

## Code of Conduct

### 1 Purpose

The Company is committed to conducting itself with integrity, honesty and fairness in all business practices and to observing the rule and spirit of the legal and regulatory environment in which the Company operates.

The purpose of this Corporate Code of Conduct (**Code**) is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to conducting itself with integrity, honesty and fairness in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

### 2 Who does this Code of Conduct apply to?

All directors, officers and employees must comply with this Code. The Board will also make advisers, consultants and contractors aware of the Company's expectations as set out in this Code.

This Code applies to all business activities with suppliers, contractors, customers, shareholders, competitors and employees in Australia and overseas.

Responsibility lies with each person covered by this Code to conduct themselves in accordance with this Code. If you have any questions about the Code, you should speak to the Company Secretary.

### 3 Commitment to Code

Directors, officers and employees are committed to conducting themselves with integrity, honesty and fairness in all business practices and to observing the rule and spirit of the legal and regulatory environment in which the Company operates in accordance with this Code, and must deal with the Company's suppliers, contractors, customers, shareholders, and competitors accordingly.

### 4 Responsibility to shareholders

The Company aims to:

- (a) increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community; and
- (b) comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

### 5 Compliance with laws

The Company will comply with all legal and regulatory requirements which affect its business wherever it operates. Where the Company has operations overseas, it will comply with the relevant local laws and regulations as well as any applicable Australian laws and regulations. Any transgression from the applicable laws and/or regulations is to be reported to the Chief Executive Officer as soon as you become aware of such a transgression.

You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work. You are encouraged to:

- understand the laws which affect or relate to the Company's operations; and
- attend seminars presented by the Company or other external service providers to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments.

If you have a question as to whether a particular law or regulation applies or how they may be interpreted, please contact the Company Secretary.

## **6 Personal and Professional Behaviour**

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of quality work;
- (c) operate within the law at all times;
- (d) follow the policies of the Company; and
- (e) act in an appropriate business-like manner when representing the Company in public forums.

## **7 Conflicts of interest**

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your 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 you have:
  - financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
  - directorships/management of outside organisations;
  - membership of boards of outside organisations;
  - personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - access to information that can be used for personal gain; and
  - offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.

- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

## **8 Public and Media Comment**

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Official comments must not be made on matters relating to the Company unless they are:

- (a) authorised by the Chief Executive Officer or Chairman; or
- (b) given as evidence in court; or
- (c) otherwise authorised or required by law.

Unpublished or privileged information must not be released without the authority of the Chief Executive Officer or Chairman.

The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

## **9 Security of information**

**Confidential Information** is information that the Company considers to be confidential and that is not generally available outside the Company and may include information of third parties to which the Company has access. It includes information that the Company, develops, pays to have developed or which it has an exclusive right to.

All directors, officers and employees must ensure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees 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.

These obligations continue to apply to you after your employment or engagement with the Company ends.

## **10 Employment practices**

The Company is committed to:

- equal employment opportunity and diversity;
- respecting the human rights of its employees;
- a safe work place and maintenance of proper occupational health and safety practices commensurate with the nature of the Company’s business and activities; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

## 11 Responsibility to the community

The Company will recognise, consider and respect environmental issues and other community concerns which arise in relation to the Company's activities and comply with all applicable legal and regulatory requirements. You are expected to abide by all applicable legal and regulatory requirements, and are expected to respect and care for the environment in which the Company operates.

## 12 Privacy

The Company respects your privacy and the privacy of others. You should familiarise yourself with, and comply with:

- (a) the privacy laws of Australia and, where applicable, the jurisdiction of your business unit; and
- (b) any privacy policies the Company has in place which detail the appropriate use of personal information.

If you have any questions about privacy, please contact the Company Secretary.

## 13 Fair dealing

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

## 14 Insider Trading

All directors, officers and employees must observe the Company's "Securities 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 permitted to buy and sell the Company's securities.

## 15 Gifts and hospitality

From time to time you may receive gifts or hospitality in connection with or arising from your connection with the Company (Gift). You must not give, seek or accept any Gift which goes beyond common courtesies associated with general commercial practice.

You must wherever possible declare any Gift prior to receipt. If it is impractical or impossible to do so, you must disclose the Gift to the Company Secretary as soon as practicable after its receipt.

You must refuse or return (as the case may be) the Gift if directed to do so by the Chair or Lead Independent Director where appropriate.

## 16 Consequences of breach

Breaches of certain sections of this Code of Conduct may be punishable under legislation.

Any breach of compliance with this Code of Conduct is to be reported directly to the Chief Executive Officer, Chair, Lead Independent Director or Report and Investigation Officer (if one is appointed), as appropriate. Anyone breaching this Code of Conduct may be subject to disciplinary action, including termination.

The Board has also adopted a *Whistleblower Policy* to encourage reporting of violations (or suspected violations) and to provide effective protection from victimisation or dismissal to those reporting by implementing systems for confidentiality and report handling.

## **17 Review of Code of Conduct**

The Company will monitor compliance with this Code of Conduct periodically by liaising with the directors, officers and employees. Suggestions for improvements or amendments to this Code of Conduct can be made at any time by providing a written note to the Chief Executive Officer.

The Board will review this Code of Conduct at least annually, and update it as required.