

mgc pharma



**MGC PHARMACEUTICALS LTD**  
**ACN 116 800 269**  
**(Company)**

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**CORPORATE GOVERNANCE PLAN**

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Approved by the Board on 30 September 2020  
(With amendments as approved by the board on 3 February 2021)

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## 1. 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

Corporate Code of Conduct

Audit and Risk Committee Charter

Remuneration Committee Charter

Nomination Committee Charter

### **Policies**

Performance Evaluation Policy

Continuous Disclosure Policy

Risk Management Policy

Trading Policy

Diversity Policy

Whistleblower Protection Policy

Anti-Bribery and Anti-Corruption Policy

Shareholder Communications Strategy

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## SCHEDULE 1 – BOARD CHARTER

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### 1. ROLE OF THE BOARD

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Company's Constitution.

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### 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 Company and its subsidiaries (if any) (**Group**) to facilitate the effective carrying out of their duties as Directors.

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### 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) 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.
- (b) 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.
- (c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board.
- (d) When required, challenging management and holding it to account,
- (e) 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.
- (f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.
- (g) Monitoring the timeliness and effectiveness of reporting to shareholders.
- (h) 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.
- (i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- (j) 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.
- (k) Approving the annual, half yearly and quarterly accounts.
- (l) Approving significant changes to the organisational structure.

- (m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- (n) 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 ASX Listing Rules if applicable).
- (o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- (p) 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.

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#### 4. COMPOSITION OF THE BOARD

- (a) 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.
- (b) 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.
- (c) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the nominations 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.
- (d) 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, at least 50% of the Board should be independent.
  - (i) 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.
  - (ii) 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**).
- (e) 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.
- (f) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (**Annual Report**).
- (g) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

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#### 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.
- (d) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (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.

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## **6. THE ROLE OF THE CHAIRMAN**

- (a) The Chairman 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.
- (b) Where practical, the Chairman of the Board should be a non-executive Director. If a Chairman of the Board ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (c) Where practical, the Chief Executive Officer/Managing Director should not be the Chairman of the Board of the Company during his term as Chief Executive Officer/Managing Director or in the future.
- (d) The Chairman of the Board must be able to commit the time to discharge the role effectively.
- (e) The Chairman of the Board should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman of the Board is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting in an acting capacity.

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## **7. BOARD COMMITTEES**

- (a) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
  - (i) audit and risk committee;
  - (ii) remuneration committee; and
  - (iii) nomination committee.
- (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 Chairman of each committee in, or in conjunction with, its Annual Report.
- (f) The minutes of each committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such committee meeting.
- (g) The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a committee, the number of times each committee met

throughout the period and the individual attendances of the members at those committee meetings.

- (h) 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.

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## **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 at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman of the Board and circulated to Directors after each meeting.
- (e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (f) 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.
- (g) Minutes of meetings must be approved at the next Board meeting.
- (h) Further details regarding Board meetings are set out in the Company's Constitution.

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## **9. THE COMPANY SECRETARY**

- (a) 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.
- (b) The Company Secretary is accountable directly to the Board, through the Chairman of the Board, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate the induction and professional development of Directors.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) 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.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

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**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 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 interviews 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 Chairman of the Board. A copy of any such advice received is made available to all members of the Board.

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**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.

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**12. PERFORMANCE REVIEW**

The 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) suggests any amendments to this charter as are deemed necessary or appropriate.

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## **SCHEDULE 2 – CORPORATE CODE OF CONDUCT**

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### **1. PURPOSE**

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing 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.

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### **2. VALUES**

- (a) The Company and its subsidiary companies are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.
- (b) The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually reference such values.

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### **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 Protection Policy and Anti-Bribery and Anti-Corruption Policy; and
- (d) reporting any departure from the Code of Conduct by themselves or others.

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### **4. 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) treat fellow employees with respect and not engage in bullying, harassment or discrimination;
- (c) disclose and deal appropriately with any conflicts between your personal interests and your 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 your position for the opportunities arising therefrom for personal gain;
- (f) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods 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.

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## **5. CONFLICT 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:
  - (i) 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;
  - (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 your duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) 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 comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

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## **6. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/NETWORKING**

### **6.1 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. Divisions and business units have policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

## 6.2 Bring Your Own Devices

Employees linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant divisional/business unit policies.

## 6.3 Social Media/Networking

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

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## 7. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees 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) Employees 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". Employees should refer to the Company's Whistleblower Protection Policy for further information.

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## 8. 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.

Employees 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.

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## 9. SECURITY OF INFORMATION

Employees 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. 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.

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## 10. INTELLECTUAL PROPERTY/COPYRIGHT

Intellectual property includes the rights relating to scientific discoveries, 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 created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written

permission to use any such intellectual property from the Company Secretary/Chairman of the Board before making any use of that property for purposes other than as required in their role as employee.

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**11. DISCRIMINATION AND HARASSMENT**

Employees 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.

Such harassment or discrimination may constitute an offence under legislation. The Company's executives should understand and apply the principles of equal employment opportunity.

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**12. CORRUPT CONDUCT**

Employees must comply with the Company's Anti-Bribery and Anti-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 employee participating in corrupt conduct.

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

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**13. OCCUPATIONAL HEALTH AND SAFETY**

It is the responsibility of all employees 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 employees 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.

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**14. LEGISLATION**

It is essential that all employees comply with the laws and regulations of the countries in which we 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.

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**15. FAIR DEALING**

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

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**16. INSIDER TRADING**

All employees must observe the Company's "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.

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**17. RESPONSIBILITIES TO INVESTORS**

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

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**18. BREACHES OF THE CODE OF CONDUCT**

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

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

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**19. REPORTING MATTERS OF CONCERN**

Employees 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 Protection Policy.

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**20. 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 any matters of significance affecting financial reporting and compliance. This charter sets risk parameters and defines the audit and risk committee's function, composition, mode of operation, authority and responsibilities.

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### **2. COMPOSITION**

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

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

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### **3. PURPOSE**

The primary 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) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business, economic, environmental and social sustainability risks; and
- (g) 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.

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## **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 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 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.

#### **4.5 Other**

- (a) The committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) 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 "*Corporate code of conduct*". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (c) Monitor related party transactions.

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### **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.
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- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.
- (c) Where deemed appropriate by the Chairman 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 Chairman of the committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Chairman of the committee, through the Secretary, will prepare a report of the actions of the committee to be included in the Board papers for the next Board meeting.
- (g) Minutes of each meeting are included in the papers for the next full Board meeting after each committee meeting.

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**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.

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**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 (if any) (**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 Group in relation to matters within the Director's or officer's authority.

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**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 Chairman of the committee. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

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**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) This 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.
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**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 COMMITTEE CHARTER**

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### **1. ROLE**

The role of the remuneration 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. This charter defines the remuneration committee's function, composition, mode of operation, authority and responsibilities.

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### **2. COMPOSITION**

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- (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.

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### **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 Company 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 Company and its subsidiaries (if any) (**Group**), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company'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 Company'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; and
- (h) reviewing and approving any equity based plans and other incentive schemes.

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### **4. DUTIES AND RESPONSIBILITIES**

#### **4.1 Executive Remuneration Policy**

- (a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.

- (b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (c) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses.

#### **4.2 Executive Directors and Senior Management**

- (a) Consider and make 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.
- (b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for 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 Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.
- (d) Approve termination payments to executive Directors 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.

#### **4.3 Executive Incentive Plans (including Equity Based Plans)**

- (a) Review and approve the design of any executive incentive plans (**Plans**).
- (b) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.
- (c) Review and approve any Plans that may be introduced in light of legislative, regulatory and market developments.
- (d) For each Plan, determine each year whether awards will be made under that Plan.
- (e) Review and approve total proposed awards under each Plan.
- (f) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve 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) Review, approve and keep under review performance hurdles for each Plan.
- (h) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

#### **4.4 Other**

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

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### **5. MEETINGS**

- (a) The committee will meet at least once per year and additionally as circumstances may require.

- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.
- (c) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman 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 Chairman of the committee having the casting vote.
- (f) The committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the committee, as they consider appropriate.

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**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 meeting 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.

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**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 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 Group in relation to matters within the Director's or officer's authority.

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**8. ACCESS TO ADVICE**

- (a) Members of the committee have a right to access 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) 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.

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**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.

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**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 of non-executive directors, executive directors and other senior executives in the Annual Report and as otherwise required by law.

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## **SCHEDULE 5 – NOMINATION COMMITTEE CHARTER**

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### **1. ROLE**

The role of the nomination committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the team of executives as appointed by the Company, being the Executive Team. This charter defines the nomination committee's function, composition, mode of operation, authority and responsibilities.

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### **2. COMPOSITION**

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- (a) The committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Chairman of the committee.
- (b) The Board may appoint additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

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### **3. PURPOSE**

The primary purpose of the committee is to support and advise the Board in:

- (a) 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
- (b) 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.

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### **4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- (b) Make recommendations to the Board on the appropriate size and composition of the Board.
- (c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.
- (d) 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).
- (e) 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.
- (f) 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.
  - (g) 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.
  - (h) 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.
  - (i) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
  - (j) 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.
  - (k) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
  - (l) Review directorships in other public companies held by or offered to Directors and senior executives of the Company.
  - (m) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
  - (n) 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.

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## **5. MEETINGS**

- (a) The committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.
- (c) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, the members shall elect one of their number as Chairman of the committee.
- (e) Decisions will be based on a majority of votes with the Chairman of the committee having a casting vote.

- (f) The committee may invite executive management team members or other individuals, including external third parties to attend meetings of the committee, as they consider appropriate.

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**6. SECRETARY**

- (a) The Company Secretary or their nominee shall be the secretary of the committee (**Secretary**) 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.

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**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 (if any) (**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 Group in relation to matters within the Director's or officer's authority.

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**8. ACCESS TO ADVICE**

- (a) Members of the committee have rights of access 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) 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.

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**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) This 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.

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**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 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 6 – PERFORMANCE EVALUATION POLICY**

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The nomination committee will arrange a performance evaluation of the Board, its committees, individual Directors and senior executives on an annual basis as appropriate. To assist in this process an independent advisor may be used.

The nomination committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management;
- (d) management's performance in assisting the Board to meet its objectives; and
- (e) an analysis of whether there is a need for existing Directors to undertake professional development.

A similar review may be conducted for each committee by the Board with the aim of assessing the performance of each committee and identifying areas where improvements can be made.

The remuneration 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.

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## SCHEDULE 7 – CONTINUOUS DISCLOSURE POLICY

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As the Company has its securities listed on both the ASX and on the London Stock Exchange's Main Market for listed securities ("LSE"), the Company is obliged to comply with the continuous disclosure regimes of both Australia and the United Kingdom.

In Australia, the Company must comply with continuous disclosure requirements arising from legislation, such as Corporations Act 2001 (Cth) and the ASX Listing Rules and in the United Kingdom they are governed by the European Union Market Abuse Regulation (596/2014) ("MAR") and the relevant provisions of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules sourcebook ("DTR").

**Compliance with this Policy is vital.** Failure to comply with disclosure, insider dealing or other market abuse legislation could expose the Company and its directors and other management to severe and irreparable reputational damage, significant fines and/or public censure. Market manipulation and insider dealing can also result in criminal liability.

The requirements of both the Australian and UK regimes should be considered separately. If it is considered that information should be disclosed under the requirements of one regime then it should be disclosed to both markets, regardless of whether such disclosure would be required under the other regime. In certain circumstances there are discrepancies between the two regimes, and these are explained below.

Regard must also be had to the large difference in time zones between the UK and Australia – the times when announcements may be made to both exchanges simultaneously are therefore limited. Generally, announcements can be made in the UK between 0800 and 1630 London time; and in Australia, between 0830 and 1930 (2030 during daylight savings) Sydney time. This generally allows for simultaneous announcements at market opening in London.

The Company has in place a written policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

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

The starting point under both the Australian and the UK regimes is that, subject to certain limited exceptions, the Company has an obligation to announce 'inside information' that a reasonable person would expect to have a material effect on the price or value of the Company's securities to the markets immediately to ensure that the markets are operating in full knowledge of all material facts relating to the Company.

### **What is inside information?**

In the UK "Inside information" carries slightly different meanings under the Criminal Justice Act 1993 and MAR, but can generally be characterised as information:

- of a specific and precise nature which is not generally available;
- that relates, directly or indirectly, to the Company's securities or related securities or derivatives (for example, share options); and
- if it were made public, would likely have a significant effect on the price or value of the Company's securities or related securities or derivatives, (i.e. that it is information that a reasonable investor would be likely to use as part of the basis of their investment decision).

Where there is a protracted series of events, for example identifying and negotiating a potential transaction, each intermediate step may of itself constitute inside information – the test is whether each particular intermediate step, by itself, satisfies the above criteria of insider information.

The determination of whether certain information is price sensitive information which requires announcements necessarily involves the use of judgement. There will inevitably be situations where the issue is less than clear.

**If you consider that certain information may require disclosure, consult the Company Secretary or, if they are not available, the Chairperson, without delay. Only persons authorised by the Board are permitted to disclose such information.**

### **Disclosure Obligations**

The ASX Listing Rules require that once a 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, it must **immediately** (i.e. promptly and without delay) provide the ASX with that information, subject to certain very limited exceptions set out below.

In the UK, MAR requires that a company must inform the public of inside information which directly concerns that company by announcing it through a regulatory information service in the UK **as soon as possible**, and it must not disclose inside information selectively (i.e. only to a limited circle of people), again subject to certain very limited exceptions as set out below. The DTR specifically state that selective disclosure cannot be made to any person simply because they owe the company a duty of confidentiality.

The ASX also has an 'ASX first' policy – ASX Listing Rule 15.7 requires that a company must not release information that is for release to the ASX to anyone until it has given the information to the ASX, and has received an acknowledgement from the ASX that the information has been released to the market on the ASX Market Announcements Platform.

In practice this means that, where possible, the Company should aim to release announcements to both markets simultaneously. This may not always be possible where a material event occurs outside of ASX market hours but within LSE market hours. In such a case, although the Company has an obligation under the ASX Listing Rules to release material price sensitive information through the ASX Market Announcements Platform before it is released to anyone else, the ASX recognises that sometimes events will occur outside of the hours of operation of the ASX Market Announcements office which require an immediate public announcement. It is understood that if a company has a pressing commercial or legal need to make a market sensitive announcement outside of the hours of operation of the ASX Market Announcements office, for example because of a regulatory obligation to announce to the LSE, provided the Company gives a copy of the announcement to the ASX Market Announcements office at the same time as it makes the announcement, so that it is queued for processing by the ASX Market Announcements office before the ASX next opens for trading, the ASX will generally not take any action against the entity for infringing ASX Listing Rule 15.7.

The overarching requirement is therefore that inside information must be disclosed to the relevant stock exchanges first. The Company should establish effective arrangements to deny access to inside information to persons other than those who require it for the exercise of their functions within the Company.

### **Selective Disclosure**

Under MAR, depending on the circumstances, a company may be justified in selectively disclosing inside information to certain categories of recipient who require the information to perform their functions – for example, the company's professional advisers and counterparties to negotiations – provided they are under a duty of confidentiality. Selective disclosure cannot be made to a person simply because they owe the Company a duty of confidentiality – they must also require the information to perform their functions.

If a company makes a selective disclosure, to demonstrate compliance with the requirements of MAR the company should document the nature of the duty of confidentiality on which it is relying in releasing inside information. If the confidentiality obligation is not set out in writing, the company may wish to record the terms and, if appropriate, nature of the obligation. In addition the company should record the rationale for such disclosure, specifically noting the necessity for such disclosure and how the disclosure of such information assists the company in the context of the particular matter. **Professional advice should be obtained in advance.**

In Australia, selective disclosure may also be made under appropriate obligations of confidentiality and restrictions on dealing to ensure that the insider trading requirements under the Corporations Act are not breached. **Again, professional advice should be obtained in advance.**

**You should always bear in mind that the more people inside information is selectively disclosed to, the higher the risk of a leak that would require a full public announcement.**

### **Confidential Information and Delaying Disclosure**

In certain limited circumstance the announcement of inside information may be delayed on the ASX and the LSE. Although the detail of the provisions of MAR and the ASX Listing Rules are different, the overall circumstances under which disclosure may be delayed are broadly the same in practice.

In the UK, under MAR disclosure of inside information to the public may only be delayed if **all** of the following conditions are met:

- immediate disclosure is likely to prejudice the Company's legitimate interests;
- delaying the disclosure is not likely to mislead the public; and
- the Company is able to ensure the confidentiality of the information.

If any one of these three conditions ceases to apply then disclosure will be required.

In addition, if a company is faced with an unexpected and significant event, MAR allows for a short delay where necessary to clarify the situation (i.e. rather than hurrying out an incomplete or inaccurate announcement).

In Australia, under the ASX Listing Rules immediate disclosure may only be delayed if **all** of the following are satisfied:

- a reasonable person would not expect the information to be disclosed;
- the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- one or more of the following applies:
  - it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for internal management purposes of the Company; or
  - the information is a 'trade secret.'

As the Company is listed on both the LSE and the ASX, to delay disclosure the Company would need to satisfy the requirements of both regimes – it could not, for example, delay disclosure to the ASX but release it to the LSE.

Non-exhaustive guidance has been published on legitimate situations where disclosure may be delayed under MAR, and in most circumstances it is likely that these situations would also satisfy the ASX Listing Rules requirements for delayed disclosure:

- incomplete and confidential negotiations are being conducted which would likely be jeopardised by immediate disclosure – e.g. in relation to a potential acquisition or fundraising; or
- the company's financial viability is in grave and imminent danger, although not yet within the scope of insolvency law, and immediate disclosure would seriously prejudice the conclusion of rescue operations.

Conversely, delayed disclosure is considered likely to mislead the public, and therefore not be permitted in either jurisdiction, where the relevant inside information:

- is materially different to a previous announcement on the subject;
- regards the fact that the issuer’s previously announced financial objectives are not likely to be met; or
- is in contrast to market expectations based on previous communications.

Under MAR, a company must keep a record of the time and date of its decision to delay disclosure. Where a company has delayed disclosure, immediately after the information is disclosed to the market it must immediately inform the FCA that the information was delayed using the form available on the FCA’s website<sup>1</sup>, and, if requested by the FCA, provide the FCA with the reasons for why it was delayed.

The guidance in DTR2 provides that a short delay in disclosure may be acceptable if it is necessary to clarify the situation where a company is faced with an unexpected and significant event. DTR2 also requires a company that has delayed the disclosure of inside information to prepare a holding announcement, to be released where the company believes that there is danger that inside information will leak before it is formally disclosed. To that end, the Company must monitor for rumours or leaks. Any holding announcement should detail as much of the subject matter as possible, set out the reasons for why a fuller announcement cannot be made and include an undertaking to announce further details as soon as it is possible for the company to do so.

Under the ASX Listing Rules, as the requirement is to make an announcement to the ASX ‘immediately’ (i.e. promptly and without delay), if the information in the draft holding announcement is not sufficient to inform the market adequately, or where insufficient information is available to prevent securities trading on an uninformed basis, the Company may need to request a trading halt in its securities to allow sufficient time to prepare the appropriate form of announcement.

### **Dealing with Rumours**

Where there is speculation or rumour in the market, for example in the press, regarding a company, that company is expected to carefully assess whether the speculation or rumour has given rise to a situation where the company has inside information that requires disclosure. Amongst other things, the company will need to consider whether confidentiality can still be ensured – if it can’t, then an announcement will likely be required. A policy of ‘no comment’ would not suffice.

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.

### **Market Soundings**

A ‘market sounding’ (also known as ‘wall crossing’) is where a company or its advisers disclose inside information (for example, in relation to a potential transaction) to selected persons, prior to the formal announcement of that inside information (if such announcement becomes necessary), to gauge the interest of recipients in the potential transaction. For example, potential investors may be approached to gauge their interest in a possible fundraising or a potential acquisition that might require shareholder approval. Under MAR the ‘market sounding’ regime provides a ‘safe harbour’ from the offence of unlawful selective disclosure of inside information.

A person will fall into the MAR safe harbour provided the following conditions are met:

- the consent of the receiving party to receive the inside information is granted;

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<sup>1</sup> <https://www.fca.org.uk/markets/ukla/forms>

- the receiving party is notified of the prohibition on him using that information, on his own account or for the account of a third party, either actively or passively, in relation to company securities and related instruments; and
- the receiving party is notified of his obligation to keep the information confidential.

The Company must retain written record of all instances of market soundings on its behalf in prescribed forms.

**MAR is very prescriptive on the requirements for falling within the market soundings safe harbour, and in the UK typically a company would only conduct market soundings via its appointed broker or other professional advisers, who will have detailed scripts and processes to ensure that the regulatory requirements are adhered to. Accordingly, the Company and its directors should not seek to engage in market soundings – i.e. the selective disclosure of any inside information - without first taking professional advice from its UK advisers.**

The Corporations Act 2001 (Cth) does not have an equivalent ‘safe harbour’ provision. However, in Australia market soundings can be conducted under appropriate obligations of confidentiality and restrictions on dealing to ensure that the insider trading requirements under the Corporations Act are not breached. **Again professional advice should be obtained in advance.**

You also need to be very careful about the extent of the inside information disclosed during a market sounding. This should be kept to the minimum necessary. Where inside information is disclosed to an investor during a market sounding that investor cannot deal in the Company’s securities until that inside information has been ‘cleansed’ – i.e. either it has been publicly announced, or it has ceased to be inside information. The information may cease to be inside information where, for example, it concerned a potential fundraising which the company has subsequently decided not to pursue. However, if other inside information was disclosed at the same time, or if the reason for abandoning the fundraising itself constitutes inside information, the recipient may still be an insider. It is therefore very important to carefully plan, and agree with advisers in both jurisdictions, what information will be disclosed in a market sounding, and to avoid a situation where the Company finds itself obliged to publicly announce information prematurely, which it might otherwise be permitted to delay disclosure of, because investors don’t want to remain insiders.

### **Insider Lists**

As well as properly disclosing inside information, the Company must also restrict access to inside information to those who strictly need to access it within the Group. The Company will therefore maintain a permanent insider list for those directors, employees and other agents acting on its behalf who have access to inside information.

Along with a permanent insider list for the Company’s employees with access to inside information on a day to day basis pursuant to their employment duties, the Company will maintain specific insider lists in relation to certain events or deals. The Company will take all reasonable steps to ensure that all persons on either the permanent insider list or a specific insider list provide acknowledgement in writing that they understand the responsibilities that arise due to their being on the lists.

Where requested, the Company must provide an insider list to the FCA ‘as soon as possible’ – which will be interpreted on the assumption that an insider list will be up-to-date at all times and that all previous versions are readily accessible.

In practice, the Company will want to consider how it will reproduce the insider list at any given moment and ensure that adequate procedures are put in place so that any request is directed to the right individual who can access the insider list and provide a copy.

### **Company’s protocol**

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

- (a) All key announcements at the discretion of the 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 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 either before or 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.

The Company holds briefing sessions with analysts and investors. 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 comment.

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

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## SCHEDULE 8 – RISK MANAGEMENT POLICY

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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.

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.

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.

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

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, cybersecurity, 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 9 – TRADING POLICY

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### 1. INTRODUCTION

These guidelines set out the policy, processes and procedures in relation to dealing in securities of the Company which must be followed to comply with Australian law and in the UK the Market Abuse Regulation (596/2014) as amended (“**MAR**”), the Criminal Justice Act 1993 and the relevant provisions of the Disclosure Guidance and Transparency Rules sourcebook (“**DTR**”), specifically DTR3 and DTR5 (the “**UK Regime**”).

The requirements of the Australian law and UK Regime should be considered separately. If dealing in securities is prohibited, or a disclosure of a dealing must be made, under one regime then the dealing should not take place, or the disclosure should be made, regardless of whether such dealing would be permitted, or disclosure required, under the other regime.

The restrictions set out in this Policy apply to the following persons (together, “**Insiders**”):

- In the UK this includes “persons discharging managerial responsibilities”, being persons within the Company or its subsidiaries (together the “**Group**”) who are members of the Group’s administrative, management or supervisory bodies, or a senior executive who have regular access to inside information relating directly or indirectly to the Company and the power to take managerial decisions affecting future developments and business prospects of the Company. An individual may be a ‘senior executive’ irrespective of the nature (or absence) of any contractual arrangements between that individual and the Company. This means the Board of Directors and most other senior managers, including in-country management. Persons whose role is limited to providing advice or recommendations to others, or to implementing decisions taken by others and any other persons who has a shareholding in the Company, will generally not be considered to be PDMRs under MAR.

Australian law uses the concept of “Key Management Personnel”, being 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.

For the purposes of this Policy all such persons shall be known as “**PDMRs**”.

This Policy also applies to:

- “Persons closely associated” with **PDMRs** (for the purposes of this Policy these shall be the “**Associates**”) means:
  - the spouse, or partner considered to be equivalent to a spouse in accordance with law (for example, a civil partner), of a PDMR;
  - a dependent child (including a step-child) of a PDMR. A child is ‘dependent’ if they are under 18 years old, unmarried and have no civil partner;
  - a relative who has shared the same household as a PDMR for at least one year at the date of the relevant dealing; or
  - a legal person (e.g. a company), trust or partnership, the managerial responsibilities of which are discharged by a PDMR or one of the other persons referred to above, which is directly or indirectly controlled by such a person, which is set up for the benefit such a person or the economic benefits of which are substantially equivalent to those of such a person. In practice, this would include companies controlled by a PDMR or family members, trusts for the benefit of the PDMR or family members, etc.

and

- **Other employees, consultants and contractors of the Group.**

The distinction between PDMRs and their Associates, and other Insiders, is important — while the Company should endeavour to ensure that all Insiders obtain clearance prior to dealing in the Company’s securities in accordance with this Policy, it should be noted that there are additional regulatory requirements in relation to Insiders who are PDMRs or Associates of PDMRs. These are highlighted below.

Certain disclosure obligations summarised in this Policy apply to any person with an interest in the Company’s securities that exceeds a particular threshold, irrespective of whether that person is an Insider.

The Company is obliged under MAR to notify PDMRs of their obligations under MAR in writing, and accordingly a copy of this Policy shall be given by the Company to each PDMR.

Each PDMR is obliged under MAR to notify each of their Associates of their obligations under MAR and to keep a copy of that notification a template for this purpose is set out in the PDMR Trading Pack (which forms part of this Policy) Accordingly, each PDMR must provide a copy of this Policy to each of their Associates.

It would also be prudent for the Company to provide a copy of this Policy to all other Insiders, irrespective of whether or not they are PDMRs or Associates of PDMRs. The Company has copies of standard notification letters.

The Company is also required by MAR to maintain a list of PDMRs and their Associates.

**If you are an Insider (as defined above) you must NOT deal in securities in the Company, or agree to do so, until you have obtained approval.**

**Even if you are not an Insider, if at any time you are in possession of price sensitive information which is not generally available to the market, then you must not deal in the Company's securities.**

Key Management Personnel 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 Key Management Personnel 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).

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## **2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?**

This Policy applies to dealing in any securities of the Company and is very wide:

“**Securities**” includes stock/shares, options, warrants, other convertible securities, derivatives and other instruments or arrangements that give the holder an economic interest in the Company’s shares, for example contracts for differences or spread bets. It should also be noted that the restrictions in this Policy relating to dealings by PDMRs and their Associates also apply to any debt instruments issued by the Company.

“**Dealing**” includes buying, selling or swapping securities; granting, exercising or extending options, warrants or other convertible securities (even if about to expire); pledging securities by way of security; subscriptions for shares, including as part of any fundraising, open offer or rights issue; entering into or exercising equity swaps; and entering into a contract for difference on a financial instrument of the Company. Be aware of lending arrangements where shares are purportedly ‘pledged’ to the lender but may in fact be transferred to the lender. Careful consideration should be given to the implications of such arrangements in the context of this Policy. Note also that any exercise of options constitutes dealing for these purposes.

Where prohibited under this Policy, Insiders must not deal in the Company’s securities, or recommend that any other person deals or refrains from dealing in the Company’s securities.

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## **3. WHAT IS INSIDER TRADING?**

### **3.1 Prohibition**

Insider trading is a criminal offence both in Australia and in the UK. 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.

### 3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive or inside 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;
- (h) a share issue proposal;
- (i) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- (j) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

### 3.3 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.

### 3.4 Employee share 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.

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## 4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

### 4.1 General rule

There are material differences in the timing of trading windows as between Australian law and the UK Regime, as a result the more stringent UK Regime must be applied:

Insiders are only permitted to deal in the Company's securities, or recommend that any other person deals or doesn't deal in the Company's securities, during limited "**Trading Windows**" determined by this Policy. However, the Company reserves its right to impose a restriction on trading by Insiders during any period, including one

that would otherwise fall within a permitted Trading Window. It is important to note that it is not for the individual to assess whether or not they are in a Trading Window – they must obtain formal clearance.

A Trading Window exists where:

- the Company is not in a “**close period**”. A close period is the period of 30 days prior to and 48 hours after, the publication by the Company of its annual and interim accounts, including any quarterly financial statements. Where the Company publishes preliminary annual accounts the close period will end after such publication provided that the preliminary annual accounts contain all the key financial information expected to be included in the annual report itself. It should be noted that, strictly speaking, only PDMRs are prohibited by the legislation from dealing in securities during a close period, but nevertheless it is the Company’s policy that all Insiders should not trade during such close periods; **AND**
- there is not any inside information relating to the Company which has not been made public in accordance with the Continuous Disclosure Policy [for at least 48 hours]. In particular, where any Insider is aware of any material information about the Company or the Group which they know, or ought reasonably to know, is not generally available and, if it were, it might have a significant or material effect on the price of the Company’s securities, they must not deal in the Company’s securities, or encourage any other person to deal, or refrain from dealing, in the Company’s securities. ***[note: see reference to the 48 hour period in brackets, is that an Australian requirement, UK requirement is only 30 days before and prior to public announcement being released, it doesn’t look at the period after these events]***

#### ***Participation in Fundraisings***

Directors and other Insiders may participate in fundraisings by the Company, provided that:

- the Company is not in a close period; **AND**
- there is no unpublished inside information in relation to the Company that is not “*cleansed*” by its announcement at the time that the fundraising is announced. For example, if the Company was negotiating a material acquisition, and announcement of that acquisition was being delayed in accordance with MAR and not announced at the same time as the fundraising, Insiders could not participate in the fundraising.

#### ***Prohibited and Limited Transactions***

Certain types of transactions increase the Company’s exposure to legal risks and may create the appearance of improper or inappropriate conduct. Therefore Insiders may not engage in any of the following transactions, even if an Insider does not possess Inside Information: (a) engaging in any transaction in publicly traded options on Company’s securities, including put or call options or other derivative securities, (b) engaging in short sales of Company’s securities or derivatives transactions (including forward contracts, equity swaps or collars) in Company’ securities and (3) engaging in short-term, speculative trading in Company’s securities, since such speculation can harm the Company by sending inappropriate or potentially misleading signals to the market.

Additional types of transactions are severely limited because they can raise similar issues: (a) the Company strongly discourages you from engaging in hedging and monetization transaction and any person wishing to enter into such an arrangement must first obtain pre-clearance (any hedging transaction that is also considered a short-sale is prohibited); (b) any person wishing to enter into an arrangement to hold Company’s securities in a margin account or to pledge such securities as collateral must first obtain pre-clearance; (c) the Company discourages placing standing or limit orders on Company’s securities and any such order should be limited to short duration and should otherwise comply with the trading restrictions and procedures outlined in this policy; and (d) the grant of stock appreciation rights and deferred share units are subject to this policy and cannot be exercised until two full trading days after the public disclosure of quarterly financial results, in addition to the other limitations set forth in this policy.

If an Insider has a managed account (where another person has been given discretion or authority to trade without that Insider’s prior approval), the Insider should advise its broker or investment adviser not to trade in

the Company's securities at any time and minimize trading in securities of companies in the Company's industry. This restriction does not apply to investments in publicly available mutual funds.

### ***General requests for clearance***

All Insiders wishing to deal in the Company's securities must request and receive clearance to deal, a clearance application template request letter is included in the PDMR Trading Pack, which forms part of this Policy (a "**Request**"). PDMRs should submit a Request on behalf of their respective Associates.

Copies of the Requests must be submitted to the Company Secretary for onward delivery to the Chairman as the main point of contact (or in the case of a proposed dealing by the Chairman or an Associate of the Chairman, the CEO) (the "**Responsible Officer**").

The Responsible Officer will evaluate all Requests.

Once a Request has been received, the Responsible Officer may consult with the Board to satisfy him/herself as to whether a Trading Window exists, provided that, in doing so, there is no conflict of interest – i.e. not person who is intending to deal shall be involved in the deliberations. They shall also consult with the Company's professional advisers if appropriate, before making a decision to give or refuse consent to the proposed dealing.

Subject to the exceptions below, the Responsible Officer will **not** grant clearance to deal outside of a Trading Window.

If the Responsible Officer grants clearance to deal, they will notify the applicant promptly in writing and the applicant must then give their instruction to deal within two business days of receipt of the clearance, save that if to the knowledge of the applicant any event occurs after clearance has been granted but before the instruction to deal is given, and such event would reasonably be expected to result in a Trading Window closing, the applicant must not deal. If he or she does not carry out the dealing within the two business day period, the clearance lapses and the applicant must seek clearance again from the Responsible Officer before the deal can take place.

### ***Exceptions***

The Responsible Officer may (but is not obliged to) permit dealings in the Company's securities during a close period (but **not** where the particular Insider is in possession of inside information) in **exceptional circumstances**, such as severe financial difficulty, which require the immediate sale of such securities.

Circumstances are considered "*exceptional*" when they are extremely urgent, unforeseen, compelling, where the cause is external to the Insider and the Insider has no control over them. The Insider must be able to demonstrate that the particular transaction cannot be executed at another moment in time, other than during the close period. The applicant must provide a reasoned written request to the Responsible Officer explaining why the sale of securities is the only reasonable alternative to obtain the necessary finance (if necessary the Responsible Office may require independent verification of the facts from banks, accountants or other like institutions).

As much notice must be given as possible to ensure that the Responsible Officer can take appropriate advice, and there is no guarantee that such dealing will be permitted.

The Responsible Officer will take into account the extent to which the Insider is, at the moment of submitting the request, facing a legally enforceable financial commitment or claim (for example, a court order) and has to fulfil the payment of, or is in a situation entered into before the beginning of the close period that obliges him or her to pay, a sum to a third party, including a tax liability, and cannot reasonably satisfy a financial commitment or claim by means other than the immediate sale of securities. Any exemption can be given or refused without giving any reasons and may be withdrawn if new information becomes available or there is a change in circumstances. The Responsible Officer's decision to refuse clearance to trade is final and binding. If clearance to trade is refused, the applicant must keep that information confidential and not disclose it to anyone.

**Insiders should note that, due to the stringent requirements, it is likely to be very difficult to rely on the exceptional circumstances exemption. No exemption will be granted where the Insider is in possession of inside information. Any exemption, if issued, will be in writing and shall contain a specified time during which the dealing in securities can be made.**

Insiders may also deal in the Company's securities during a close period in the following limited circumstances relating to employee share schemes, entitlement offers and transactions where the beneficial ownership of the securities doesn't change, provided in each case that the Insider can demonstrate to the satisfaction of the Responsible Officer that the particular transaction cannot be executed at a time other than during a close period.

- An Insider can be granted options, shares, share appreciation rights or other securities under an employee scheme approved by the Company provided that the scheme specifies the timing of the grant and the amount of securities granted or the basis on which the amount is calculated, and no discretion can be exercised, and provided also that the Insider doesn't have any discretion as to the acceptance of the grant.
- An Insider can be granted options, shares, share appreciation rights or other securities under an employee scheme during a close period provided that a pre-planned and organised approach is followed regarding the conditions, periodicity and timing of the grant, the group of entitled persons and the amount of the grant, and the grant takes place under a defined framework under which any inside information can't influence the grant.
- An Insider can exercise options or other convertibles under an employee scheme when the expiration date falls within a close period, and sell the shares acquired pursuant to such exercise, provided that he irrevocably notifies the Responsible Officer in writing of his intention to exercise at least four months before the expiration date and he has received authorisation from the Responsible Officer.
- An Insider can acquire shares or other securities under an employee saving scheme, provided that (a) he entered into the scheme before the close period, except when he cannot enter into the scheme at another time due to the date of commencement of his employment, (b) he does not alter the conditions of his participation or cancel his participation during a close period, (c) and the purchase operations are clearly organised under the scheme terms and he has no right to alter them during a close period.
- An Insider may transfer or receive, directly or indirectly, shares or other securities provided that they are transferred between two accounts of the Insider and the transfer doesn't result in a change of price of the shares or securities.
- An Insider can acquire a qualification or entitlement to shares of the Company (for example, under a rights issue or bonus issue) where the final date for such an acquisition falls during a close period, provided that the Insider submits evidence satisfactory to a Responsible Officer of the reasons for the acquisition not taking place at another time.

**It should be noted that, while Insiders may deal in the Company's securities in the limited circumstances outlined above, they must not deal at any time if they are in possession of Inside Information.**

#### **4.2 No short-term trading in the Company's securities**

Key Management Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

#### **4.3 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.

#### **4.4 Notification of periods when PDMRs are not permitted to trade**

The Company Secretary will endeavour to notify all PDMRs of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

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## 5. DEALING REQUIREMENTS

### 5.1 Notification

If the Chairman (or in the case of the Chairman the CEO) gives clearance to deal, **the PDMR or the Associate must carry out the dealing within two (2) business days of receipt of clearance**. If he or she does not carry out the dealing within this timeframe, the clearance lapses and the PDMR or the Associate (communicating via his or her PDMR) must seek clearance again from the Chairman before the dealing can take place.

### 5.2 PDMRs sales of securities

PDMRs (and their Associates) 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 PDMR or an Associate 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.

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## 6. NOTIFICATIONS

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.

In the UK, PDMRs and Associates must also notify the Company and the FCA in writing of each notifiable transaction as listed in the PDMR Trading Pack, including acquiring, disposing, subscribing for or exchanging in Company's securities, or exercising options over the Company's securities.

The notification to the Company must be made using the template in the PDMR Trading Pack and must be made as soon as practicable, but no later than three days following the transaction date.

The notification to the FCA must be made by using a copy of the notification form, available on the FCA's website<sup>2</sup>, within three business days of the transaction date.

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## 7. 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.

It is incumbent on all relevant personnel to comply with the law. **IF YOU ARE IN ANY DOUBT, DO NOT DEAL THE COMPANY'S SECURITIES**. The consequences of dealing in securities in breach of this Policy may be severe and could include criminal liability

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<sup>2</sup> [https://marketoversight.fca.org.uk/electronicssubmissionssystem/MaPo\\_PDMR\\_Introduction](https://marketoversight.fca.org.uk/electronicssubmissionssystem/MaPo_PDMR_Introduction)

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## SCHEDULE 10 – DIVERSITY POLICY

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### 1. INTRODUCTION

The Company, 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.

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### 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 women;
- (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.

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### **3. RESPONSIBILITIES**

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

The Board is committed to workplace diversity and supports representation of women at the senior level of the Company and on the Board where appropriate.

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 gender 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; and
- (f) any other strategies the Board develops from time to time.

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### **4. MONITORING AND EVALUATION**

The Chairman 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.

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### **5. REPORTING**

The Company should 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 entity 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 11 – WHISTLEBLOWER PROTECTION POLICY

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### 1. BACKGROUND AND PURPOSE

MGC Pharmaceuticals Ltd (ACN 116 800 269) (**Company**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its 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 Company;
- (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.

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### 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).

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### 3. WHO THE WHISTLEBLOWER 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.

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### 4. RESPONSIBILITY FOR COMPLIANCE AND TRAINING

- (a) The Company's board of directors (**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 audited 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 and any divisional 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 divisional whistleblower policy; and
  - (ii) reporting to the Board or a Committee of the Board.
- (d) In addition to the Board, 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 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.

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## 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.

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## 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 section 6.2(a).

What are Reportable Matters?	
<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 Anti-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> <li>(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</li> <li>(g) amounts to an abuse of authority.</li> </ul>

<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 Any member of the Board and or Company Secretary. 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> <ul style="list-style-type: none"> <li>(a) an interpersonal conflict between the Discloser and another employee; and</li> <li>(b) a decision that does not involve a breach of workplace laws;</li> <li>(c) a decision concerning the engagement, transfer or promotion of the Discloser;</li> <li>(d) a decision concerning the terms and conditions of engagement of the Discloser; or</li> <li>(e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser</li> </ul>
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## 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 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;
- (ii) to the Chairman of the audit and risk committee;
- (iii) any member of the Board; or
- (iv) the Company Secretary.

The contact details of the Recipients can be provided by the Company Secretary. Reports can be made by email, telephone, in person or online.

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 or 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.

(c) **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.

(d) **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 their direct Manager 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) 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;
- (ii) the Chairman of the audit and risk committee;
- (iii) any member of the Board; or
- (iv) the Company Secretary.

Where a Reportable Matter relates to the managing director, Chief Executive Officer, or a director of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee, 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 Chairman of the Audit and Risk committee/Chairman 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 of this Whistleblower Policy.

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) 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.

(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.

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## 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 Audit and Risk Committee, 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.

### 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 of 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 any Board member 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.

### 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 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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### 1. BACKGROUND

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

This ABC 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 ABC 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 ABC Policy, this ABC Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

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

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

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### 2. DEFINITIONS

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

**Anti-Corruption Legislation** includes many laws such as the *Criminal Code Act 1995 (Cth)*, *UK Bribery Act 2010* and any applicable anti-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 officers, directors, temporary staff, contractors, consultants and employees of the Company.

**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.

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### 3. PURPOSE

The purpose of this ABC 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.

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### 4. SCOPE AND AUTHORITY

The Company requires all Personnel to comply with this ABC 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 or under its control.

This ABC Policy applies to all Personnel, including directors, 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.

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## **5. RESPONSIBILITY FOR POLICY COMPLIANCE AND TRAINING**

- (a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board will monitor the implementation of this ABC Policy and will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.
- (b) A copy of this ABC Policy will be made available to all Personnel.
- (c) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.
- (d) All Business Associates are required to be made aware of this ABC Policy and to undertake to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.
- (e) The prevention, detection and reporting of Bribery and other improper conduct addressed by this ABC 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.

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## **6. CONSEQUENCES OF BREACHING THIS ABC POLICY**

- (a) Bribery and the related improper conduct addressed by this ABC 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 ABC 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 ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

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## **7. POLICY**

### **7.1 General**

- (a) Personnel must:
  - (i) understand and comply with this ABC 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 ABC Policy.
- (b) This ABC 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 ABC 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 ABC 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 Contributions and Charitable Donations**

### **(a) Political Contributions**

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

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

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board before it is given or accepted or otherwise as soon as possible.

### **(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.

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 ABC 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 ABC Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this ABC Policy.

## **7.6 Documentation and Recordkeeping**

(a) As part of the Company's commitment to open and honest 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.

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

If Local Laws in a particular country or region are more restrictive than this ABC 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 ABC Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.
- (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.

## **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 ABC Policy.
- (c) If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

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## **8. MONITORING AND REVIEW**

- (a) Material breaches of this ABC Policy will be reported to the Board or a committee of the Board.
- (b) The Board will monitor the content, effectiveness and implementation of this ABC 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 ABC Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

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## SCHEDULE 13 – SHAREHOLDER COMMUNICATIONS STRATEGY

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The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. 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;
2. the half yearly report which is released to ASX and also placed on the Company's website;
3. the quarterly reports which are released to ASX and also placed on the Company's website;
4. disclosures and announcements made to the ASX, copies of which are placed on the Company's website;
5. 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;
6. the Chairman of the Board's address and the 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;
7. 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; and
8. 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 Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders are encouraged to participate at all GMs and AGMs 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 by a poll rather than a show of hands.

Historical 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.

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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.