

Conflicts Management Framework ('Framework')

The Board has adopted a Conflicts Management Framework (**Framework**) to set out how the Board manages any actual, potential or perceived conflicts of duty and/or interests (together **conflicts**) of Legal Super Pty Ltd (**the Trustee**) and its Responsible Persons (who include directors, officers and senior managers) and employees to ensure that where conflicts arise, priority is given to the interests of members, so they are not adversely affected. This document is a summary of the Framework.

Roles & responsibilities

The Board is responsible for approving the Framework and is ultimately responsible for its development and maintenance.

The Board has delegated oversight of the implementation and maintenance of the Framework to the Audit, Risk & Governance Committee, which also monitors that conflict management procedures are operating effectively.

The Company Secretary is responsible for implementation of the Framework and maintenance of the Registers of Relevant Duties and Relevant Interests, including ensuring incoming parties subject to this Framework disclose all relevant duties and relevant interests on appointment.

The Legal, Risk and Compliance team is responsible for conducting induction training and annual refresher training on conflicts of interest.

Defining a conflict

In the Framework, a reference to a 'conflict' is a reference to a conflict between:

- a) the duties owed by the Trustee, or its Responsible Persons, to beneficiaries of legalsuper (**beneficiaries**) and the duties owed by them to any other person;
- b) the interests of beneficiaries and the duties owed by the Trustee, or its Responsible Persons, to any other person;
- c) an interest of the Trustee, an associate of the Trustee or a Responsible Person or an employee of the Trustee, and the Trustee's duties to beneficiaries; and
- d) an interest of the Trustee, an associate of the Trustee or a Responsible Person or an employee of the Trustee and the interests of beneficiaries.

Relevant Duties and Relevant Interests

A relevant duty or relevant interest is one that is owed or held by a party subject to the Framework that might reasonably be considered to have the potential to have a significant impact on the capacity

of the party to act in a manner that is consistent with the best interests of the beneficiaries.

Directors are automatically taken as interested in any issue that affect the entity that has nominated or appointed them.

In addition, the following relevant interests are required to be disclosed by parties subject to the Framework:

- a) gifts, entertainment, corporate hospitality or benefits, whether pecuniary or non-pecuniary, and whether directly or indirectly received, as follows:
 - a. a single gift, entertainment, corporate hospitality or benefit with a value greater than \$500; and
 - b. multiple gifts, entertainment, corporate hospitality or benefits within any twelve-month period with a value in aggregate in excess of \$1,000; and
- b) a shareholding of more than 5% in a company.

Relevant interests are not limited to this list.

Identifying and monitoring conflicts

Parties subject to the Framework must immediately inform the Company Secretary of the nature, extent and impact of any actual or potential conflict.

The Company Secretary is responsible for implementation of the Framework and will liaise with the Chair of the Board, Chair of the Audit, Risk & Governance Committee or CEO, (assessing party) as appropriate.

Assessing, evaluating and responding to a conflict

On becoming aware of a conflict, the assessing party will consider:

- a) the nature of the conflict and whether it is once-off or recurring or cumulative;
- b) the materiality of the conflict;
- c) whether the conflict affects the party subject to the Framework's ability to:
 - i. give priority to the duties and interests of beneficiaries; or
 - ii. ensure that duties to the beneficiaries are met despite the conflict; or
 - iii. ensure that the interests of the beneficiaries are not adversely affected by the conflict.

Additional information may also be considered.

Possible responses to a conflict include the following:

- a) avoidance of the conflict;
- b) careful management of the conflict;
- c) where the conflict concerns a single person, re-assignment of their responsibilities to another party to provide the service or conduct the activity and/or requiring the individual to have no involvement in a matter or discussion linked to the conflict; and
- d) no action where the conflict is determined to be immaterial.

Gifts, entertainment, corporate hospitality or benefits

Parties subject to the Framework must not accept a gift, entertainment, corporate hospitality or benefits (whether monetary or otherwise) that could reasonably be perceived as having been provided with the intent of influencing them in carrying out their duties.

Disclosing and recording conflicts

On appointment, all Responsible Persons must complete a declaration setting out any relevant duties and relevant interests and confirming that they will comply with the Framework.

The agenda for each Board meeting includes a standing item for the disclosure of relevant duties and relevant interests. Additions, or changes since the last meeting are reported and recorded.

Register of Relevant Duties and Relevant Interests

All relevant duties and relevant interests disclosed by Responsible Persons are recorded in a Register of Relevant Duties and Relevant Interests. The nature and value of the interest and action taken to avoid or manage any potential conflict is also recorded.

Insurance

The Board is aware that conflicts related to making insured benefits available to members may arise.

If such conflicts are identified, the Board will ensure that they are disclosed, evaluated, mitigated and/or managed and monitored in line with the processes and procedures outlined in the Framework.

Investment switching

Directors and staff of legalsuper who are also members of the Fund must not take advantage of information gained in the course of their employment to switch investment options, This includes passing on commercially sensitive information to related persons, such as a spouse.