

**ADRAD HOLDINGS PTY LTD**  
**ACN 121 033 396**  
**(Company)**

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## **CORPORATE GOVERNANCE PLAN**

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(Approved by the Board on 30 June 2022)

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## CORPORATE GOVERNANCE

The Company is committed to complying with the highest standards of corporate governance to ensure that all of its business activities are conducted fairly, honestly and with integrity in compliance with all applicable laws. To achieve this, the Company's board of directors (**Board**) has adopted a number of charters and policies which aim to ensure that value is created whilst accountability and controls are commensurate with the risks involved.

The Board believes that the Company's policies and practices comply with the recommendations set out in the ASX Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (**Recommendations**).

Together with the Company's constitution (**Constitution**), the following charters and policies have been adopted by the Company to achieve a high standard of corporate governance:

### **Charters and Codes**

Board Charter

Code of Conduct

Audit and Risk Committee Charter

Remuneration and Nomination Committee Charter

### **Policies**

Performance Evaluation Policy

Continuous Disclosure Policy

Risk Management Policy

Share Trading Policy

Diversity Policy

Whistleblower Policy

Anti-Bribery and Corruption Policy

Shareholder Communications Strategy

Environment, Social and Governance Policy

Privacy Policy

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## **SCHEDULE 1 – BOARD CHARTER**

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This charter outlines the role, responsibilities and composition of the Board and the manner in which it discharges its responsibilities for the Company and its subsidiaries (**Group**).

### **1. Role of the Board**

The Board is responsible for providing overall strategic guidance and oversight of management. The role of the Board is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. The Board derives its authority to act from the Company's Constitution.

### **2. The Board's Relationship with Management**

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.
- (b) Specific limits on the authority delegated to the Chief Executive Officer/Managing Director and the team of executives as appointed by the Company (**Executive Team**) must be set out in the delegated authorities approved by the Board.
- (c) The role of management is to support the Chief Executive Officer/Managing Director and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.
- (d) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the effective carrying out of their duties as Directors.

### **3. Specific Responsibilities of the Board**

In addition to matters it is expressly required by law to approve, the Board has reserved the following matters to itself:

- (a) Appointing the Chair of the Board and any Directors;
- (b) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (c) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times;
- (d) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board;
- (e) When required, challenging management and holding it to account;
- (f) Monitoring the timeliness and effectiveness of reporting to shareholders;
- (g) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (h) Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored;

- (i) Approving the quarterly, half yearly and annual accounts;
- (j) Approving material ASX announcements;
- (k) Approving significant changes to the organisational structure;
- (l) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends;
- (m) Assessing performance against strategies to monitor both the performance of senior executives (being the Chief Executive Officer/Managing Director and other individuals as determined from time to time by the Remuneration and Nomination Committee) (**Senior Executives**) as well as the continuing suitability of strategies;
- (n) the Appointment and replacement of the Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination;
- (o) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (p) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters;
- (q) Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the *Corporation Act 2001* (Cth) and ASX Listing Rules);
- (r) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; and
- (s) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

#### **4. Composition and Structure of the Board**

- (a) The composition, structure and proceedings of the Board are primarily governed by the Company's constitution and the laws governing corporations in jurisdictions where the Company operates.
- (b) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (c) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (d) The Board, with the assistance of the Remuneration and Nomination Committee, will regularly review the composition, structure and performance of the Board against the Company's Board skills matrix prepared and maintained by the Remuneration and Nomination Committee to ensure the appropriate mix of skills

and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

- (e) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups. Where practical, the majority of the Board should be independent.
- (f) An independent Director is a director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.
- (g) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition* as set out in Annexure A (**Independence Tests**).
- (h) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.
- (i) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (**Annual Report**).
- (j) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

## 5. Director Responsibilities

- (a) Where a Director has an interest, position or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest or relationship in question and an explanation of why the Board is of that opinion.
- (b) Directors must disclose their interests, positions or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest. The Board will determine whether to declare to the market, any loss of independence.
- (d) Directors are expected to maintain the skills required to discharge their obligations to the Company and should undertake continuing professional development to the extent necessary.
- (e) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

## 6. The Role of the Chair

- (a) The Board elects the Chair in accordance with the Constitution.

- (b) The Chair of the Board is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.
- (c) The Chair of the Board should be a non-executive and independent Director. If the Chair of the Board ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (d) Where practical, the Chief Executive Officer/Managing Director should not be the Chair of the Board of the Company during their term as Chief Executive Officer/Managing Director or in the future.
- (e) The Chair of the Board must be able to commit the time to discharge the role effectively.
- (f) The Chair of the Board should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (g) In the event that the Chair of the Board is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting in an acting capacity.

## **7. Board Committees**

- (a) The Board has established the following committees, each with written charters:
  - (i) Audit and Risk Committee;
  - (ii) Remuneration and Nomination Committee; and
- (b) The charter of each committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of committees are appointed by the Board. The Board may appoint additional Directors to committees or remove and replace members of committees by resolution.
- (e) The Company must disclose the members and Chair of each committee in, or in conjunction with, its Annual Report.
- (f) The Company must disclose in, or in conjunction with, its Annual Report, the number of times each committee met throughout the reporting period and the individual attendances of the members at those committee meetings.
- (g) Where the Board does not consider that the Company will benefit from a particular separate committee:
  - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
  - (ii) The Company must disclose in, or in conjunction with, its Annual Report:
    - (A) the fact a committee has not been established; or

- (B) if an Audit and Risk Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

## **8. Board Meetings**

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings as required, including by conference call, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- (e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (f) The minutes of each Board meeting and committee meeting shall be prepared by the Company Secretary, circulated to Directors after each meeting, approved at the next Board meeting and signed by the Chair within a reasonable time after the meeting.
- (g) Further details regarding Board meetings are set out in the Company's Constitution.

## **9. The Company Secretary**

- (a) The Board appoints and remove the Company Secretary. All Directors have access to the advice and services provided by the Company Secretary.
- (b) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its committees and between senior executives and non-executive Directors.
- (c) The Company Secretary is accountable directly to the Board, through the Chair of the Board, on all matters to do with the proper functioning of the Board.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) The Company Secretary is responsible for overseeing the Company's relationship with its share registrar, lodgements with the ASX and other regulators and communications with the ASX in accordance with the Company's Continuous Disclosure Policy.
- (f) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (g) The Company Secretary is to facilitate the induction and professional development of Directors.

## **10. Access to Advice**

- (a) All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors will receive briefings on material developments in industry-related matters, laws, regulations and accounting standards relevant to the Company.
- (c) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (d) All new Directors will be offered induction training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This will include:
  - (i) having meetings with key senior executives to gain an understanding of the Company's structure, business operations, history, culture and key risks, and conducting site visits of key operations;
  - (ii) training on legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements); and
  - (iii) training on accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.
- (e) The Board, committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair of the Board. A copy of any such advice received is made available to all members of the Board.

## **11. Foreign Directors**

In the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that:

- (a) such documents are translated into the Director's native language; and
- (b) a translator is present at all Board and shareholder meetings.

In this case, "key corporate documents" includes the Company's Constitution, prospectuses, product disclosure statements, corporate reports and continuous disclosure announcements.

## **12. Performance Review**

The Board should ensure the Directors of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and fairly reviewed.

The Remuneration and Nomination Committee shall conduct an annual performance review of the Board, that:

- (a) compares the performance of the Board with the requirements of its charter;
- (b) critically reviews the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills

and whether the Director's performance has been impacted by other commitments; and

- (c) review and suggests any amendments to this board charter as are deemed necessary or appropriate.

The Company should also disclose whether a performance evaluation was carried out in relation to each reporting period in accordance with the Company's performance review process. A suitable non-executive Director will be responsible for evaluation the performance of the Chair.

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## **SCHEDULE 2 – CODE OF CONDUCT**

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### **1. Purpose**

The purpose of this Code of Conduct is to provide a framework and guidance for decisions and actions in relation to conduct in respect of employment. The Company is committed to making positive contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with its foundational principles of honesty, integrity, fairness and respect.

It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, stakeholders and customers. It should be read in conjunction with the Company's Diversity Policy.

The Code of Conduct has been approved by the Board and is periodically reviewed and updated as required. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from all team members. It is supplemented by policies approved by the Board and standards, processes and procedures developed by management that provide practical guidance on the principles, practices and standards employees are expected to follow.

### **2. Compliance**

#### **2.1 Scope**

The Code of Conduct applies at work and to work related events and out-of-hours activities that are connected to employment or work with the Company.

#### **2.2 Personal responsibility**

Everyone who works for the Company, including directors, officers, executives, managers, supervisors, employees, contractors and service providers (where they are under a contractual obligation to do so) (**Team Member**), must comply with the Code of Conduct together with policies and any standards, processes and procedures which relate to their daily business activities.

#### **2.3 Directors' responsibilities**

Directors are requested to review the Code of Conduct regularly.

#### **2.4 Training**

All team members are required to complete annual Code of Conduct training. The Company will provide FCPA (Foreign Corrupt Practices Act) training to relevant employees.

### **3. Accountabilities**

#### **3.1 Managers and Supervisors**

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and

- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct and receive appropriate training in respect of the Code of Conduct.

## **3.2 Employees**

All employees are responsible for:

- (a) understanding and complying with the Code of Conduct. To this end, regular and appropriate training on how to comply with this Code of Conduct will be provided to all employees;
- (b) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (c) reporting suspected corrupt conduct in accordance with the Company's Whistleblower Policy and Anti-Bribery and Corruption Policy; and
- (d) reporting any departure from the Code of Conduct by themselves or others.

## **4. Company's Values**

### **4.1 Core Values**

Adrad's core values are: Integrity, Teamwork, Respect, Communication, Enthusiasm and Safety.

### **4.2 Purpose**

- (a) The Company's primary objective is to deliver maximum shareholder value through profitable growth and the development of stable and sustainable products whilst acting lawfully, ethically and responsibly.
- (b) The Company will pursue operational and commercial excellence by using best practice approaches in decision-making process focusing on continuous development, accountability and teamwork in all aspects of the business. A key attribute to this approach is maintaining responsible long-term management.
- (c) In order to achieve these goals, the Company will ensure employees have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, suppliers and regulators) are aware of the Company's values and its intention to uphold them. The Company will foster an open and supportive environment in all activities and relationships, and make sure that senior executives demonstrate and reinforce the Company's values in all aspects of the business and in all interactions with staff.
- (d) The Company believes that pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

### **4.3 Commitment to Values**

The Company and its subsidiaries are committed to conducting all of its business activities in accordance with the above stated values. The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with staff.

## **5. Personal and Professional Behaviour**

When carrying out duties, each team member should:

- (a) behave honestly and with integrity and report other team member who are behaving dishonestly;
- (b) treat fellow team member with respect and not engage in bullying, harassment or discrimination;
- (c) disclose and deal appropriately with any conflicts between personal interests and duty as a director, senior executive or employee (as applicable);
- (d) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (e) not take advantage of personal position for the opportunities arising therefrom for personal gain;
- (f) carry out work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality products and services;
- (g) operate within the law at all times;
- (h) act in the best interests of the Company;
- (i) follow the policies of the Company and adhere to the Company's values; and
- (j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.

## **6. Conflict of Interest**

Potential for conflict of interest arises when it is likely that a team member could be influenced, or it could be perceived that a team member is influenced, by a personal interest when carrying out his or her duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where a team member has:
  - (i) financial interests in a matter the Company deals with or he/she is aware that friends or relatives have a financial interest in the matter;
  - (ii) directorships/management of outside organisations;
  - (iii) membership of boards of outside organisations;
  - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) offer of an inducement.
- (b) A team member may often be the only person aware of the potential for conflict. It is his/her responsibility to avoid any conflict from arising that could compromise his/ her ability to perform his/her duties impartially. All team members must report any potential or actual conflicts of interest to their manager.

- (c) All team members should discuss that matter with their manager and attempt to resolve any conflicts that may exist, if they are uncertain whether a conflict exists.
- (d) All team members must comply with the Company's Anti-Bribery and Corruption Policy at all times. They must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to their manager.
- (e) All team members must not buy or sell shares in the Company or any other companies at any time when they are aware of price sensitive information about the Company, which has not been disclosed to the Australian Securities Exchange. All team members must read and follow the Company's Share Trading Policy.

## **7. Information Systems, Devices and Social Media**

### **7.1 Information Systems**

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. All team members must comply with the requirements of those policies at all times.

### **7.2 Social Media/Networking**

All team members must ensure that they use any social media and networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

## **8. Public and Media Comment**

- (a) All team members have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) All team members must not make official comment on matters relating to the Company unless they are:
  - (i) authorised to do so by the Chief Executive Officer/Managing Director; or
  - (ii) giving evidence in court; or
  - (iii) otherwise authorised or required to by law.
- (c) All team members must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing". All team members should refer to the Company's Whistleblower Policy for further information.

## **9. Use of Company Resources**

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times, they must take responsibility for maintaining, replacing, and safeguarding the resources and following any special directions or conditions that apply.

All team members using Company resources **without** obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

#### **10. Security of Information**

All team members are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. All team members must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

#### **11. Intellectual Property/Copyright**

Intellectual property includes the rights relating to industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property. All team members must obtain written permission to use any such intellectual property from the Company Secretary and the Chair of the Board before making any use of that property for purposes other than as required in their role as an employee of the Company.

#### **12. Discrimination and Harassment**

All team members must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective or experience.

Bullying is viewed as a risk to workplace health and safety. All team members must avoid actions which harass or bully another team member. Such harassment, discrimination or bullying may constitute an offence under legislation.

The Company's executives should understand and apply the principles of equal employment opportunity.

All team members must also comply with the Company's Whistleblower Policy.

#### **13. Corrupt Conduct**

All team members must comply with the Company's Anti-Bribery and Corruption Policy at all times.

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any participation in corrupt conduct.

All team members should refer to the Company's Whistleblower Policy in respect of reporting corrupt conduct, conduct in breach of any of the Company's policies or its Code of Conduct.

#### **14. Occupational Health and Safety**

It is the responsibility of all team members to act in accordance with the occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically, all team members are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is a potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

#### **15. Legislation**

It is essential that all team members comply with the laws and regulations of the countries in which the business operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

#### **16. Fair Dealing**

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each team member should endeavour to deal fairly with the Company's suppliers, customers and other team member.

#### **17. Insider Trading**

All team members must observe the Company's "*Share Trading Policy*". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are only permitted to buy and sell the Company's securities.

#### **18. Responsibilities to Investors**

The Company strives for full, fair and accurate disclosure of financial and other price sensitive information on a timely basis.

#### **19. Breaches of the Code of Conduct**

Material breaches of this Code of Conduct must be reported to the Board or a committee member of the Board.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

All team members should note that breaches of certain sections of this Code of Conduct may also be punishable under legislation.

## **20. Reporting Matters of Concern**

All team members are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution and in compliance with the Company's Whistleblower Policy.

## **21. Monitoring and Review**

- (a) The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible.
- (b) Employees are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

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## **SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER**

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### **1. Role**

The role of the Audit and Risk Committee is to assist the Board in monitoring and reviewing risks affecting the Company's business, operation (both financial and non-financial) and matters pertaining to the management of activities to minimise adverse workforce, community or environmental impacts in accordance with the environmental, social and governance policy.

This charter sets risk parameters and defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

### **2. Composition**

The Board will strive to adhere to the following composition requirements for the Committee where at all possible.

- (a) The Committee must comprise at least three members.
- (b) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (c) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (d) All members of the Committee must be able to read and understand financial statements.
- (e) The Chair of the Committee must not be the Chair of the Board and must be independent.
- (f) The Chair of the Committee shall have leadership experience and a strong finance, accounting or business background.
- (g) The external auditors, the other Directors, the Chief Executive Officer/Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

### **3. Purpose**

The purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and Company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) overseeing internal audit functions;
- (e) the scope of the external auditor's work plan;
- (f) performance of the external auditors and their appointment and removal;
- (g) the independence of the external auditor and the rotation of the lead engagement partner;

- (h) the identification and management of business, economic, environmental, climate-related and social sustainability risks; and
- (i) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

#### **4. Duties and Responsibilities of the Committee**

##### **4.1 Review of Financial Reports**

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (h) Establish procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.
- (i) Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer/Managing Director and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

##### **4.2 Relationship with External Auditors**

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.

- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial year and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the *Corporations Act 2001* (Cth).
- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

#### **4.3 Internal Audit Function**

- (a) Monitor and periodically review the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the Committee, and bring the requisite degree of skill, independence and objectivity to the role.
- (d) If the Company does any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.
- (e) Review risk management and internal compliance procedures.
- (f) Monitor the quality of the accounting function.
- (g) Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

#### **4.4 Social, Environmental and Governance Responsibility**

In assisting the Board, the Committee will use all reasonable endeavours to:

- (a) review and monitor the processes in place which are designed to ensure compliance with Company's Environmental Social and Governance Policy (**ESG Policy**);
- (b) monitor the Company's compliance with all relevant statutory and regulatory obligations and all environmental licenses and permits;

- (c) consider emerging Environmental, Social and Governance issues to understand their materiality with regard to the Company's long term value creation;
- (d) monitor the adequacy of social, environmental and governance reporting systems for actual or potential incidents, breaches and trends;
- (e) review and monitor the plans, activities and corrective actions in place which are designed to ensure that there is appropriate engagement with communities impacted by the Company's operations;
- (f) monitor relevant community perceptions of the Company as a consequence of its activities; and
- (g) Oversee the development of an emissions reduction framework.

#### **4.5 Risk Management**

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks.
- (c) Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.
- (d) Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.
- (e) Consider whether the Company has a material exposure to climate change risk.
- (f) Review the Company's risk management framework at least annually to satisfy itself that the framework:
  - (i) continues to be sound;
  - (ii) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
  - (iii) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.
- (g) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

#### **4.6 Other**

- (a) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition*, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "Code of Conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (b) Monitor related party transactions.

## 5. Meetings

- (a) The Committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Company Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chair of the Committee or their nominees, the members shall elect one of their members as Chair of that meeting.
- (e) Executive management and technical personnel are to attend committee meetings, or part thereof, as requested by the Chair of the Committee to provide required reports and presentations to the Committee.
- (f) Decisions will be based on a majority of votes with the Chair having a casting vote.
- (g) The Chair of the Committee, through the Company Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.
- (h) Minutes of each meeting are included in the papers for the next Committee meeting.

## 6. Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

## 7. Reliance on Information or Professional or Expert Advice

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Company and its subsidiaries (**Group**) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Company in relation to matters within the Director's or officer's authority.

**8. Access to Advice**

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair of the Committee. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

**9. Review of Charter**

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner and will update this committee charter as required or as a result of new laws or regulations.
- (b) This charter shall be made available to members on request, to senior executives, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

**10. Report to the Board**

- (a) The Committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

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## **SCHEDULE 4 – REMUNERATION AND NOMINATION COMMITTEE CHARTER**

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### **1. Role**

The role of the Remuneration and Nomination Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company, and the composition of the Board and the executives team of the Company.

This charter defines the Remuneration and Nomination Committee's function, composition, mode of operation, authority and responsibilities.

### **2. Composition**

The Board will strive to adhere to the following composition requirements for the Committee where at all possible.

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

### **3. Purpose**

The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:

- (a) reviewing and approving the executive remuneration policy to enable the Group to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) recommending to the Board the remuneration of executive Directors;
- (d) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Group's values or risk appetite and having regard to the Group's commercial interest in controlling expenses;
- (e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
- (f) reviewing the Group's recruitment, retention and termination policies and procedures for senior management;
- (g) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives;
- (h) reviewing and approving any equity-based plans and other incentive schemes;

- (i) maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and
- (j) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

#### **4. Duties and Responsibilities**

The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to the Company's remuneration policies, incentive plans and nomination policies.

##### **4.1 Remuneration Policies**

- (a) reviewing and approving the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Group to attract and retain executives and Directors who can create value for shareholders.
- (b) reviewing the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (c) ensuring that remuneration policies fairly and responsibly reward executives having regard to the performance of the Group, the performance of the executive and prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Group's values or risk appetite and having regard to the Group's commercial interest in controlling expenses.
- (d) considering and making recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (e) reviewing and approving the proposed remuneration (including incentive awards, equity awards and service contracts) for the Chief Executive Officer/Managing Director and the direct reports of the Chief Executive Officer/Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Group, whether strategic objectives are being achieved and the development of management and personnel.
- (f) approving changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.
- (g) approving termination payments to executive Directors, the Chief Executive Officer/Managing Director or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

##### **4.2 Short and Long Term Incentive Plans (including Equity-Based Plans)**

- (a) reviewing and approving the terms and conditions of any executive incentive plans (**Plans**).
- (b) reviewing and approving performance hurdles for each Plan.
- (c) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.

- (d) reviewing and approving any Plans that may be introduced in light of legislative, regulatory and market developments.
- (e) for each Plan, reviewing achievement of performance criteria (if any) and approving the final level of any payments, grants or allocations under that Plan.
- (f) in addition to considering awards to executive Directors, the Chief Executive Officer/Managing Director and direct reports to the Chief Executive Officer/Managing Director, reviewing and approving proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.
- (g) Administration and operation of each Plan, including but not limited to determining disputes and resolving questions of fact or interpretation concerning the various plans.
- (h) reviewing, managing and disclosing the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Group) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.
- (i) oversight remuneration related disclosures required in annual statutory reporting if any, and provide advice to the Board on approval of those disclosures.

#### **4.3 Nomination Policies**

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, re-election and removal of Directors.
- (b) Review the terms and conditions of appointment to and retirement from the Board.
- (c) Make recommendations to the Board on the appropriate size, composition and diversity of the Board.
- (d) Develop criteria and role descriptions for selection of candidates for the Board in the context of the Board's existing composition and structure in light of its desired mixed skills, knowledge, experience, independence and diversity.
- (e) Develop and review succession plan for the Board with a view to maintaining an appropriate balance of skills, knowledge, experience, independence and diversity.
- (f) Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- (g) Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
  - (i) biographical details (including relevant qualifications and experience and skills);
  - (ii) details of any other material directorships currently held by the candidate;
  - (iii) where standing as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's

background and experience and any material adverse information revealed by those checks, details of any interest, position or relationship that might materially influence their capacity to be independent and act in the best interests of the Company as a whole rather than in the interests of an individual shareholders or other party, and a statement whether the Board considers the candidate is considered to be independent;

- (iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
  - (v) a statement by the Board whether it supports the election or re-election of the candidate and a summary of the reasons why.
- (h) Ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act 2001 (Cth)), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
- (i) Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
- (j) Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- (k) Approve and review induction process and continuing professional development programs and procedures for current and newly appointed Directors to ensure that they can effectively discharge their responsibilities.
- (l) Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (m) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
- (n) Review directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (o) Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether Director's performance has been impacted by any other commitments.

#### **4.4 Other Duties**

The Committee shall perform other duties and activities that it or the Board considers appropriate.

## **5. Meetings**

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Company Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Chair of the Committee or appointed delegate, the members shall elect one of their members as Chair.
- (d) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chair of the Committee having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external advisers or consultant, to attend meetings of the Committee, as they consider appropriate.

## **6. Secretary**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Company Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to committee members after the meeting.
- (c) The Company Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

## **7. Professional or Expert Advice**

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Company whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Company in relation to matters within the Director's or officer's authority.

## **8. Access to Advice**

- (a) Members of the Committee have a right to access the books and records of the Company and its subsidiaries to enable them to discharge their duties as committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

**9. Review of Charter**

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.
- (b) The charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

**10. Reporting**

- (a) The Committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.
- (c) The Company must disclose the policies and practices regarding the remuneration and nomination of non-executive directors, executive directors and other senior executives in, or in conjunction with, the Annual Report and as otherwise required by law.

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## **SCHEDULE 5 – PERFORMANCE EVALUATION POLICY**

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### **1. Introduction**

The Remuneration and Nomination Committee will arrange an annual performance evaluation of the Board, its committees, individual Directors and senior executives over the previous 12 months and examine ways of assisting the Board in performance its duties more effectively. To assist in this process an independent advisor may be used.

### **2. Performance Evaluation**

The evaluation will include:

- (a) meeting with each Director and committee member to discuss individual performance and ideas for improvement;
- (b) comparing the performance of the Board with the requirements of its charter and suggestions for change or improvement;
- (c) examination of the Board's interaction with management;
- (d) the nature of information provided to the Board by management;
- (e) management's performance in assisting the Board to meet its objectives; and
- (f) an analysis of whether there is a need for existing Directors to undertake professional development.

The Remuneration and Nomination Committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

### **3. Disclosure**

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

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## SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY

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### 1. Introduction

As an ASX listed Company, the Company has obligations to comply with continuous disclosure requirements arising from the *Corporations Act 2001 (Cth)* and the Australian Securities Exchange (**ASX**) Listing Rules.

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. The importance of safeguarding the confidentiality of corporate information to avoid premature disclosure is paramount.

The Company has in place written policies on information disclosure and relevant procedures for the preparation, verification and release of announcements and periodic corporate reports.

### 2. Objectives

The focus of these policies and procedures is on continuous disclosure compliance providing clear, concise and effective disclosure and improving access to information for investors.

### 3. Continuous Disclosure Principle

- (a) The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, the Company must immediately disclose that information to the ASX. In this context, ASX has confirmed in Guidance Note 8 that "immediately" means "promptly and without delay".
- (b) ASX Listing Rule 15.7 requires that the Company must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.
- (c) Any material price sensitive information must be disclosed to the ASX in accordance with this policy.
- (d) The Company is deemed to have become aware of information as soon as an officer of the Company has, or ought reasonably to have, come into possession of the information in the course of performing their duties.

### 4. Continuous Disclosure Compliance

**The Board has designated** the Company Secretary as the person responsible for:

- (a) overseeing and co-ordinating disclosure of information to the ASX and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.

### 5. Disclosure Agreements

In accordance with ASX Guidance Note 22 of the ASX Listing Rules (Director Disclosure of Interests and Transactions in Securities – Obligations of Listed Entities), each Director

of the Company from time to time must enter into a Director Disclosure Agreement with the Company.

The Secretary is to maintain records of signed copies of these agreements.

## **6. Release of ASX Announcements**

The Company's procedure in relation to the review and release of ASX announcements (and media releases) is as follows:

- (a) All key announcements at the discretion of the Chief Executive Officer/Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are required to seek to provide their Chief Executive Officer/Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each key announcement, prior to its release. Where the urgency of the subject matter precludes reference to the full Board, an announcement within this category may be approved by the Directors who are available. It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) All members of the Board will receive copies of all material market announcements promptly after they have been made.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

The Company Secretary is to maintain a copy of all announcements released.

## **7. False Markets**

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX. This obligation arises even if the Company considers that an exception to continuous disclosure obligation applies. All announcements (and media releases) must be:

- (a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- (b) factual and not omit material information; and
- (c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

## **8. Briefing Investors, Analysts and the Media**

The Company holds briefing sessions with analysts, investors and media groups. Only authorised Company spokespersons may conduct such sessions and all sessions will be conducted in accordance with the Company's continuous disclosure obligations.

Any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation. Where practicable, the Company should consider providing shareholders the opportunity to participate in such presentations.

All employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

**9. Questions**

Any questions about the Company's continuous disclosure obligations or this Policy should be referred to the Company Secretary.

**10. Review**

The Board will monitor and review the content, effectiveness and implementation of this Policy on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

All new management or employees will be provided with a copy of this Policy as part of their induction into the Company.

**11. Breach of Policy**

The Company regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

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## SCHEDULE 7 – RISK MANAGEMENT POLICY

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### 1. Introduction

The Board determines the Company's "risk profile" and is responsible for establishing, overseeing and approving the Company's risk management framework, strategy and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

### 2. Responsibilities

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:

- (a) oversee and periodically review the Company's risk management framework, systems, practices and procedures to ensure effective risk identification and management and compliance with the risk appetite set by the Board, internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to environmental or social risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (Recommendations)*):
  - (i) if it does, how it manages, or intends to manage, those risks; and
  - (ii) if it does not, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers;
- (c) consider whether the Company has a material exposure to climate change risk;
- (d) assist management to determine the key risks to the businesses and prioritise work to manage those risks;
- (e) assess whether the Company is required to publish an integrated report or a sustainability report (as those terms are defined in the Recommendations in accordance with a recognised international standard); and
- (f) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

### 3. Process of Risk Management and Internal Compliance

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular

assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information;
- (c) verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and
- (d) implementation of risk transfer strategies where appropriate eg insurance.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report, at least annually, to the Audit and Risk Committee.

#### **4. Review**

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

#### **5. Disclosure**

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that the framework:

- (a) continues to be sound;
- (b) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
- (c) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

The Company will disclose if it has any material exposure to environmental or social risks (as those terms are defined in the Recommendations) and, if it does, how it manages, or intends to manage, those risks.

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## SCHEDULE 8 – SHARE TRADING POLICY

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### 1. Introduction

These guidelines set out the policy on the sale and purchase of securities in the Company by its Restricted Persons and all other employees (together, **Employees**).

Securities include any type of shares (including ordinary and preference), options, debentures, Derivates and other financial products covered by section 1042A of the *Corporations Act 2001* (Cth).

Restricted Persons are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Company has determined that its Restricted Persons are its Directors, executives and those employees directly reporting to the Chief Executive Officer/Managing Director.

Restricted Persons are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist employees to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

### 2. What types of transactions are covered by this policy?

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

### 3. Who does this Policy apply to?

This Policy applies to all Employees, as indicated in the Policy.

In accordance with the *Corporations Act 2001* (Cth), the insider trading prohibitions apply to all persons (including family members of Employees). As such, it is the Company's expectation that Employees will obtain legal advice prior to family members of Employees trading in securities when this Policy would prevent that Employee from undertaking the trade themselves.

Any questions about this Policy should be referred to the Company Secretary before trading.

### 4. What is insider trading?

#### 4.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and
- (b) that person:
  - (i) buys or sells securities in the Company; or

- (ii) procures someone else to buy or sell securities in the Company; or
- (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

In addition to the specific prohibition on insider trading described above, Restricted Persons and employees are prohibited from dealing in the Company's securities in the following circumstances, each called a **Closed Period**:

- (a) In the period commencing immediately after the end of the Company's half year and ending on the day after the lodgement of the Company's half year financial results with the ASX
- (b) In the period commencing immediately after the end of the Company's full financial year and ending on the day after the lodgement of Company's full year financial results with ASX;
- (c) In the period commencing one-week period prior to the lodgement of Company's quarterly reports with the ASX and ending on the day after each lodgement with ASX;
- (d) Where the dealing would be regarded as 'short term dealing';
- (e) Where the Chief Executive Officer in consultation with the Company Secretary has imposed a prohibition on dealing in Company securities due to certain activity or knowledge within the Company at a certain time. The lifting of the prohibition will also be determined by the Chief Executive Officer in consultation with the Company Secretary. The prohibition may not be generally advised to protect confidentiality so a Restricted Person or employee wanting to deal in Company securities may not be told why or for how long the prohibition will last;
- (f) Entering into transactions which limit the economic risk of participating in unvested entitlements, such as unvested options or vested entitlements that remain subject to a holding lock, under a Company equity based executive or employee incentive plan.

## 4.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the Company considering a major acquisition;
- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss of a major contract;
- (g) a management or business restructuring proposal; and
- (h) a payment of dividends or a share issue proposal;

### **4.3 Dealing through third parties**

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as “**Associates**” in these guidelines).

### **4.4 Information however obtained**

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

### **4.5 Employee Share or Option Schemes**

The prohibition does not apply to acquisitions of shares or options by Employees made under Employee Share or Option Schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an Employee Option Scheme. However, the prohibition does apply to the sale of shares acquired under an Employee Share Scheme and also to the sale of shares acquired following the exercise of an option granted under an Employee Option Scheme.

## **5. Guidelines for trading in the Company’s securities**

### **5.1 General rule**

Prior to dealing in the Company's securities, Employees other than Restricted Persons, may deal in the Company's securities:

- (a) if as the prohibitions in section 4.1 do not apply to them at the time of dealing;
- (b) they have notified the CEO and Company Secretary in writing of the type of dealing they intend undertaking; and
- (c) confirmed that there is no prohibition that applies to them, before the dealing takes place.

The Company has determined that Restricted Persons are more likely to be in possession of price-sensitive information regarding the Company. As a result, further restrictions on dealing in the Company's securities apply to Restricted Persons.

### **5.2 Short-term trading and short selling**

Restricted Persons must not engage in short-term trading of any of the Company's securities. An example of this would be to purchase the Company's shares with an intention to sell them within a 12 month period.

Restricted Persons must not engage in short selling of the Company's securities.

### **5.3 Hedging transactions**

Employees must not enter into an arrangement that would have the effect of limiting their exposure to risk relating to either unvested remuneration, or vested remuneration which remains subject to terms and conditions (**Hedging Transaction**).

If the Company has an equity-based remuneration scheme, Restricted Persons participating in the scheme must not enter into a Hedging Transaction without obtaining written approval.

## **5.4 Trading in derivatives**

Restricted Persons must not trade in any derivative products issued by the Company. Derivative products issued by the Company over its securities include warrants, exchange-traded and over the counter options and contracts for difference.

## **5.5 Margin lending and other secured financing arrangements**

Restricted Persons must not enter into any margin lending or other secured financing arrangements in respect of the Company's securities.

## **5.6 Securities in other companies**

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

## **5.7 Exceptions**

- (a) Restricted Persons may at any time:
- (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
  - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
  - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
  - (iv) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
  - (v) withdraw ordinary shares in the Company held on behalf of the Restricted Person in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
  - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
  - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
  - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
  - (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a Closed period is taken by the other trustees or by the investment managers independently of the restricted person;
  - (x) undertake to accept, or accept, a takeover offer;

- (xi) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
  - (xii) dispose of securities of the Company resulting from a secured lender exercising their rights under a margin lending or other secured financing arrangement permitted by this Policy;
  - (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
  - (xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the Closed periods. Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale.
- (c) Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

## **6. Approval and Notification Requirements**

### **6.1 Approval requirements**

- (a) Employees other than Restricted Persons must notify the Chief Executive Officer/Managing Director and Company Secretary in writing of the type of dealing they intend undertaking and confirm that there is no prohibition that applies to them before the dealing takes place.
- (b) Where the Restricted Person who is not a Director, they must notify the Chief Executive Officer/Managing Director and Company Secretary in writing and confirm that there is no prohibition that applies to them before the dealing takes place.
- (c) Where the Restricted Person who is a Director, they must notify the Chair and Company Secretary and if the Director is the Chair, then to a board member and Company Secretary and confirm that no prohibition in dealing applies.
- (d) All requests of dealing must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (e) All Employees and Restricted Persons must receive permission for the dealing before dealing takes place.

- (f) Any dealing in the Company's securities must occur within 10 trading days after permission being granted and must be consistent with the notification.

## **6.2 Notification**

Subsequent to approval obtained in accordance with paragraphs 6.1, any Restricted Persons who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

## **6.3 Restricted Persons sales of securities**

Restricted Persons need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Restricted Person needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

## **6.4 Exemption from Closed Periods restrictions due to exceptional circumstance**

Restricted Persons who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chief Executive Officer/Managing Director (or in the case of the Chief Executive Officer/Managing Director, by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

## **6.5 Severe financial hardship or exceptional circumstances**

The determination of whether a Restricted Person is in severe financial hardship will be made by the Chief Executive Officer/Managing Director (or in the case of the Chief Executive Officer/Managing Director, by all other members of the Board).

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

## **6.6 Financial hardship**

Restricted Persons may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Chief Executive Officer/Managing Director (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

## **6.7 Exceptional circumstances**

Exceptional circumstances may apply to the disposal of Company securities by a Restricted Person if the person is required by a court order or a court enforceable undertaking (for example in a bona fide family settlement), to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

## **7. ASX notification for Directors**

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

## **8. Effect of Compliance with this Policy**

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

## **9. Review**

The Board will review this Policy annually and this Policy may be amended by resolution of the Board.

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## SCHEDULE 9 – DIVERSITY POLICY

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### 1. Introduction

The Company's stated values and all the Company's related bodies corporate are committed to workplace diversity.

The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention and motivation, accessing different perspectives and ideas and benefiting from all available talent.

The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

To the extent practicable, the Company will consider the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition* where appropriate to the Company.

This Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

### 2. Objectives

The Diversity Policy provides a framework for the Company to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;
- (d) improved employment, talent management and career development opportunities for all employees;
- (e) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;
- (f) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (g) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

The Diversity Policy does not impose on the Company, its directors, officers, agents or employees any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

### **3. Responsibilities**

#### **3.1 The Board's commitment**

The Board is committed to workplace diversity at the senior level and the Board level of the Company.

The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices and development of strategies to meet the Objectives.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board shall annually assess any Measurable Objectives (if any), and the Company's progress towards achieving them.

The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.

The Board will consider conducting all Board appointment processes in a manner that promotes diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

#### **3.2 Strategies**

The Company's diversity strategies may include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;
- (e) developing a culture which takes account of domestic responsibilities of employees;
- (f) establishing objectives on an annual basis to identify ways in which the achievement of diversity at the Company is measured; and
- (g) any other strategies the Board develops from time to time.

### **4. Monitoring and Evaluation**

The Chair of the Board will monitor the scope and currency of this policy.

The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.

Measurable Objectives as set by the Board, may be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

In addition, the Board will review progress against the Measurable Objectives as a key performance indicator in its annual performance assessment.

## 5. Reporting

The Company will disclose, for each financial year:

- (a) any Measurable Objectives set by the Board;
- (b) progress against these Measurable Objectives; and
- (c) either:
  - (i) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined “senior executive” for these purposes) and across the whole Company; or
  - (ii) if the Company is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.

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## SCHEDULE 10 – WHISTLEBLOWER POLICY

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### 1. Purpose

The Company and its subsidiaries are committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

The Company has adopted this Whistleblower Policy to:

- (a) encourage and support people to feel confident to speak up safely and securely if they become aware of wrong-doing or illegal or improper conduct within the organisation;
- (b) provide information and guidance on how to report such conduct, how reports will be handled and investigated in a timely manner and the support and protections available if a report is made;
- (c) set out the responsibilities of the Company and its management in upholding the Company's commitment to reporting any illegal, unethical or improper conduct; and
- (d) promote ethical behaviour and a culture of speaking up to deter wrong-doing.

This Whistleblower Policy is in compliance with the ASX Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition as well as industry standards and the Company's legal and regulatory obligations.

This Whistleblower Policy applies globally. To the extent that laws and regulations in any country are more rigorous or restrictive than this Whistleblower Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Whistleblower Policy, this Whistleblower Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

In this Whistleblower Policy, references to the Company includes references to the Company and any of its subsidiaries.

### 2. Definitions

In this Whistleblower Policy the following words or phrases mean the following:

**AFP** means the Australian Federal Police.

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**Commissioner** means the Commissioner of Taxation.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Discloser** means a person disclosing a Reportable Matter under this Whistleblower Policy and includes an individual who is, or has been, one of the following in relation to the entity:

- (a) an officer or employee of the Company (and includes current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and directors);

- (b) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (and includes current and former contractors, consultants, service providers and business partners);
- (c) an associate of the Company,  
or a relative or dependant of one of the above (or of their spouse).

**Personnel** means all persons (whether authorised or unauthorised) acting on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company, as the context requires.

**Recipient** has the meaning set out in clause 6.2(a).

**Reportable Matter** has the meaning set out in clause 6.1.

**Taxation Act** means the *Taxation Administration Act 1953* (Cth).

### 3. Who this policy applies to

- (a) The Company requires all Personnel to comply with this Whistleblower Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.
- (b) The Whistleblower Policy applies to all Disclosers of Reportable Matters. However, additional disclosures may be protected under other legislation.

### 4. Responsibility for compliance and training

- (a) The Company's Board is responsible for the overall administration of this Whistleblower Policy. The Board will monitor the implementation of this Whistleblower Policy and will review on an ongoing basis its suitability and effectiveness. Internal control systems and procedures will be reviewed regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.
- (b) The Board may appoint a Whistleblower Protection Officer who will be responsible for:
  - (i) protecting Disclosers and applying this Whistleblower Policy;
  - (ii) monitoring the effectiveness of relevant policies and reporting to the Board accordingly; and
  - (iii) ensuring compliance with whistleblower training and programs.
- (c) The Board may appoint a Whistleblower Investigating Officer who will be responsible for:
  - (i) investigating reports made under this Whistleblower Policy and any business unit whistleblower policy; and
  - (ii) reporting to the Board.
- (d) In addition to the Board and the Whistleblower Protection Officer, each of the Company's subsidiaries outside Australia may have designated executives responsible for monitoring and applying this Whistleblower Policy.
- (e) A copy of this Whistleblower Policy will be made available on the Company's website and intranet and in such other ways as will ensure the Whistleblower Policy is available to those wishing to use it.

- (f) All Personnel are required to understand and comply with this Whistleblower Policy and to follow the reporting requirements set out in this Whistleblower Policy. To this end, regular and appropriate training on how to comply with this Whistleblower Policy will be provided to all Personnel (including recipients and potential investigators and those with specific responsibility under this Whistleblower Policy) to ensure everyone is aware of their rights and obligations under this Whistleblower Policy and under applicable whistleblower laws. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Whistleblower Policy.

## 5. Consequences of breaching this Whistleblower Policy

- (a) A breach of this Whistleblower Policy may expose Personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
- (b) A breach of this Whistleblower Policy by Personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.

## 6. Whistleblower Policy

### 6.1 Reportable Matters

Personnel are encouraged to speak up and report Reportable Matters under this Whistleblower Policy to a Recipient listed in clause 6.2(a).

<b>What are Reportable Matters?</b>	
<p><b>Reportable Matters</b> involve any actual or suspected misconduct or an improper state of affairs in relation to the Company or a related body corporate or an officer or employee of the Company.</p> <p>You must have reasonable grounds for reporting such conduct but you should speak up even if you are unsure if something is a Reportable Matter.</p>	<p>Reportable Matters may or may not include a breach of law or information that indicates a danger to the public or to the financial system.</p> <p><b>Examples</b> of Reportable Matters include, but are not limited to, conduct which:</p> <ul style="list-style-type: none"> <li>(a) is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the Company's Anti-Bribery and Corruption Policy;</li> <li>(b) is illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property) or involves criminal conduct or other breaches of law or regulatory requirements;</li> <li>(c) is unethical or breaches any of the Company's policies, charters or Code of Conduct;</li> <li>(d) is potentially harmful or damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources;</li> <li>(e) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest;</li> </ul>

	<p>(f) involves actual or threatened harassment, discrimination, victimisation or bullying, or any other type of detrimental action (other than disclosures that solely relate to personal work-related grievances as defined in the Corporations Act); or</p> <p>(g) amounts to an abuse of authority.</p>
<p>Reportable Matters do <b>not</b> generally include <b>personal work-related grievances</b>.</p> <p>Personal work-related grievances are those that relate to current or former employment and have, or tend to have, implications for the Discloser personally but do not have any other significant implications for the Company (or any other entity) or do not relate to conduct or alleged conduct, about a Reportable Matter.</p> <p>Personnel can discuss personal work-related grievances with the Whistleblower Protection Officer. Alternatively, Personnel may wish to seek legal advice about their rights and protections under employment law and ways to resolve personal work-related grievances.</p> <p>However, in some cases, these grievances may qualify for legal protection (See Annexure 1).</p>	<p><b>Examples</b> of personal work-related grievances include:</p> <p>(a) an interpersonal conflict between the Discloser and another employee; and</p> <p>(b) a decision that does not involve a breach of workplace laws;</p> <p>(c) a decision concerning the engagement, transfer or promotion of the Discloser;</p> <p>(d) a decision concerning the terms and conditions of engagement of the Discloser; or</p> <p>(e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.</p>

## 6.2 Making a Report

### (a) Who to report to?

The Company encourages reports of Reportable Matters to be made to any of the following recipients (as appropriate in the circumstances) (**Recipients**):

- (i) to the Whistleblower Protection Officer;
- (ii) to the relevant supervisor, senior manager or officer in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;
- (iii) to the Chair of the Audit and Risk Committee;
- (iv) any member of the Board; and
- (v) the Company Secretary.

The Company recognises that there may be issues of sensitivity whereby a Discloser does not feel comfortable to make a report to an internal recipient. In such cases, the Discloser may feel more comfortable making an anonymous disclosure to an external recipient.

Nothing in this Whistleblower Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, Commissioner), the Company's auditor or a member of the audit team, a lawyer (to obtain advice or representation) or any other person in accordance with any relevant law, regulation or other requirement. Information in relation to whistleblowing is available from such regulators and can generally be downloaded on their website.

(b) **Anonymous reports**

The Company also appreciates that speaking up can be difficult. Reports can also be made anonymously or using a pseudonym and still be protected. A Discloser can refuse to answer questions that could reveal their identity. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the Discloser about the report. Anonymous Disclosers should therefore attempt to maintain two-way communication as far as possible.

Anonymous reports can be made by sending an anonymous email using a temporary or disposable email address available from the internet.

(b) **Information to include in the report**

As much information should be included in the report as possible including details of the Reportable Matter, people involved, dates, locations and whether more evidence may exist.

Disclosers will be expected to have reasonable grounds to believe the information being disclosed is true (which will be based on the objective reasonableness of the reasons for the Discloser's suspicions) but the Discloser will not be penalised and may still qualify for protection if the information turns out to be incorrect should they have such reasonable grounds. However, any deliberate false reporting will not qualify for protection under this Whistleblower Policy and will be treated as a serious matter and may be subject to disciplinary action.

(c) **Questions**

Personnel who are unsure about how this Whistleblower Policy works, what is covered by the Whistleblower Policy or how a disclosure may be handled are encouraged to speak with the Whistleblower Protection Officer or the Company Secretary in the first instance.

### **6.3 Investigating a Report**

(a) **Who will investigate?**

An appropriate investigator (or investigators) may be appointed to investigate any reports made under this Whistleblower Policy. An investigator will be independent of the Discloser and individuals who are the subject of the disclosure and the department or business unit involved. Possible investigators include:

- (i) the Whistleblower Investigating Officer;
- (ii) the Whistleblower Protection Officer;
- (iii) a relevant supervisor, senior manager or officer in the Company who makes, or participates in making, decisions that affect the whole, or a

substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;

- (iv) the Chair of the Audit and Risk Committee;
- (v) any member of the Board;
- (vi) the Company Secretary; or
- (vii) an independent adviser.

Where a Reportable Matter relates to the managing director, Chief Executive Officer, Whistleblower Protection Officer, Whistleblower Investigating Officer or a director of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee, the Company's General Counsel or other appropriate person.

**(b) How will the investigation be conducted?**

Any matters reported under this Whistleblower Policy will be considered and a determination will be made as to whether the disclosure falls within the scope of this Whistleblower Policy. If so, the matter will be investigated as soon as practicable after the matter has been reported. The investigation process will be conducted in a thorough, fair, objective and independent manner (while preserving confidentiality) and will depend on the precise nature of the conduct being investigated. Due care and appropriate speed will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process. The Company may seek independent advice as necessary.

The Discloser may be asked for further information, will be given regular and appropriate updates in the circumstances and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality). Any updates or outcomes will be advised by reasonable means.

Anonymous reports will be investigated based on the information provided and may be limited if the Discloser has refused or omitted to provide contact details.

At the end of the investigation, the relevant investigating officer will report their findings to the appropriate person who will determine the appropriate response. This may include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary. The identity of the Discloser will be redacted from any written investigation reports unless they have consented to disclosure of their identity.

The Discloser may lodge a complaint with a regulator if they are not happy with an outcome of the investigation or if they consider that this Whistleblower Policy has not been adhered to adequately.

## **6.4 Support and Protections**

**(a) Identity Protection (Confidentiality) for Disclosers**

The identity of and information likely to lead to the identification of a Discloser will be kept confidential, however a disclosure can be made:

- (i) if the Discloser consents;
- (ii) to ASIC, APRA, the Commissioner or a member of the AFP;

- (iii) to a lawyer for the purpose of obtaining legal advice or representation;  
or
- (iv) if the disclosure is allowed or required by law.

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the Discloser (including redacting all personal information or references to the Discloser, restricting the number of people involved in handling and investigating the disclosure and ensuring secure and confidential email communication in relation to the investigation). Note however, that in practice, people may be able to guess the Discloser's identity if the Discloser has mentioned their intention to make a disclosure; the Discloser is one of a very small number of people with access to the information; or the disclosure relates to information that a Discloser has previously been told privately and in confidence.

Unauthorised disclosure of:

- (i) the identity of a Discloser who has made a report of a Reportable Matter; or
- (ii) information from which the identity of the Discloser could be inferred,

may be an offence under Australian law, will be regarded as a disciplinary matter and will be dealt with in accordance with the Company's disciplinary procedures.

A Discloser may lodge a complaint about a breach of confidentiality with the Company or a regulator.

(b) **Protection from detriment for Disclosers**

A Discloser who makes a report under this Whistleblower Policy shall not suffer detriment (either actual or threatened). Examples of actual or threatened detriment include:

- (i) harassment, intimidation, victimisation, bias or discrimination;
- (ii) dismissal of an employee or varying an employee's position or duties;
- (iii) causing physical or psychological harm or injury; or
- (iv) damage to a person's property, reputation, business or financial position or any other damage.

Certain actions will not constitute detrimental conduct such as:

- (i) administrative action that is reasonable for the purpose of protecting a Discloser from detriment (eg moving a Discloser who has made a disclosure about their immediate work area to another area to prevent them from detriment); and
- (ii) managing a Discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

The Company will take all steps to protect Disclosers from any form of detrimental treatment and may ensure that a risk assessment is carried out to determine the risk of detriment.

Anyone who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act, Taxation Act or other Australian law.

Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with clause 6.2.

A Discloser (or any other employee or person) can seek compensation or other remedies through the courts if:

- (i) they suffer loss, damage or injury because of a disclosure; and
- (ii) the Company failed to prevent a person from causing the detriment.

A Discloser may seek independent legal advice or contact a regulatory body if they believe they have suffered detriment.

**(c) Other protections available to Disclosers**

Additional protections will be offered by the Company depending on the Reportable Matter and the people involved. Protections may include but are not limited to:

- (i) monitoring and managing behaviour of other employees;
- (ii) offering support services (including counselling or other professional or legal services);
- (iii) implementing strategies to help minimise and manage stress; time or performance impacts; or other challenges resulting from the disclosure or the investigation;
- (iv) where practicable, relocating employees to a different group or office or to another role or making modifications to the employee's workplace or the way they perform their duties;
- (v) offering a leave of absence or flexible workplace arrangements during the course of an investigation; or
- (vi) rectifying any detriment suffered.

In addition, current and former employees may also request additional support from the Whistleblower Protection Officer if required.

Whilst the Company will endeavour to support all Disclosers, it will not be able to provide the same sort of practical support to each Discloser. Therefore, the processes in this Whistleblower Policy will be adapted and applied to the extent reasonably possible.

**(d) Fair treatment of those mentioned in a disclosure**

The Company will ensure fair treatment of officers and employees of the Company who are mentioned in any disclosure, and to whom any disclosures relate. The disclosure will be handled confidentially and will be assessed and may be subject to investigation. If an investigation is required, it will be conducted in an objective, fair and independent manner. Such employees will be advised of the subject matter of the disclosure at the appropriate time and as required by law and will be advised of the outcome of the investigation. An employee who is the subject of a disclosure may contact the Company's support services.

While it is not the responsibility of a Whistleblower to prove the allegations which are the subject of a disclosure, a mere allegation with no supporting information is unlikely to have 'reasonable grounds to suspect'. Whistleblowers must ensure the information reported is, to the best of their knowledge, true and that a disclosure is not done for malicious or vexatious reasons. Deliberate false

reporting could have serious consequences for the reputation of the company and the person involved in the disclosure. For clarity, reporting of false information does not include circumstances where a Whistleblower has reported information in good faith and which they believe to be true, but which is later determined to be unfounded as a result of an investigation performed by the organisation.

Deliberate false reporting of information will not be protected under this policy and is likely to amount to a breach of the Code of Conduct in Schedule 2 of the Corporate Governance Plan.

(e) **Files and Records**

The Company will ensure that any records relating to any reports made under this Whistleblower Policy are stored securely and only accessed by authorised personnel directly involved in managing and investigating the report. All those involved in handling and investigating reports will be reminded about confidentiality requirements including that an unauthorised disclosure of a Discloser's identity may be a criminal offence.

(f) **Special legal protections under the Corporations Act and the Taxation Act**

Whilst this Whistleblower Policy deals with internal disclosures of information, additional legal protections are available for certain Disclosers under the Corporations Act and the Taxation Act provided the disclosure is about a "disclosable matter" or "tax affair" as defined under such legislation and certain conditions are met. These are summarised in Annexures 1 and 2 respectively. Disclosures that are not about "disclosable matters" or "tax affairs" will not qualify for protection under the Corporations Act or Taxation Act. For more information, see the information available on the ASIC website and the ATO website.

**7. Monitoring and Review**

- (a) Material incidences reported under this Whistleblower Policy will be reported to the Board or a committee of the Board.
- (b) The Board, in conjunction with the Whistleblower Protection Officer will monitor the content, effectiveness and implementation of this Whistleblower Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible and circulated to all officers and employees
- (c) Officers and employees are invited to comment on this Whistleblower Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

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## ANNEXURE 1 – SUMMARY OF PROTECTIONS UNDER THE CORPORATIONS ACT

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The Corporations Act sets out disclosures that are protected under the Corporations Act if certain conditions are met as well as the protections available to protected disclosures. ***A summary of such protections (as at the date of this policy) is set out below but you should refer to the Corporations Act itself for a full understanding of the conditions and protections available and the relevant definitions. You can also visit the ASIC website for more information.***

### 1. **PROTECTED DISCLOSURES**

Disclosures will be protected if:

- (b) the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
- (i) an officer or employee of the Company (eg current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
  - (ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company (eg current and former contractors, consultants, service providers and business partners);
  - (iii) an associate of the Company;
  - (iv) a relative, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above; or
  - (v) any prescribed individual under the Corporations Act;
- (b) **and** the disclosure is made to:
- (i) the ASIC, APRA or a prescribed Commonwealth authority; or
  - (ii) an **Eligible Recipient**, being:
    - (A) an officer or senior manager of the Company or a related body corporate of the Company;
    - (B) an auditor (or a member of the audit team) of the Company or a related body corporate of the Company;
    - (C) an actuary of the Company or a related body corporate of the Company;
    - (D) a person authorised by the Company to receive disclosures that qualify for protection under the Corporations Act;
    - (E) anyone prescribed under the regulations as being an eligible recipient; or
  - (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act (even in the event such legal practitioner concludes that a disclosure does not relate to a disclosable matter under the Corporations Act);
- (c) **and** the disclosure relates to a **Disclosable Matter** in that the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company. This includes any suspicion that the Company or its body corporate, or an officer or employee of the Company or its body corporate has engaged in conduct that:
- (i) constitutes an offence against, or a contravention of, a provision of the Corporations Act, the *Australian Securities Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, or an instrument made under any such Act; or
  - (ii) constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
  - (iii) represents a danger to the public or the financial system; or
  - (iv) is prescribed by regulation.
- (Note that the term “misconduct” is defined in the Corporations Act to include fraud, negligence, default, breach of trust and breach of duty.)

(d) **Public interest and Emergency Disclosures**

Emergency or public interest disclosures (as defined under the Corporations Act) will also be protected if made to Journalists or Parliamentarians (each as defined in the Corporations Act) in extreme cases (excluding tax matters) in circumstances where at least 90 days have passed since an earlier protected disclosure has been made to ASIC, APRA or another Commonwealth body without reasonable steps having been taken to address the misconduct, or there will be substantial and imminent danger to someone's health or safety. Note that before such public interest disclosure is made, the discloser must have given written notice to the relevant regulatory body. Such notice must include sufficient information to identify the previous disclosure and must state that the discloser intends to make the public disclosure if appropriate steps are not taken.

Disclosers are advised to contact the Company's Whistleblower Protection Officer or an independent legal adviser to ensure they understand the criteria for making an emergency or public interest disclosure that qualifies for protection.

(e) **Personal work-related grievances**

Personal work-related grievances (as defined in the Corporations Act) will not be protected to the extent that the information disclosed does not concern a contravention, or an alleged contravention, of the prohibition on victimisation under the Corporations Act that involves detriment caused to the discloser or a threat made to the discloser.

However, a personal work-related grievance will still qualify for protection if:

- (i) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (ii) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Discloser's personal circumstances;
- (iii) the Discloser suffers from or is threatened with detriment for making the disclosure; or
- (iv) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

## 2. **PROTECTIONS AVAILABLE**

(a) **Protected disclosures will be given the following protections under the Corporations Act**

**Protected disclosures not actionable**

- (i) the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
- (ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and
- (iii) if the disclosure qualified for protection under the Corporations Act (including public interest and emergency disclosure), the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;

**Victimisation Prohibited**

Anyone who causes or threatens to cause detriment (as defined in the Corporations Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

- (i) requiring compensation for loss or damage;
- (ii) an injunction to prevent, stop or remedy the effects of detrimental conduct;
- (iii) an order requiring an apology for engaging in detrimental conduct;
- (iv) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and

- (v) any other order the court thinks appropriate.

#### **Identifying information not to be disclosed**

Subject to applicable laws:

- (i) a discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (ii) the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except an authorised disclosure to ASIC, APRA, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

#### **Costs of proceedings**

A discloser may not need to pay costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

#### **(b) Confidentiality**

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless expressly authorised in writing.

A disclosure of the discloser's identity will be authorised if made:

- (i) to ASIC, APRA or a member of the AFP;
- (ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;
- (iii) to a person prescribed by the regulations of the Corporations Act for this purpose;
- (iv) with the express written consent of the discloser; or
- (v) by ASIC, APRA or a member of the AFP to a Commonwealth or State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

#### **(c) Timing**

A discloser will qualify for protection from the time they make their disclosure, regardless of whether, at this time, the discloser or recipient recognises that the disclosure qualifies for protection.

#### **(d) No immunity from misconduct**

Note that the protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

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## ANNEXURE 2 – SUMMARY OF PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT

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The Taxation Act sets out disclosures that are protected under the Taxation Administration Act if certain conditions are met as well as protections available to protected disclosures. **A summary of such protections (as at the date of this policy) is set out below but you should refer to the Taxation Administration Act itself for a full understanding of the conditions and protections available and the relevant definitions. You can also visit the ATO website for more information.**

### 1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- (a) the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
  - (i) an officer (within the meaning of the Corporations Act) or employee of the Company ;
  - (ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company ;
  - (iii) an associate (within the meaning of the *Income Tax Assessment Act 1936*) of the Company ;
  - (iv) a spouse, child or dependant of any individual referred to in (i) to (iii) above or of such an individual's spouse; or
  - (v) any prescribed individual under the regulations under the Taxation Act;
- (b) **and** the disclosure is made to:
  - (i) the Commissioner **and** the discloser consider that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; or
  - (ii) an **Eligible Recipient**, being:
    - (A) a director, secretary or senior manager of the Company ;
    - (B) an employee or officer of the Company who has functions or duties that relate to the tax affairs (within the meaning of the Taxation Act) of the Company ;
    - (C) the Company's auditor (or a member of that audit team);
    - (D) a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009*) who provides tax agent services or BAS services to the Company ;
    - (E) a person authorised by the Company to receive disclosures that qualify for protection under the Taxation Act; or
    - (F) anyone prescribed under the Taxation Act regulations as being an Eligible Recipient;

**and** the discloser has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company ("tax affairs" means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner);

**and** the discloser considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company; or

- (iii) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act.

### 2. PROTECTIONS AVAILABLE

- (a) **Protected Disclosures will be given the following protections under the Taxation Act**
  - Protected disclosures not actionable**
    - (i) the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
    - (ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and

- (iii) if the disclosure was a disclosure of information to the Commissioner, the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;

(Note that in relation to (i) to (iii) above, the discloser has qualified privilege in respect of the disclosure and a contract to which the person is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.)

#### **Victimisation prohibited**

Anyone who causes or threatens to cause detriment (as defined in the Taxation Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

- (i) requiring compensation for loss or damage;
- (ii) an injunction to prevent, stop or remedy the effects of detrimental conduct;
- (iii) an order requiring an apology for engaging in detrimental conduct;
- (iv) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- (v) any other order the court thinks appropriate

#### **Identifying information not to be disclosed**

- (i) a discloser's identity (or information likely to lead to the identity of the discloser) cannot be disclosed to a Court or tribunal except where considered necessary; and
- (ii) the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except the Commissioner, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

#### **Costs of proceedings**

A discloser may not need to pay the costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

#### **(b) Confidentiality**

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless authorised.

A disclosure of the discloser's identity will be authorised if made:

- (i) to the Commissioner or a member of the AFP;
- (ii) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act;
- (iii) to a person prescribed by the regulations of the Taxation Act for this purpose; or
- (iv) with the express written consent of the discloser.

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

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## SCHEDULE 11 – ANTI-BRIBERY AND CORRUPTION POLICY

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### 1. Introduction

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Bribery and Corruption and to upholding all laws relevant to these issues, including the Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Corruption Policy (**Policy**) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This Policy applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this Policy, this Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

In this Policy, references to the Company includes references to the Company and all of its subsidiaries.

### 2. Definitions

In this Policy the following words or phrases mean the following:

**Corruption Legislation** includes many laws such as the *Criminal Code Act 1995 (Cth)* and any applicable Corruption laws and regulations applicable to the location in which the Company operates.

**Bribery** is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

**Business Associates** means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities.

**Corruption** is the abuse of entrusted power for private gain.

**Facilitation Payment** means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

**Gifts, Entertainment and Hospitality** includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- (a) fall within reasonable bounds of value and occurrence;

- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

**Government Official** means:

- (a) any politician, political party, party official or candidate of political office;
- (b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- (c) any official or employee of any public international organisation;
- (d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- (e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- (f) any person who holds themselves out to be an authorised intermediary of a government official.

**Item of Value** includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value.

**Money-laundering** means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

**Official** means a Government Official, political party, official or officer of a political party or candidate for political office.

**Personnel** means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including directors, officers, temporary staff, contractors, consultants and employees of the Company and its subsidiaries.

**Secret Commissions** means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

**Secure an improper advantage** includes obtaining any commercial or financial benefit.

**Third Party** means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

### 3. Purpose

The purpose of this Policy is to:

- (a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and
- (b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

#### **4. Scope and authority**

The Company requires all Personnel to comply with this Policy as well as the Anti-Corruption Legislation. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company and its subsidiaries.

This Policy applies to all Personnel, including directors, employees, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and any of its subsidiaries.

#### **5. Responsibility for policy compliance and training**

- (a) The Company's Board is responsible for the overall administration of this Policy. The Board and the Anti-Bribery Officer will monitor the implementation of this Policy and will review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures will be reviewed regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.
- (b) In addition to the Board and the Anti-Bribery Officer, each of the Company's subsidiaries outside Australia has designated executives responsible for monitoring and applying this Policy.
- (c) A copy of this Policy will be made available to all Personnel and in such other ways as will ensure the Policy is available to Personnel wishing to use it.
- (d) All Personnel are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, regular and appropriate training on how to comply with this Policy will be provided to all senior managers and other relevant Personnel by the Board and the Anti-Bribery Officer for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Policy.
- (e) All Business Associates are required to be made aware of this Policy and to undertake to comply with this Policy in relation to any of their dealings with, for or on behalf of the Company.
- (f) The prevention, detection and reporting of Bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

#### **6. Consequences of breaching this Policy**

- (a) Bribery and the related improper conduct addressed by this Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- (b) A breach of this Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.
- (c) Breach of this Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

## **7. Policy**

### **7.1 General principle**

- (a) Personnel must:
- (i) understand and comply with this Policy and attend all relevant training;
  - (ii) not engage in Bribery or any other form of Corruption or improper conduct;
  - (iii) not make Facilitation Payments;
  - (iv) not offer, pay, solicit or accept Secret Commissions;
  - (v) not engage in Money-laundering;
  - (vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
  - (vii) obtain required approvals for political contributions and charitable donations;
  - (viii) maintain accurate records of dealings with Third Parties; and
  - (ix) be vigilant and report any breaches of, or suspicious behavior related to, this Policy.
- (b) This Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

### **7.2 Prohibition against Bribery and Corruption**

- (a) The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- (b) The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.
- (c) The prohibition of Bribery under this Policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:
- (i) offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
  - (ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
  - (iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to

make such payment or provision), in order to secure an improper advantage or obtain or retain business.

- (d) The prohibition of Bribery under this Policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:
  - (i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
  - (ii) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
  - (iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

### **7.3 Prohibition on Facilitation Payments, Secret Commissions and Money-laundering**

- (a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- (b) Personnel are prohibited from:
  - (i) making Facilitation Payments;
  - (ii) offering, paying, soliciting or receiving Secret Commissions; and
  - (iii) engaging in Money-laundering.

### **7.4 Political Donations and Charitable Donations**

#### **(a) Political Donations**

Political donations include gifts or payments made, directly or indirectly, to a political party, candidate, or elected official at federal, state or local government.

The Company does not make political contributions and prohibits Personnel from making political contributions to Officials on behalf of the Company.

This Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

#### **(b) Charitable Donations**

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits of \$1,000

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

### **7.5 Interactions with Officials and Third Parties must be Compliant**

- (a) All interactions with Officials, Third Parties and Business Associates must comply with this Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

- (b) The prohibitions under this Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

## **7.6 Documentation and Recordkeeping**

- (a) As part of the Company's commitment to transparency in business practice the Company requires all of its businesses to maintain accurate books of account and records.
- (b) The Company and its subsidiaries must keep accurate and complete records of all business transactions:
  - (i) in accordance with generally accepted accounting principles and practices;
  - (ii) in accordance with the Company's accounting and finance policies; and
  - (iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.
- (d) All Personnel must record Items of Value given or received in the Items of Value Register.

## **7.7 Compliance with Local Laws Required**

If Local Laws in a particular country or region are more restrictive than this Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

## **7.8 Reporting Violations and Suspected Misconduct**

- (a) Any Personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board or the Anti-Bribery Officer.
- (b) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board or the Anti-Bribery Officer.

## **7.9 Protection**

- (a) The Company prohibits retaliation against anyone reporting such suspicions.
- (b) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this Policy.
- (c) If you are not comfortable, for any reason, with speaking directly to the Board or the Anti-Bribery Officer, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

## **8. Monitoring and Review**

- (a) Material breaches of this Policy will be reported to the Board or a committee of the Board.
- (b) The Board and the Anti-Bribery Officer will monitor the content, effectiveness and implementation of this Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.
- (c) Personnel are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board or the Anti-Bribery Officer.

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## APPENDIX – ITEMS OF VALUE REGISTER

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### 1. Definitions

**Gifts, Entertainment and Hospitality** includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- (a) fall within reasonable bounds of value and occurrence;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

**Item of Value** includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality and other tangible or intangible benefits or anything of value.

### 2. Completing the Items of Value Register

The following information is required in completing the Items of Value Register:

<b>Receiving Items of Value</b>
Date Received
Name, Position & Business Unit of Recipient
Name of Giver (Who is giving you the gift / entertainment)
Description of gift / entertainment
Value \$
Reason for acceptance
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. GM)

<b>Offering Items of Value</b>
Date Offered
Name, Position & Business Unit of Offeror
Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment
Value \$
Reason for offering
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. GM)

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## **SCHEDULE 12 – SHAREHOLDER COMMUNICATIONS STRATEGY**

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### **1. Introduction**

The Board of the Company recognises that shareholders and other stakeholders are entitled to be informed in a timely and readily accessible manner of all major developments affecting the Company.

The purpose of this shareholder communications policy is to promote effective communication with shareholders and other stakeholders and to encourage and facilitate participation at the Company's Annual General Meetings and General Meetings and dealing promptly with the enquiries of shareholders and other stakeholders.

### **2. Methods of communication**

Information is communicated to shareholders through:

- (a) the Annual Report delivered by post or via email (if requested by the shareholder) and which is also released to ASX and placed on the Company's website;
- (b) the quarterly, half yearly and annual report which is released to ASX and also placed on the Company's website;
- (c) disclosures and announcements made to the ASX, copies of which are placed on the Company's website;
- (d) notices and explanatory statements of Annual General Meetings (AGM) and General Meetings (GM), copies of which are released to ASX and placed on the Company's website;
- (e) the Chair of the Board's address and the Chief Executive Officer/Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;
- (f) the Chief Executive Officer/Managing Director's presentation made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;
- (g) the Company's website on which the Company posts all announcements which it makes to the ASX as well as materials distributed at investor or analyst presentations including recordings or transcripts of such presentations; and
- (h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the quarterly, half yearly and annual reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

### **3. General Meeting**

Shareholders are encouraged to participate at all AGMs and GMs of the Company. Upon the despatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be

held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings.

All substantive resolutions at shareholder meetings will be decided on a show of hands unless a poll is demanded.

#### **4. General**

Historical Half Year and Annual Reports of the Company are provided on the Company's website.

Shareholders queries should be referred to the Company Secretary in the first instance. Any significant comments or concerns will be conveyed to the Board and relevant senior executives.

Shareholders with any questions related to their shareholding should contact the Company's share registry, Computershare Investor Services Pty Ltd.

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## **ANNEXURE A – DEFINITION OF INDEPENDENCE**

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Examples of interests, positions and relationships that might raise issues about the independence of a director include if the director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (b) receives performance-based remuneration (including options or performance rights), or participates in an employee incentive scheme of the Company;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- (d) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder of the Company;
- (e) has close personal ties with any person who falls within any of the categories described above; or
- (f) has been a director of the Company for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

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## **SCHEDULE 13 – ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY**

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### **1. Introduction**

The Company recognises a sustainable and successful business is impacted by the engagement of stakeholders, delivery of shareholder wealth and optimising business operations in a socially and environmentally responsible manner.

This environmental, social and governance policy (**ESG Policy**) regulates and provide guidance for the Company's management of activities to minimise adverse workforce, community or environmental impacts.

The Board is responsible for implementing the ESG management system.

### **2. Governing principles**

The Company will:

- (i) comply with all relevant laws, legal requirement and regulations and apply responsible industry standards where laws do not exist;
- (ii) establish objectives and targets that will drive continuous improvement in ESG performance;
- (iii) identify, manage ESG risks and implement a systematic approach to ESG risks;
- (iv) review the ESG contingency planning process to ensure high risk activities identified in the ESG risk management have appropriate contingency plans in place;
- (v) commit to operate all business units in an environmentally responsible and sustainable manner. Where economically practicable, improve energy efficiency to reduce energy used and reduce direct production costs;
- (vi) inform employees and contractors about their environmental responsibilities;
- (vii) recognise and honour the cultural heritage, customs and traditions of all indigenous peoples touched by the Company's activities;
- (viii) respect and promote human rights and will not engage in or condone forced or compulsory labour or other forms of modern slavery; and
- (ix) report openly to stakeholders on the Company's ESG performance.

### **3. Application**

Responsibility for the application of this policy rests with, but not limited to, all Company employees and contractors engaged in activities under the Company's operational control.

The Company's managers are responsible for promotion and implementation of the ESG Policy.

#### **4. Monitoring and review**

- (a) Material breaches of this ESG Policy will be reported to the Board or Audit and Risk Committee.
- (b) The Board will monitor the content, effectiveness and implementation of this ESG Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.
- (c) Personnel are invited to comment on this ESG Policy and suggest ways in which it may be improved. Comments, suggestions and queries should be addressed to the Board.

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## SCHEDULE 14 – PRIVACY POLICY

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### 1. Introduction

The Company respects your privacy. We are committed to ensuring all information we collect or hold is handled respectfully and in accordance with relevant privacy laws including the *Privacy Act 1988* (Cth) (**Privacy Act**) and the Australian Privacy Principles (**APPs**). This policy explains how and why we collect, use, hold and disclose your personal information together with your rights to access and correct that information or make a complaint about our handling of personal information.

You consent to us collecting, holding, using and disclosing your personal information in accordance with this policy.

### 2. What is personal information?

Personal information is any information or an opinion about an identified individual or an individual who can be reasonably identified from the information or opinion. Information or an opinion may be personal information regardless of whether it is true.

### 3. What personal information do we collect and hold?

The Company will only collect personal information from individuals as required to conduct our business operations. This includes when individuals use our website, apply for a position, work with us, attend our sites, invest in us or engage with us in other ways. Generally, the types of personal information we collect will include name, contact details and records of communications with us.

In addition, we collect personal information relating to:

- (a) shareholders: information about the shareholding, banking details and tax file numbers for payment of dividends and other amounts; and
- (b) job applicants: employment and academic histories, the names of referees and in some cases, limited health information based on testing undertaken by or for us. We will collect this information directly from organisations that provide recruitment related services to us and from third parties who provide job applicants with professional or personal references.

We will also collect personal information, including names and contact details about:

- (a) people involved in or through organisations that we support or sponsor;
- (b) our suppliers: this information is collected for business-related purposes but contains some limited personal information contact details of the people that we deal with;
- (c) people who correspond with us, including through our website, in which case we may keep a copy of that correspondence and relevant contact details;
- (d) people who request information updates about us through our website mailing list.

We may collect information about how you access, use and interact with the website. This information may include:

- (e) the location from which you have come to the site and the pages you have visited; and

- (f) technical data, which may include IP address, the types of devices you are using to access the website, device attributes, browser type, language and operating system.

We use cookies on the website. A cookie is a small text file that the website may place on your device to store information. We may use persistent cookies (which remain on your computer even after you close your browser) to store information that may speed up your use of our website for any of your future visits to the website. We may also use session cookies (which no longer remain after you end your browsing session) to help manage the display and presentation of information on the website. You may refuse to use cookies by selecting the appropriate settings on your browser. However, please note that if you do this, you may not be able to use the full functionality of the website.

#### **4. Why do we collect, hold and use your personal information?**

We may use personal information for the primary purpose for which it is collected (e.g. provision of our services, including administration of our services) or for secondary purposes which are related (or directly related to the case of sensitive information) to the primary purpose.

We collect, hold and use your personal information so that we can:

- (a) comply with our legal obligations and assist government and law enforcement agencies or regulators;
- (b) communicate with, and comply with our legal obligations to, our shareholders, and to process payments to them;
- (c) enable third party service providers to produce us and our related companies with services such as information technology, auditing, legal advice, printing and mailing services, and services related to our share register;
- (d) correspondence with people who have contacted us, and deal with feedback;
- (e) provide services to, and manage, our related companies;
- (f) correspond with people regarding our corporate sponsorships;
- (g) consider applications from prospective employees or contractors;
- (h) maintain and update our records;
- (i) conduct or participate in investigations or due diligence;
- (j) facilitate transactions involving the Company or any of our affiliates; and
- (k) manage our operations (including safety and security).

Where appropriate, we will confirm your express consent before collecting such information.

If you do not provide us with your personal information, we may not be able to provide you with our services, communicate with you or respond to your enquiries.

#### **5. How do we collect your personal information?**

We will collect your personal information directly from you whenever you interact with us.

We may collect information from third parties – for instance, information regarding shareholders is collected from our share registry, and information about job applicants is collected in the manner set out above.

## **6. How do we store and hold personal information?**

We store most information about you in computer systems and databases operated by either us or our external service providers.

We implement and maintain processes and security measures to protect personal information which we hold from misuse, interference or loss, and from unauthorised access, modification or disclosure. Processes including taking steps to restrict access to databases, maintaining firewalls, encrypting data, using secure servers in controlled facilities and only allowing access by those entrusted with authority and computer network passwords. We also require all employees to comply with information security policies and attend training. In addition, we monitor and regularly review our practices against industry best practice.

We will also take reasonable steps to destroy or de-identify personal information once we no longer require it for the purposes for which it was collected or for any secondary purpose permitted under the APPs.

However, the internet is not a secure environment and no computer system is perfectly secure. Although all care is taken, we cannot guarantee the security of information provided to us. This means that there is always a risk that your personal information may be accessed or used without authorisation.

## **7. Who do we disclose your personal information to, and why?**

We may transfer or disclose your personal information to our related companies.

We may disclose personal information to external service providers (including IT service providers, auditors, legal advisors, mail houses and our share registry) so that they may perform services for us or on our behalf.

We may also disclose your personal information to others outside our group of companies where:

- (a) we are required or authorised by law to do so;
- (b) you may have expressly consented to the disclosure or the consent may be reasonably inferred from the circumstances; or
- (c) we are otherwise permitted to disclose the information under the Privacy Act.

If the ownership or control of all or part of our assets or business changes, we may transfer your personal information to the prospective or new owner.

## **8. Do we disclose personal information to overseas recipients?**

We may disclose your personal information to recipients/related bodies corporate which are located outside Australia.

The Company may also use overseas facilities to process or back up its information. As a result, we may transfer your personal information to our overseas facilities for storage.

## **9. Do we use your personal information for marketing?**

We will use your personal information to offer you products and services we believe may interest you, but we will not do so if you tell us not to.

Where you receive electronic marketing communications from us, you may opt out of receiving further marketing communications by following the opt-out instructions provided in the communication.

## **10. Access to and correction of your personal information**

You may access or request correction of the personal information that we hold about you by contacting us. Our contact details are set out below. We may need to verify your identity before giving you access to your personal information. There are some circumstances in which we are not required to give you access to your personal information (for example, where a legal exemption applies).

There is no charge for requesting access to your personal information, but we may require you to meet our reasonable costs in providing you with access (such as photocopying costs or costs for time spent on collating large amounts of material).

We will respond to your requests to access or correct personal information in a reasonable time and will take all reasonable steps to ensure that the personal information we hold about you remains accurate and up to date.

## **11. Complaints**

If you have a question about our policy or wish to make a complaint about the way in which we have handled any privacy issue, including your request for access or correction of your personal information, you should contact us in writing.

We will consider your complaint promptly and determine whether it requires further investigation. We will notify you of the outcome of this investigation and any subsequent internal investigation.

It is our intention to use our best endeavours to resolve any complaints to your satisfaction. However, if you remain unsatisfied with the way in which we have handled a privacy issue, you may approach an independent advisor or contact the Office of the Australian Information Commissioner (**OAIC**) for guidance on alternative courses of action which may be available.

Office of the Australian Information Commissioner

Phone: 1300 363 992  
Mail: GPO Box 5218  
SYDNEY NSW 2001  
Website: [www.oaic.gov.au](http://www.oaic.gov.au)

## **12. Contact details**

If you have any questions, comments, requests or concerns, please contact Company Secretary on (08) 8243 9876.

## **13. Changes to this policy**

From time to time, we may change our policy on how we handle personal information or the types of personal information which we hold. Any changes to our policy will be published on our website.

You may obtain a copy of our current policy from our website [www.adrad.com.au](http://www.adrad.com.au) or by contacting us at the contact details above.