

# Catalina Re

## Group Code of Conduct

27 January 2023

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# 1. Summary and Status

Document Name	Group Code of Conduct
Company	Catalina Holdings (Bermuda) Ltd. and broader group
Purpose	Sets out the basic principles which guide the behaviour of directors, officers and employees of Catalina
Document Owner	Group Head of Compliance
Status	Live
Inception Date	12 December 2020
Review Date	4Q 2023
Related Documents	<ul style="list-style-type: none"> <li>• Catalina “Flight Plan” of corporate values</li> <li>• Group Code of Conduct</li> <li>• Group Whistleblowing Policy</li> <li>• Group Conduct Risk Policy</li> <li>• Group Fitness and Propriety Policy</li> <li>• Group Conflict of Interests Policy</li> <li>• Group Remuneration Policy</li> <li>• Group Anti-Fraud Policy</li> <li>• Group Bribery &amp; Corruption Policy</li> </ul>
Additional Information	-

## 1.1 Version Control and Approval

Version	Reason	Version author	Approved / Enacted by	Date
1.0	Initial Group version	A Jenkins	CHBL Board	11 December 2019
1.1	Non-material amendments	A Jenkins	A Jenkins	31 March 2021
1.1	Scheduled Annual Review – typographical update; minor correction to use of defined terms; and addition of Flight Plan	A Jenkins	A Jenkins	1 December 2021
1.3	Scheduled Annual Review – no substantive/material changes.	A Jenkins	A Jenkins	27 January 2023

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## 2. Introduction

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This Code of Conduct (this “**Code**”) has been established by the Board of Directors of Catalina Holdings (Bermuda) Ltd. (the “**Board**”) and covers a wide range of business practices and procedures. While the Code does not cover every issue that may arise, it continues Catalina’s “Flight Plan” of core values, establishes basic principles to guide the behaviour of directors, officers and employees of Catalina Group (the “**Covered Persons**” or simply “**you**”), all of whom are expected to comply with the principles of this Code and applicable laws, rules and regulations.

In many cases, more specific requirements are contained in the various Compliance Policies, Procedures, Guidelines and Staff Handbooks that you can obtain from the staff Intranet, Dayforce Learning, the Compliance Officers or Human Resources.

The “Catalina Flight Plan”:



## 3. Principles

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### 3.1 Responsibility and Administration

The Compliance Function has a responsibility for communicating and implementing this Code throughout the Catalina Group. The Board is responsible for monitoring those activities. Day-to-day administration of this Code will be directed by the Group Head of Compliance (the “**Compliance Officer**”). The Compliance Officer will report directly to the Board as appropriate with respect to this Code. Each of the Covered Persons is accountable for his or her actions and responsible for knowing and abiding by this Code.

### 3.2 Compliance with Law

It is the policy of Catalina Group that its business will be conducted in accordance with applicable laws and regulations of regulatory authorities in all jurisdictions where it operates, and in a manner that will reflect a high standard of ethics. Although you are not expected to know the details of all laws, rules and regulations, it is important to know enough to decide when to get advice from your supervisor, the Group General Counsel, the Compliance Officer or other appropriate personnel.

### 3.3 Responsibilities of Covered Persons

Covered Persons are required at all times to:-

- a. Apply common sense but to seek guidance, as appropriate, from senior management to resolve difficult issues and answer questions;
- b. Refrain from activity that may bring themselves and Catalina into disrepute;
- c. Maintain the confidentiality of Catalina’s information – the obligations for which may continue even after Covered Persons leave Catalina or service contracts terminate/expire;
- d. Engage only in honest, fair and ethical conduct demonstrating integrity while in the best interests of Catalina including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. “Integrity” is a core value for the vision and mission of the Catalina Group. It is the primary value set out in the “**Catalina Flight Plan**” which reminds us that “*We adhere to the highest standards, choosing the right way over the easy way*”;
- e. Maintain familiarity with and follow all Compliance Policies and Procedures that apply to Covered Persons’ roles and activities at Catalina;
- f. Comply with all applicable governmental laws, rules and regulations of the jurisdictions in which Covered Persons operate. Seek advice from the General Counsel or Compliance Officer or other appropriate personnel where required;
- g. Provide full, fair, accurate, timely and understandable disclosure in reports and documents to relevant Regulatory Authorities; and
- h. Promptly report breaches, or potential violations, of this Code, to senior management.

### 3.4 Conflicts of Interest

#### 3.4.1 General Guidance

You are prohibited from engaging in any activity, practice, or act which conflicts with, or appears to conflict with, the interests of Catalina. Generally speaking, a conflict of interest exists when an obligation or a situation resulting from an individual’s personal activities or financial affairs may adversely influence his or her

judgment in the performance of duties to Catalina. In all cases of doubt, you should make a full disclosure to your supervisor, the Group General Counsel, the Compliance Officer or other appropriate personnel.

### 3.4.2 Business Dealings

You should endeavour to deal with all persons doing business with Catalina such as policyholders, claimants, outsourcing providers, market peers and competitors and their employees in a fair and objective manner, without favour or preference. You are not to use your position within Catalina to provide personal gain for yourself, family members, or friends.

### 3.4.3 Gifts, Gratuities and Other Benefits

You should promptly report to your local compliance officer all gifts received from or given to anyone who you are aware is doing business with, or who is seeking to do business with, the Catalina Group that reasonably could be expected to give rise to a conflict of interest. Covered Persons may accept or give customary and inexpensive gifts when:

- such gifts are neither so frequent nor so generous as to appear excessive;
- the acceptance or giving of such gift will not place the recipient under any obligation to the donor and will not create the appearance of influencing the recipient; and
- the level of expense associated with such gift is reasonable and customary in the context of Catalina's business and the relationship with the donor or recipient. For more information please see the Catalina Group Anti-Bribery and Corruption Policy.

## 3.5 Protection of Catalina Property and Assets

All Covered Persons should endeavour to protect the assets of Catalina Group and to ensure their efficient use. Catalina Group assets (such as monies, information or equipment), other than for incidental personal use, should only be used for legitimate business purposes. The Catalina Group's assets may never be used for illegal or improper purposes. The Catalina Group's property should not be taken out of their facilities for use outside of the normal course of business unless necessary and authorised by your supervisor or an officer of the Catalina Group in connection with work.

## 3.6 Proprietary Information

Maintaining the confidentiality of Catalina Group information is essential for competitive, security and other business reasons, as well as to comply with various securities laws.

Confidential information includes all information that you obtain during the course of your relationship with the Catalina Group that is non-public and includes all non-public information that might be of use to competitors, or harmful to the Catalina Group or its shareholders, policyholders, affiliates and other stakeholders, if disclosed.

## 3.7 Inside Information and Securities Trading

Although Catalina is not publicly traded on any stock exchange, it routinely transacts, trades or deals with companies or organisations that are. In the course of business activities, you may become aware of non-public information regarding the business, operations or securities of certain counterparties that would be material to investors' decision to buy, sell or hold those counterparties' securities. Securities laws prohibit the trading of securities on the basis of such material non-public information (often called "inside information"). It is against this Code and the law to trade any securities if you possess material non-public information.

Catalina maintains a separate Insider Trading and Market Abuse Policy for guidance. You must follow it to ensure compliance with such laws.

A Covered Person's obligations relating to trading while in possession of material non-public information and the use or disclosure of that information continue to apply to transactions even after termination of employment, directorship or association with the Catalina Group.

### 3.8 Fair Competition and Dealing

No Covered Person should ever use any illegal or unethical method to gather competitive information. Stealing or possessing proprietary information or trade secret information that was obtained without consent or inducing such disclosures by past or present employees of other companies is prohibited. Additionally, the Catalina Group and its Covered Persons are required to comply with insurance laws and regulations and antitrust and unfair competition laws in countries in which the Catalina Group does business. A Covered Person who questions whether a contemplated action may violate fair competition laws should speak to the Group or local office General Counsel.

### 3.9 Accurate and Timely Regulatory Disclosures

Catalina is committed to providing full, fair, accurate, timely and understandable disclosure in periodic reports it files with regulatory authorities ("Periodic Reports"). Covered Persons involved in the preparation of Periodic Reports (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures full, fair, accurate, timely and understandable.

### 3.10 Anti-Discrimination and Prohibition of Sexual Harassment

Catalina is committed to providing a safe, healthy and discrimination-free workplace. Covered Persons are expected to abide by the following policies and guidelines while in the workplace:

#### 3.10.1 Respect

Consistent with the Catalina Flight Plan, the Catalina Group aims to promote a productive work environment in which all employees are treated with courtesy and respect. Covered Persons will treat each other with respect and fairness at all times. The Catalina Group values diversity.

Employment decisions will be based on business reasons, such as qualifications, abilities and achievements. The Catalina Group will comply with applicable local and national employment laws and regulations.

#### 3.10.2 Safety

Covered Persons at all levels are all responsible for maintaining a safe workplace by following safety and health rules and practices. You must comply with all laws, rules, regulations and policies relating to workplace safety and health. You should bring to the attention of your manager or a company officer any activity that threatens your safety or health or that of any other person. Any injuries must be reported promptly and accurately.

#### 3.10.3 Equal Opportunity / Discrimination-Free

The Catalina Group is an equal opportunity employer and extends equal employment opportunity to all qualified individuals without regard to an individual's race, colour, religion, national origin or citizenship status, gender, sexual orientation, marital status, age, veteran status, disability or other classifications as designated by laws or regulations.

Any actions, comments or materials directed toward or referring to an individual's race, colour, religion, national origin or citizenship status, gender, sexual orientation, marital status, age, veteran status, disability or other classifications as designated by law that create a hostile work environment are strictly prohibited. Abusive, intimidating or offensive conduct by you is unacceptable, whether verbal, visual or physical. Anyone who contributes to a hostile work environment will be subject to appropriate disciplinary measure, which may include, among other things, termination of the employment relationship without prior warning. You are

encouraged to report to human resources if you experience or observe conduct in violation of the harassment-free policy.

### 3.11 Enforcement

Catalina's executive and management personnel are charged by Catalina with ensuring that this Code and Catalina's corporate policies, will govern without exception all business activities of Catalina. Such responsibilities include disclosing this Code to Covered Persons to ensure their awareness and compliance of it, and disclosing this Code to the Regulatory Authorities as required by applicable law, rules and regulations.

### 3.12 Where to Go with a Question, Concern or to Report a Violation

Every Covered Person has a responsibility to report any misconduct. If you believe a fellow Covered Person is violating this Code or otherwise acting in an illegal or unethical manner, you should report it. In some cases failure to report an illegal act by another person is itself a criminal act for which you could be prosecuted. Violations of this Code may cause an employee, officer or director to be subject to appropriate action, up to and including disciplinary action or immediate termination. Your report will be investigated with confidentiality and you will be protected from retaliation. It is unacceptable to file a report if you know it is false, and doing so will subject you to discipline.

### 3.13 Amendments to Code; Audit Procedures

Substantive amendments to this Code must be in writing and approved by the Board of Catalina Holdings (Bermuda) Ltd., at the recommendation of the Group Head of Compliance, or Chief Legal Officer, or Chief Executive Officer, or Chief Financial Officer. Catalina Holdings (Bermuda) Ltd. may, at its discretion, from time to time, establish and disseminate additional personnel policies and procedures, and accounting and financial policies and procedures to monitor and to test compliance with this Code.

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