE PRINCIPLES

Our company’s values reflect the way we conduct ourselves and what is important to our company culture.

These core values are:

- a. Integrity and honesty
- b. Passion for our clients’ success
- c. Relentless pursuit of service excellence
- d. Openness and respect
- e. Innovation in our business practices and client services
- f. Commitment to provide personal growth and leadership opportunities
- g. Accountability to create value for our representatives, employees, clients, partners and providers

3. HOW CAN THE CODE OF CONDUCT HELP YOU?

The Code enables you to:

1. Conduct yourself honestly and ethically
2. Uphold our values and protect our reputation
3. Understand what Genistar expects from you
4. Make good decisions every day
5. Comply with the laws, regulations and standards that apply to our Company
6. Understand where to go for assistance or guidance if you have questions

4. WHO DOES THE CODE OF CONDUCT APPLY TO?

It does not matter where you work or what you do for Genistar – you have a responsibility to follow our Code. That includes every full-time or part-time employee or representative at every level of the Company. Anyone who works on the Company’s behalf (including suppliers, consultants, and other business partners) must share our commitment to integrity by following the principles of our Code when providing services to the Company or acting on our behalf.

All members of Genistar and other individuals subject to the Code, are responsible for reading the information and must acknowledge that they have read and agree to uphold the Code.

5. WHAT YOU NEED TO DO?

As a member of Genistar, each of us has a responsibility to:

1. Know and abide by the Code. Read it and follow it, along with any other policies that apply to your job.#
2. Think before you act. Use good judgment, being honest and ethical in every action you take. If you are asked to violate the Code, do not do it. Report the concern as soon as possible.
3. Follow the law. Understand the laws that apply to your job and our business. If you are ever unclear about law or regulation, contact the Business Integrity Department.
4. Ask for help. When an answer is not clear, ask for guidance before taking action.
5. Stay alert. Pay close attention to any activity that is inconsistent with our Code, our policies or the law.

6. Report concerns. Do not ignore a violation. Prevent harm to our Company and its reputation by reporting your concerns immediately.

6. COMPLIANCE, CODE OF CONDUCT AND ETHICS

6.1 Uphold the Law

Your commitment begins with complying with laws, rules and regulations. Furthermore, all members of Genistar must understand the company policies, laws, rules and regulations that apply to their specific roles.

If you are unsure whether an action is permitted by law or company policy, seek advice from the Business Integrity Department. You are responsible for preventing violations of law and for speaking up if you see potential violations.

6.2 Background to Ethics

At its simplest, ethics is a system of moral principles. They affect how people make decisions and lead their lives. Ethics are concerned with what is good for individuals and society and is also described as moral philosophy.

Ethical competence can be broken down into four key areas:

- » Integrity - Building Trust and Credibility
- » Business Practice
- » Create a Culture of Open and Honest Communication
- » Decision Making

6.2.1 Integrity – Building Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our representatives, customers and any other persons on behalf of Genistar. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

When considering any action, it is wise to ask:

- » Will this build trust and credibility for Genistar?
- » Will it help create a working environment in which Genistar can succeed over the long term?
- » Is the commitment I am making one I can follow through with?

The only way we will maximise trust and credibility is by answering “Yes” to those questions and by working every day to build our trust and credibility.

EXAMPLES OF POSITIVE BEHAVIOR AND NEGATIVE ACTIONS

Positive	Negative
Establishes trust in all professional relationships	Fuels mistrust in professional relationships
Acts in the best interest of the client in providing professional services	Acts in own interests
Makes judgements based on a strong ethical code	Makes judgments based on financial, or rules driven, outcomes
Demonstrates intellectual honesty and impartiality	Withholds or distorts information
Recognises limits of competence and voluntarily seeks the counsel of and/or refers to other professionals when appropriate	Disregards own level of competence and focuses on financial outcomes
Recognises the public interest role of the profession and acts accordingly	Is professionally naive

6.2.2 Business Practice

Effective ethics is a 'team effort' involving the participation and support of every member of Genistar.

EXAMPLES OF POSITIVE BEHAVIOR AND NEGATIVE ACTIONS

Positive	Negative
Complies with relevant financial services laws, regulations and principles	Ignores, or is unaware of, relevant laws, regulations or principles
Adheres to the professional code of ethics and standards of practice	Ignores, or is unaware of, the professional code of ethics and standards of practice
Makes appropriate judgements in areas not addressed by existing practice standards	Fails to consider principles and ethics, if not covered by existing standards
Maintains awareness of changes in the economic, political and regulatory industry	Is economically and politically naive
Engages in continuous professional development (CPD) to build and maintain knowledge and skills	Fails to undertake CPD, or relies on unstructured activities, i.e. reading publications. Fails to learn from errors or client dissatisfaction
Conducts appropriate research when performing analysis and developing strategies	Relies on existing knowledge and/or makes assumptions
Exercises independence and initiative in the performance of professional activities	Relies on regulators, principals and/or employers in assessing business conduct
Exercises responsibility for own and/or firm's ability to deliver services to the client for the duration of engagement	Delegates, or abandons, responsibility on the provision of services to the client, and/or adopts short-term strategies

6.2.3 Create a Culture of Open and Honest Communication

At Genistar, everyone should feel comfortable to speak about what is on their mind, particularly with respect to ethical concerns. Managers, EVP's, SVP's, NSD's and SNSD's, have a responsibility to create an open and supportive environment where members of Genistar feel comfortable raising such questions. We all benefit tremendously when all members of Genistar exercise their power to prevent mistakes or wrong doing by asking the right questions at the right times.

EXAMPLES OF POSITIVE BEHAVIOR AND NEGATIVE ACTIONS

Positive	Negative
Gives attention to what the client and others are saying and takes time to understand the points being made	Fails to listen to, or consider other opinions
Establishes a good rapport with the client and others	Shows no interest in clients or other professional contacts
Communicates information and ideas orally in a manner understandable to the client and others	Adopts a "one size fits all" approach to oral communication and/or uses jargon. Fails to embrace communication as a two-way process.
Communicates information and ideas in writing in a manner understandable to the client and others	Fails to confirm important information in writing or confirm acceptance
Presents logical rationales	Fails to apply reasoning or benefits in communications

Positive	Negative
Deals effectively with objections and complaints	Focuses on rules and/or own interests in dealing with objections and complaints
Gains agreement with the client and others	Fails to seek, or reach, agreement

6.2.4 Decision Making

Doing what is right is our goal. If the right thing to do is not clear, ask yourself:

- » Is it consistent with our Code?
- » Is it legal?
- » Does it follow our policies?
- » Does it benefit the Company as a whole – not just a certain individual or group?
- » Would I be comfortable if my actions were made public?

If you can answer “YES” to all of these questions, the action is probably okay. But any “no” or even “maybe” answers are a signal to stop and get advice or ask questions. After all, it is always better to ask before you act, especially when you are not sure. Contact business.integrity@genistar.net for more information or guidance.

EXAMPLES OF POSITIVE BEHAVIOR AND NEGATIVE ACTIONS

Positive	Negative
Analyses and integrates information from a variety of sources to arrive at solutions	Believes that they have all the answers already
Uses logic and reasoning to consider the strengths and weaknesses of potential courses of action	Acts without thought for consequences
Arrives at informed decisions when faced with incomplete or inconsistent information	Takes a guess or fails to make a decision
Demonstrates capacity to adapt thinking and/or behaviours	Is unable or unwilling to change thinking and/or behaviours

6.3 Competition

Genistar is dedicated to ethical and fair competition. We will refer our providers products and services based on their merit, superior quality, functionality and competitive pricing. We will refer the independent pricing and marketing decisions from our provider’s and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Genistar or the referrals of its provider’s products or services, nor will we engage or assist in unlawful boycotts of customers.

All members of Genistar are not in competition with anyone else within Genistar and must ensure they follow their duties in line with their contract and conduct of business.

6.4 Confidentiality

As a part of your role, you may learn confidential information about Genistar, our customers, suppliers, provider’s, and anyone associated with Genistar. This information is not available to the public or to our competitors. Information that is not in the public domain must be treated as confidential.

Confidential or proprietary information produced by Genistar or gathered while doing business is a valuable company asset. You must not disclose confidential information or use confidential information for your own purposes or outside of Genistar.

Examples of confidential information include, but are not limited to:

1. Our materials, processes, product design, whether registered for copyright or patent protection
2. Trade secrets and methodologies
3. Non-public financial information about us, our customers, representatives etc
4. Non-public economic data
5. Customer policies, customer lists and sales pipelines
6. Any information that can be used to identify a member of Genistar, a client or another individual
7. Customer lists and data
8. Contracts and agreements
9. New product plans, objectives, and strategies

Additionally, you must not disclose confidential information internally unless there is a legitimate business reason for doing so and you have explained to that person that the information is confidential.

Lastly, observe the same confidentiality principles when handling third-party confidential information as you do when handling our own confidential information.

Your obligation to protect our confidential information continues even after you leave the company.

6.5 Selective Disclosure

You must not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any non-public information with respect to Genistar, its business operations, plans, financial condition, results of operations or any development plan. You should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material non-public information.

6.6 Avoid Conflicts of Interest

We are all expected to act in the best interest of our Company. This means we must never allow our personal interests to influence our actions on behalf of the Company. Every decision we make while on the job must be objective and with our Company's business interests in mind. You must avoid any relationship or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your role.

A conflict of interest can happen if a personal, social, financial, professional or political activity interferes, or appears to interfere, with your ability to perform your duties effectively or objectively, or interferes, or appears to interfere, with the interests of Genistar.

You must never use Genistar property or information for personal gain or personally take for yourself any opportunity that is discovered through your position with Genistar.

All members of Genistar who have a question around conflicts of interest, should seek advice from the Business Integrity Department. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, all members of Genistar must refer to the Conflict of Interest Policy and if you are still unsure, then seek review from the Business Integrity Department.

Determining whether a conflict of interest exists is not always easy to do. Some Examples of how Conflicts of Interest could arise are listed below:

1. You or a close family member have an outside job or affiliation at a competitor, customer or provider of Genistar
2. You have an outside position as an employee, consultant or director that materially interferes with your availability
3. You use information, property or corporate opportunities gained through your role for personal benefit
4. Hiring or supervising family members or closely related persons
5. Serving as a board member for an outside commercial company or organization
6. Owning or having a substantial interest in a competitor, supplier, or contractor
7. Accepting gifts, discounts, favours, or services from a customer/potential customer, competitor, or supplier, unless equally available to all Genistar members
8. You are in a direct reporting relationship with a close relative or otherwise have influence over a close relative's hiring, compensation, or another material aspect of work at Genistar
9. You work for another regulated company that offers similar services as Genistar
10. The list above is not exhaustive, and you should use your best judgement to determine whether a particular situation gives rise to a conflict of interest.

6.7 Meals, Refreshments Entertainment and Gifts

You may accept occasional meals, refreshments, entertainment, gifts and similar business courtesies that are customary and conform to reasonable ethical practices of the marketplace, provided that they fall in line with Genistar Limited Gifts and Hospitality Policy and factor in the below points:

- » They are not inappropriately lavish or excessive (up to £25).
- » The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity
- » The courtesy does not create the appearance of an attempt to influence business decisions
- » The individual accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her upline or co-worker or having the courtesies known by the public
- » You must not accept any cash at any time!

All courtesies must be disclosed to Business Integrity.

Any member of Genistar with questions about accepting business courtesies should seek guidance from the Business Integrity department. Please refer to the Gifts and Hospitality policy for more information.

6.8 Offering Business Courtesies

There are also times when you may need or want to provide gifts, meals or entertainment to a business contact. In these instances, be sure that the gift, meal or entertainment supports a legitimate business purpose and is reasonable and appropriate under the circumstances in line with the Gifts and Hospitality Policy.

Always be mindful that our business contacts have their own rules on receiving gifts, meals and entertainment and never offer anything that would violate those rules and put the business contact in a potentially uncomfortable position.

Any member of Genistar who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Genistar.

On occasion, we may provide small monetary gifts (i.e. company logo apparel or similar promotional items) to our members, customers or suppliers. This will need approval from Business Integrity beforehand. Approval would be required from Business Integrity to offer other courtesies, such as meals, refreshments, or entertainment of reasonable value, provided that:

- » The practice does not violate any law or regulation or the standards of conduct of the recipient's organisation
- » The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish (up to £25)
- » The business courtesy is properly reflected on the appropriate records of Genistar and the individual offering
- » The business courtesy is not cash!

7. SAFETY AND SECURITY

We all have a responsibility to assist in the maintenance of a safe and secure work environment. Always use caution and good judgement in all activities and notify your upline/manager if you believe there is a safety issue that should be addressed.

7.1 Drug and Alcohol-Free workplace

The use of alcohol and drugs can impair your ability to work effectively and productively. You are not permitted to work on behalf of Genistar under the influence of drugs or alcohol.

There may be company-sponsored events where the board approves the serving of alcoholic beverages. In these cases, all appropriate liquor laws must be followed, including laws regarding the prohibition of serving alcohol to those under the legally permissible age. However, under all such cases, excessive drinking, intoxication, and misbehaviour at these events is prohibited and will be dealt with severely.

7.2 Violence Free Workplace

We strictly prohibit acts of hostility, intimidation, or violence towards others in the workplace and in places where our business is being conducted.

You are prohibited for bringing firearms, explosives or any other weapons onto Genistar premises, or to any work-related setting, regardless of whether you are licensed to carry such weapons.

7.3 Whistleblowing

Whistleblowing is the act of reporting the suspected behaviour of someone such as; suspected misconduct, illegal acts or failure to act. We want to encourage all members of Genistar who have a serious concern about any aspect of the company, to come forward and voice those concerns.

You can raise your concerns without fear of victimisation, subsequent discrimination, disadvantage or dismissal.

Please refer to the Whistleblowing Policy for full details, however, if you would like to raise a concern it will depend on the seriousness and sensitivity of the issues involved. Concerns must be raised to the Business Integrity Department at business.integrity@genistar.net.

8. VIOLATIONS OR CONCERNS OF THE CODE

Genistar maintains certain policies to guide all members of Genistar with respect to standards of conduct expected in areas where improper activities could damage the company's reputation and otherwise result in serious adverse consequences to the company and to the Genistar individuals involved.

Violations or insensitivity to the principles in this Code are grounds for additional training, heightened supervision, suspension, or termination. It is the company's interest in preventing violations and making clear that violations are neither tolerated nor condoned.

Action will be taken, not only against individuals who authorise or participate directly in a violation of the Code, but also against:

1. Any member of Genistar who may have deliberately failed to report a violation of the Code
2. Any member of Genistar who may have deliberately withheld relevant and material information concerning a violation of this Code;
3. And the violator's leader superiors, to the extent that the circumstances of the violation reflect inadequate leadership and lack of diligence.

Genistar will not tolerate any wrongdoing or impropriety at any time. The company will take the appropriate measures and act quickly where the 'ethical code' is broken

8.1 Reporting a Concern or Violation

Any member of Genistar who is requested to engage or has reasons to believe another member of Genistar has engaged in any activity which is or may be contrary to the Code, must promptly report such information to the Business Integrity Department.

When you report concerns, you help us handle issues properly, fix problems before they occur and remedy situations that have already happened. You also help build trust with each other and with our customers, providers and other business partners.

8.2 What Happens When You Report a Concern?

- » We will do all we can to protect your identity consistent with conducting a thorough investigation
- » We take every report seriously and will investigate it thoroughly and as confidentiality as possible
- » You will be treated with dignity and respect
- » We expect everyone involved to cooperate fully and honestly
- » If it is determined that the Code has been violated, it will determine a fair and consistent disciplinary action in accordance with applicable law

8.3 No Retaliation

You are the eyes and ears of our Company, and we value your help in avoiding and uncovering possible misconduct. We strictly prohibit retaliation of any kind against anyone who shares a good-faith concern or participates in a Code investigation. Sharing a good-faith concern about the Code honestly, even if it turns out to be unfounded – is never an excuse for any kind of retaliation.

8.4 What is Retaliation?

We define retaliation under our Code as any action that would likely deter someone from reporting a Code concern or participating in a Code investigation.

Examples of retaliation might include demotion, firing, a reduced salary, job reassignment, threats, harassment or any other action taken against someone because, they raised a Code concern, participated in a Code investigation, or attempted to deter someone from violating the Code. While we take the antiretaliation provisions of our Code very seriously, these provisions do not protect you from disciplinary action for your own misconduct, meaning you should not report a Code concern simply to avoid discipline for your own violation of the Code or other Company policy.

9. AMENDMENTS

The Company reserves the rights to change/amend/add/delete and modify this Code in whole or in part, at any time without assigning any reason whatsoever.

All members of Genistar acknowledge that they will not be personally advised of any such change, amendment, addition, deletion or modification. Members of Genistar are advised to check all policies on a regular basis. All members of Genistar hereby unconditionally agree to all such changes, amendments, additions, deletions and modifications.

10. SIGNED ACKNOWLEDGEMENT AND DECLARATION

I observe and agree to abide by the following:

1. I have read and understood this Code
2. I confirm that I will always comply with all aspects of Genistar policies and procedures
3. I understand, inaccurate or incomplete information given in response to any qualification question or in any other section of an IBA (or any licensing application), will constitute a basis for termination at any time of all agreements with Genistar.
4. To act honestly and fairly at all times when dealing with prospects, clients and potential recruits and to act in the best interests of each and treat them fairly.
5. To treat people fairly regardless of age; disability; gender reassignment; pregnancy and maternity; marriage and civil partnership; race; religion and belief; sex; and sexual orientation.
6. To act with integrity in fulfilling the responsibilities of my appointment and seek to avoid any acts, omissions or business practices which damage the reputation of Genistar Limited and the Financial Services industry.
7. To observe applicable law, regulations and professional conduct standards when carrying out Financial Services activities.
8. To observe the standards of market integrity, good practice and conduct required
9. To attain and actively manage a level of professional competence appropriate to my responsibilities and commit to Continued Professional Development, to ensure the circulation of my knowledge, skills and expertise.
10. To decline any engagement for which I am not competent, unless I have access to such advice and assistance as will enable me to carry out the work competently, and act in the clients best interests.
11. To uphold the highest personal and professional standards.

12. To act with fairness, integrity and courtesy in all business activities.

13. Members of the Genistar Sales Force are an independent contractor, and not an employee, of Genistar Limited.

14. I will immediately notify Genistar Business Integrity Department of any criminal matter or regulatory inquiry or proceeding in which I am involved and any suspicious activity or allegations of misconduct of others.

15. I have disclosed any requested criminal conviction, pleas or charges – even if later dismissed, deferred, dismissed or pardoned. I will provide accurate answers on, and timely amend, any regulatory licensing form.

16. I will not seek to use my position or knowledge acquired through my position to unfairly benefit myself, friends, family, business associates, or organisations in which I or one of these individuals or entities have an interest;

17. I will not disclose any unauthorised confidential information during the course of, or after, my association with Genistar; and

18. I will take all necessary steps to avoid any conflict of interest situation, the appearance of a conflict of interest situation, or any other activity that may negatively impact on Genistar’s reputation.

NAME:
SIGNED:
DATE:

11. CODE COMPLIANCE AND AUDIT

1. Failure to observe the standards set out in this Code may be regarded as serious and any breach may render an individual liable to further investigation by the Business Integrity Department which may result in disciplinary or termination.

2. Non-compliance with this Code could have a significant effect on the efficient operation of Genistar and may result in financial loss and an inability to provide necessary services to our customers. Genistar will audit its procedures and where practical and proportional.

3. Any individual who does not understand the implications of this Code or how it may apply to them, should seek advice from the Business Integrity Department.



GENISTAR

Financial Freedom For All

GENISTAR LIMITED

Victoria House, Harestone Valley Road,
Caterham CR3 6HY
Telephone: +44 (0)20 3372 5085

Authorised and Regulated by Financial Conduct Authority