



CORPORATE GOVERNANCE PLAN

 **EcoGraf**

ACN 117 330 757

TABLE OF CONTENTS

CORPORATE GOVERNANCE	6
SCHEDULE 1 – BOARD CHARTER.....	7
1. ROLE OF THE BOARD.....	7
2. THE BOARD’S RELATIONSHIP WITH MANAGEMENT	7
3. SPECIFIC RESPONSIBILITIES OF THE BOARD	7
4. COMPOSITION OF THE BOARD	8
5. DIRECTOR RESPONSIBILITIES	9
6. THE ROLE OF THE CHAIRPERSON.....	10
7. BOARD COMMITTEES.....	10
8. BOARD MEETINGS.....	11
9. THE COMPANY SECRETARY	12
10. ACCESS TO ADVICE	12
11. FOREIGN DIRECTORS	13
12. PERFORMANCE REVIEW.....	13
SCHEDULE 2 – CODE OF CONDUCT	14
1. INTRODUCTION	14
2. COMPLIANCE	14
2.1 Scope.....	14
2.2 Personal Responsibility	14
2.3 Directors’ Responsibilities	14
2.4 Training.....	14
3. ACCOUNTABILITIES.....	14
3.1 Managers	14
3.2 Employees and Contractors	15
4. VISION, VALUES AND PURPOSE	15
4.1 Identity	15
4.2 Vision	15
4.3 Values.....	15
4.4 Purpose	15
4.5 Commitment to Values.....	16
5. PERSONAL AND PROFESSIONAL BEHAVIOUR	16
6. CONFLICT OF INTEREST.....	17
7. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/NETWORKING	17
7.1 Information Systems.....	17
7.2 Bring Your Own Devices	18
7.3 Social Media/Business Networking.....	18
8. PUBLIC AND MEDIA COMMENTS	18
9. USE OF COMPANY RESOURCES	18
10. SECURITY OF INFORMATION	18



11.	INTELLECTUAL PROPERTY/COPYRIGHT	19
12.	DISCRIMINATION, HARASSMENT AND BULLYING	19
13.	CORRUPT CONDUCT	19
14.	OCCUPATIONAL HEALTH AND SAFETY	20
15.	LEGISLATION	20
16.	FAIR DEALING	20
17.	INSIDER TRADING	20
18.	RESPONSIBILITIES TO INVESTORS	20
19.	BREACHES OF THE CODE OF CONDUCT	21
20.	REPORTING MATTERS OF CONCERN	21
21.	MONITORING AND REVIEW	21
	SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER	22
1.	ROLE	22
2.	COMPOSITION	22
3.	PURPOSE	22
4.	DUTIES AND RESPONSIBILITIES OF THE COMMITTEE	23
	4.1 Review of Financial Reports	23
	4.2 Relationship with External Auditors	24
	4.3 Internal Audit Function.....	24
	4.4 Risk Management.....	25
	4.5 Other	25
5.	MEETINGS	26
6.	SECRETARY	26
7.	RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE	26
8.	ACCESS TO ADVICE	27
9.	REVIEW OF CHARTER	27
10.	REPORT TO THE BOARD	27
	SCHEDULE 4 – NOMINATION AND REMUNERATION COMMITTEE CHARTER	28
1.	ROLE	28
2.	COMPOSITION	28
3.	PURPOSE	28
4.	DUTIES AND RESPONSIBILITIES	29
	4.1 NOMINATION.....	29
	4.2 EXECUTIVE REMUNERATION FRAMEWORK	30
	4.3 REMUNERATION - EXECUTIVES.....	31
	4.4 REMUNERATION – EQUITY BASED.....	31
	4.5 REMUNERATION - NON-EXECUTIVE DIRECTORS	31
	4.6 OTHER	31
5.	MEETINGS	31



6.	SECRETARY	32
7.	RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE	32
8.	ACCESS TO ADVICE	32
9.	REVIEW OF CHARTER	33
10.	REPORTING.....	33
	SCHEDULE 5 – PERFORMANCE EVALUATION POLICY	34
	SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY	35
1.	GENERAL PRINCIPLES.....	35
2.	POLICIES AND PROCEDURES.....	35
3.	RESPONSIBILITY	35
4.	COMMUNICATION OF INFORMATION	35
5.	FALSE MARKET.....	35
6.	ASX ANNOUNCEMENTS AND MEDIA RELEASES	36
7.	MEETINGS WITH MARKET PARTICIPANTS.....	36
8.	MEDIA CONTACT AND PUBLIC COMMENT	36
9.	REVIEW OF POLICY	36
	SCHEDULE 7 – RISK MANAGEMENT POLICY.....	37
	SCHEDULE 8 – TRADING POLICY.....	39
1.	INTRODUCTION	39
2.	WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?	39
3.	WHAT IS INSIDER TRADING?	39
3.1	Prohibition	39
3.2	Examples.....	40
3.3	Dealing through third parties	40
3.4	Information however obtained	40
3.5	Employee incentive schemes.....	40
4.	PROHIBITION ON DERIVATIVES AND HEDGING ARRANGEMENTS OVER COMPANY SECURITIES	41
5.	GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES	41
5.1	General rule	41
5.2	No short-term trading in the Company's securities	41
5.3	Securities in other companies.....	41
5.4	Exceptions	41
6.	APPROVAL AND NOTIFICATION REQUIREMENTS	43
6.1	Approval requirements.....	43
6.2	Approvals to buy or sell securities.....	43
6.3	Notification	43
6.4	Key Management Personnel significant sales of securities.....	44
6.5	Exemption from Closed Periods restrictions due to exceptional circumstance	44
6.6	Severe financial hardship or exceptional circumstances.....	44
6.7	Financial hardship	44
6.8	Exceptional circumstances.....	45



7.	ASX NOTIFICATION FOR DIRECTORS	45
8.	EFFECT OF COMPLIANCE WITH THIS POLICY	45
	SCHEDULE 9 – DIVERSITY POLICY	46
1.	INTRODUCTION	46
2.	OBJECTIVES	46
3.	RESPONSIBILITIES	47
3.1	The Board's commitment	47
3.2	Strategies	47
4.	MONITORING AND EVALUATION	47
5.	REPORTING	48
	SCHEDULE 10 – SHAREHOLDER COMMUNICATIONS STRATEGY	49
	SCHEDULE 11 – WHISTLEBLOWER PROTECTION POLICY	50
	ANNEXURE 1 – SUMMARY OF PROTECTIONS UNDER THE CORPORATIONS ACT	
	ANNEXURE 2 – SUMMARY OF PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT	
	SCHEDULE 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY	67
	ANNEXURE A – DEFINITION OF INDEPENDENCE	76



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 – 4th Edition (**Recommendations**).

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

Charters and Codes

Board Charter

Code of Conduct

Audit and Risk Committee Charter

Nomination and Remuneration Committee Charter

Policies

Performance Evaluation Policy

Continuous Disclosure Policy

Risk Management Policy

Trading Policy

Diversity Policy

Shareholder Communications Strategy

Whistleblower Protection Policy

Anti-Bribery and Anti-Corruption Policy



SCHEDULE 1 – BOARD CHARTER

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.

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 (**Group**) to facilitate the effective carrying out of their duties as Directors.

3. SPECIFIC RESPONSIBILITIES OF THE BOARD

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

- (a) 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) Appointing and replacing the Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and determining the terms and conditions of their employment, including remuneration and termination arrangements.



- (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 Year and Quarterly Reports.
- (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 *Corporations Act 2001* (Cth) and 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.

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 4th 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.

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) Directors are expected to maintain the skills required to discharge their obligations to the Company and should undertake continuing professional development to the extent necessary.
- (f) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

6. THE ROLE OF THE CHAIRPERSON

- (a) The Chairperson 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 Chairperson of the Board should be a non-executive Director. If a Chairperson 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 Chairperson of the Board of the Company during his/her term as Chief Executive Officer/Managing Director or in the future.
- (d) The Chairperson of the Board must be able to commit the time to discharge the role effectively.
- (e) The Chairperson 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 Chairperson of the Board is absent from a meeting of the Board then the Board shall appoint a Chairperson for that meeting in an acting capacity.

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; and
 - (ii) nomination and remuneration 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 Chairperson 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.

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 Chairperson 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.

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 Chairperson 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 other applicable 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.

10. ACCESS TO ADVICE

- (a) All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors will receive briefings on material developments in industry-related matters, laws, regulations and accounting standards relevant to the Company.
- (c) All Directors will be expected to attend periodic site visits scheduled and co-ordinated by management to aid their understanding of the business of the Company.
- (d) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (e) 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 and conducting site visits of key operations to gain an understanding of the Company's structure, business operations, history, culture and key risks;
 - (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.
- (f) 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 Chairperson of the Board. A copy of any such advice received is made available to all members of the Board.

11. FOREIGN DIRECTORS

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

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

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

12. PERFORMANCE REVIEW

The nomination and remuneration 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.



SCHEDULE 2 – CODE OF CONDUCT

1. INTRODUCTION

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

2. COMPLIANCE

2.1 Scope

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

2.2 Personal Responsibility

All Directors, employees and contractors of the Company and its subsidiaries must comply with the Code of Conduct, together with the policies, processes and procedures which relate to their daily business activities.

2.3 Directors' Responsibilities

Directors are required to certify compliance with the Code of Conduct each year.

2.4 Training

Employees are required to complete annual Code of Conduct training.

3. ACCOUNTABILITIES

3.1 Managers

Managers 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 and contractors under their direction 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 and Contractors

All employees and contractors are responsible for:

- (a) understanding and complying with the Code of Conduct, including participating in training provided by the Company on how to comply with this Code of Conduct;
- (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.

4. VISION, VALUES AND PURPOSE

4.1 Identity

EcoGraf Limited (ASX:EGR) is a company founded on a commitment to innovation and sustainability and is building a vertically integrated business to produce high purity graphite for the lithium-ion battery market.

4.2 Vision

The Company's vision is to build a vertically integrated business across a range of graphite markets.

4.3 Values

The Code of Conduct is also underpinned by the Company's values:

- (a) Innovation
- (b) Sustainability
- (c) Accountability
- (d) Integrity
- (e) Excellence.

4.4 Purpose

- (a) The Company's primary objective is to deliver maximum shareholder value through the development of stable and sustainable projects whilst acting lawfully, ethically and responsibly.
- (b) The Company will pursue operational and commercial excellence by using best practice approaches in its decision-making process, focusing on continuous development, accountability and teamwork in all aspects of its business. A key attribute to this approach is maintaining responsible long-term management practices.



- (c) In order to achieve these goals, the Company will ensure its employees have the appropriate skills and resources to perform their work safely, effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and its intention to uphold them. The Company will foster an open and supportive environment in all activities and relationships, and make sure that its senior executives demonstrate and reinforce its values in all aspects of its business and in all interactions with staff.
- (d) The Company believes that the pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

4.5 Commitment to Values

- (a) The Company and its subsidiary companies are committed to conducting its business activities in accordance with these values. The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with staff.
- (b) A copy of the Company's statement of values is available on its website.

5. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out their duties, Directors, employees and contractors should:

- (a) behave honestly and with integrity and report persons who are behaving dishonestly;
- (b) treat others with respect and not engage in harassment, discrimination or bullying;
- (c) disclose and deal appropriately with any conflicts between personal interests and duties with the Company;
- (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 their position for personal gain;
- (f) carry out work with integrity and a commitment 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.



6. CONFLICT OF INTEREST

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

- (a) Some situations that may give rise to a conflict of interest include situations where a Director, employee or contractor has:
 - (i) financial interests in a matter the Company deals with or is aware that their 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 their duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) A Director, employee or contractor may often be the only person aware of the potential for conflict. It is their responsibility to avoid any conflict from arising that could compromise the ability to perform their duties impartially. Any potential or actual conflicts of interest must be reported to their manager or in the case of a Director, to the Board.
- (c) If a Director, employee or contractor is uncertain whether a conflict exists, they should discuss that matter with their manager (or the Board in the case of a Director) and attempt to resolve any conflicts that may exist.
- (d) Directors, employees and contractors must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. They must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to their manager (or to the Board in the case of a Director).

7. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/NETWORKING

7.1 Information Systems

Email, internet, facsimile, telephone and other information and communications systems must be used appropriately and in accordance with the Company's policies, so as to maintain their effective operation and not put at risk the security and integrity of the Company's information and communications systems.



7.2 Bring Your Own Devices

Prior to linking personal devices to the Company's information and communications systems, all persons must ensure they first obtain appropriate authorisation and use such devices in accordance with the Company's policies.

7.3 Social Media/Business Networking

Social media and business networking sites must be used in accordance with the requirements of the Code of Conduct and relevant Company policies.

8. PUBLIC AND MEDIA COMMENTS

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

9. USE OF COMPANY RESOURCES

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

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

Using Company resources **without** obtaining prior approval could result in disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

10. SECURITY OF INFORMATION

Directors, employees and contractors 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. Confidential information may only be 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, which will result in disciplinary action.

11. 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 Directors, employees and contractors in the course of carrying-out their Company duties, unless a specific prior agreement has been made. Prior written permission must be obtained from the Chairperson (or in the case of the Chairperson, from the Board) in order to use any such intellectual property for purposes other than as required in their role with the Company.

12. DISCRIMINATION, HARASSMENT AND BULLYING

Directors, employees and contractors must not harass, discriminate, or support others who harass and discriminate against persons associated with the Company, or members of the public, on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective or experience.

Bullying and harassment is unacceptable under any circumstances and is also a risk to workplace health and safety. Harassment or bullying will result in immediate termination and possible criminal and/or civil prosecution against the person(s) committing such actions.

The Company's Directors and executives should understand and apply the principles of equal employment opportunity and do everything reasonably possible to eliminate discrimination, harassment, bullying and other unlawful behaviours that cause physical and psychological harm.

13. CORRUPT CONDUCT

Directors, employees and contractors 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 a 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 and will result in disciplinary action, including termination and possible criminal and/or civil prosecution against the person(s) committing such actions.

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

14. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all Directors, employees and contractors 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 by the Company and its subsidiaries.

Specifically, all Directors, employees and contractors are responsible for safety by:

- (a) following the safety and security directives of the Company;
- (b) informing their manager (or in the case of Directors, informing the Board) of areas where there is a potential problem in safety and reporting any suspicious occurrences; and
- (c) minimising risks in the workplace.

15. LEGISLATION

It is essential that all Directors, employees and contractors comply with the laws and regulations of the countries in which the Company and its subsidiaries 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 (or in the case of Directors, reported to the Board).

16. FAIR DEALING

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

17. INSIDER TRADING

All Directors, employees and contractors 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 Closed Periods when Directors, management and employees are not permitted to buy and sell the Company's securities.

18. RESPONSIBILITIES TO INVESTORS

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



19. BREACHES OF THE CODE OF CONDUCT

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

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

20. REPORTING MATTERS OF CONCERN

Directors, employees and contractors are encouraged to raise any matters of concern in good faith with the Chief Executive Officer/Managing Director (or in the case of Directors, with the Board), without fear of retribution and in compliance with the Company's Whistleblower Protection Policy.

21. MONITORING AND REVIEW

- (a) The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible.
- (b) Directors, employees and contractors 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.



SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

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.

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the committee where 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 Chairperson of the committee must not be the Chairperson of the Board and must be independent.
- (g) The Chairperson 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.

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.

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 the performance, succession plans and rotation of the lead engagement partner.
- (c) Approve the external audit plan and fees for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of Quarterly, Half Year 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) Approve 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 independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor a 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 doesn't have a 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) The committee will oversee procedures for whistleblower protection.
- (c) The committee will oversee procedures for countering bribery and corruption.



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

5. MEETINGS

- (a) The committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairperson of the committee.
- (c) Where deemed appropriate by the Chairperson 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 Chairperson of the committee or their nominee, the members shall elect one of their members as Chairperson of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairperson having a casting vote.
- (f) The Chairperson 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.

6. SECRETARY

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

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

- (a) an employee of the Company and its subsidiaries (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.

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

9. REVIEW OF CHARTER

- (a) The Board will conduct an annual review 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.

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.



SCHEDULE 4 – NOMINATION AND REMUNERATION COMMITTEE CHARTER

1. ROLE

The role of the nomination and remuneration committee is to assist the Board in monitoring and reviewing any matters of significance affecting the:

- (a) Composition of the Board and executive team of the Company; and
- (b) Remuneration of the Directors and employees.

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

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the committee where 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 additional non-executive Directors to the committee or remove and replace members of the committee, by resolution.

3. PURPOSE

The primary purpose of the committee is to support and advise the Board in fulfilling its responsibilities to shareholders in relation to the following:

Nomination

- (a) Maintaining a Board that has an appropriate mix of skills, experience and knowledge of the Company and the industry in which it operates, to provide effective strategic oversight of the Company's activities.
- (b) Ensuring that the Board is comprised of Directors who contribute to the successful development of the Company and discharge their duties having regard to the law and good corporate governance.

Remuneration

- (a) Implementing an effective remuneration framework to enable the Company to attract and retain Directors and executives who can create long-term shareholder value.
- (b) Ensuring the executive remuneration framework demonstrates a clear relationship between performance and remuneration.



- (c) Fairly and responsibly remunerating the Chief Executive Officer/Managing Director and executives, having regard to the skills, experience, performance and capacity to create value of each individual and the prevailing employment market for such persons, as well as the remuneration practices of similar companies.
- (d) Reviewing and recommending to the Board any equity based remuneration arrangements.
- (e) Ensuring any equity based remuneration for non-executive Directors does not conflict with their obligation to bring an independent judgement to matters before the Board.
- (f) Reviewing the appropriateness of termination arrangements.

4. DUTIES AND RESPONSIBILITIES

4.1 Nomination

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding the appointment, retirement and term 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 Directors and executives, or putting forward to shareholders 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 is provided to shareholders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
 - (i) biographical details (qualifications, 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 Company 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 shareholder or other party, and a statement whether the Board considers the candidate 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 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 executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or executive's appointment. For these purposes, an 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 executive on an outsourced basis, the agreement may be between the entity and the professional services firm.
- (g) Ensure that Directors or 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 may disclose this matrix in, or in conjunction with, its Annual Report.
- (i) Approve and review induction and continuing professional development programs and procedures as necessary for Directors to ensure that they can effectively discharge their responsibilities.
- (j) Consider the time required to be committed by non-executive Directors to properly fulfil their duty to the Company and advise the Board, as appropriate.
- (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 executives of the Company.
- (m) Review succession plans for the Board as necessary, with a view to maintaining an appropriate balance of Director skills and experience.
- (n) Conduct an annual performance evaluation of the Board, its committees, individual Directors and executives, as appropriate (apart from providing any information that may be required by the committee, no member of the committee shall be involved in the evaluation of their own performance).

4.2 Executive Remuneration Framework

- (a) Recommend to the Board appropriate and effective recruitment, remuneration and termination arrangements to enable the Company to attract and retain Directors and executives who can create long-term shareholder value.



- (b) Ensure that the remuneration practices fairly and responsibly remunerate the Chief Executive Officer/Managing Director and executives having regard to the skills, experience, performance and capacity to create value of each individual and the prevailing employment market for such persons, as well as the remuneration practices of similar companies.

4.3 Remuneration - Executives

- (a) Recommend to the Board the remuneration of the Chief Executive Officer/Managing Director and executives in accordance with the Company's executive remuneration framework.
- (b) Oversee the annual performance evaluation of the Chief Executive Officer/Managing Director and executives.
- (c) Recommend to the Board any proposed changes to the terms of employment of the Chief Executive Officer/Managing Director and executives.
- (d) Review and recommend to the Board any termination payments to be made to the Chief Executive Officer/Managing Director and executives.

4.4 Remuneration – Equity Based

- (a) Review and make recommendations to the Board in relation to the Company's equity based remuneration arrangements.
- (b) Review and recommend to the Board awards under any equity based remuneration plan.
- (c) Conduct an annual review of the Company's Trading Policy, including the restriction on the use of hedging arrangements in relation to equity based remuneration.

4.5 Remuneration - Non-executive Directors

- (a) Review and make recommendation to the Board in relation to the fees payable to the Chairperson and non-executive Directors; and
- (b) Ensure any equity based remuneration for non-executive Directors does not conflict with their obligation to bring an independent judgement to matters before the Board.

4.6 Other

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

5. MEETINGS

- (a) The committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairperson of the committee.



- (c) A quorum shall comprise any two members of the committee. In the absence of the Chairperson of the committee or appointed delegate, the members shall elect one of their members as Chairperson.
- (d) Where deemed appropriate by the Chairperson 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 Chairperson 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.

6. SECRETARY

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

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

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

8. ACCESS TO ADVICE

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



9. REVIEW OF CHARTER

- (a) The Board will conduct an annual review 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 executives, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORTING

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



SCHEDULE 5 – PERFORMANCE EVALUATION POLICY

The nomination and remuneration committee may 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 and remuneration committee may 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 may 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 should be made.

The nomination and 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.

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



SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY

1. GENERAL PRINCIPLES

The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value or the Company's securities, the Company must immediately disclose that information to the ASX.

2. POLICIES AND PROCEDURES

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.

3. RESPONSIBILITY

The Chief Executive Officer/Managing Director is responsible for overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders.

The Company Secretary is responsible for providing guidance to Directors and employees on disclosure requirements and procedures.

4. COMMUNICATION OF INFORMATION

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

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.

5. FALSE MARKET

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.



6. ASX ANNOUNCEMENTS AND MEDIA RELEASES

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

- (a) All key announcements at the discretion of the Chief Executive Officer/Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are to provide the Chief Executive Officer/Managing Director (or in his/her absence, the Company Secretary) with verbal or written confirmation for 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) Unless done previously, any relevant parties whose statements are referenced in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information attributed to them is factually correct.
- (d) All members of the Board receive copies of all material market announcements promptly after they have been made.

7. MEETINGS WITH MARKET PARTICIPANTS

The Company holds periodic meetings 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 presentation to be provided to analysts and investors will be released to the ASX prior to such meetings.

8. MEDIA CONTACT AND PUBLIC COMMENT

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

9. REVIEW OF POLICY

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



SCHEDULE 7 – RISK MANAGEMENT POLICY

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 – 4th 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, practices 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, cyber-security, privacy and data breaches, sustainability and climate change.

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



SCHEDULE 8 – TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel (as defined in the ASX Listing Rules).

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

The Company has determined that its Key Management Personnel are those persons disclosed in the Remuneration Report in the Company's Annual Report for the previous financial year and expected to be disclosed in the current financial year.

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).

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

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

3. WHAT IS INSIDER TRADING?**3.1 Prohibition**

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

- (a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive'); and
- (b) that person:
 - (i) buys or sells securities in the Company; or
 - (ii) procures someone else to buy or sell securities in the Company; or
 - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.



3.2 Examples

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

- (a) the Company considering a major acquisition or disposal;
- (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) giving or receiving a notice of intention to make a takeover;
- (j) 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
- (k) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

3.3 Dealing through third parties

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

3.4 Information however obtained

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

3.5 Employee incentive schemes

The prohibition does not apply to acquisitions of shares, rights or options by employees made under employee share, right or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of rights or options under an employee rights or 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 a right or option granted under an employee rights or option scheme.



4. PROHIBITION ON DERIVATIVES AND HEDGING ARRANGEMENTS OVER COMPANY SECURITIES

Directors and employees and other participants in employee incentive schemes of the Company are not permitted to use, at any time, derivatives or hedging arrangements that operate or are intended to operate to limit the economic risk of security holdings over unvested Company securities.

5. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

5.1 General rule

Key Management Personnel must not, except in exceptional circumstances, deal in securities of the Company during the following periods:

- (a) 2 weeks prior to and 48 hours after the release of the Company's Annual Report;
- (b) 2 weeks prior to and 48 hours after the release of the Half Year Report of the Company;
- (c) 2 weeks prior to and 48 hours after the release of the Company's Quarterly Report; and
- (d) any other period the Company specifies from time to time,

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Management Personnel either before or during the Closed Periods. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time while in possession of such information.

5.2 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.

5.3 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.

5.4 Exceptions

- (a) Key Management Personnel may at any time:
 - (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;



- (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
- (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- (iv) acquire, or agree to acquire or exercise rights or options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
- (v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
- (vi) acquire ordinary shares in the Company as a result of the exercise of rights or options held under an employee rights or option scheme;
- (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
- (x) undertake to accept, or accept, a takeover offer;
- (xi) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (xii) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of



consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or

- (xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 5.1.

Where this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

6. APPROVAL AND NOTIFICATION REQUIREMENTS

6.1 Approval requirements

- (a) Any Key Management Personnel or employees wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Managing Director before doing so.
- (b) Any Directors (other than the Chairperson of the Board) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairperson of the Board or the Board before doing so.
- (c) If the Chairperson of the Board wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairperson of the Board must obtain the prior approval of the Board before doing so.

6.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 6.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to undertaking the approved purchase or sale transaction.

6.3 Notification

Subsequent to approval obtained in accordance with paragraphs 6.1 and 6.2, any Key Management Personnel or employee who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates**



at all times and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

6.4 Key Management Personnel significant sales of securities

Key Management Personnel 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 by Key Management Personnel of a significant volume of Company securities, either in relation to the total securities and rights to securities held by the seller prior to the sale, or to the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days, needs to be discussed with the Board prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be provided to the Company Secretary for record-keeping.

6.5 Exemption from Closed Periods restrictions due to exceptional circumstance

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

6.6 Severe financial hardship or exceptional circumstances

The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director, by the Board).

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

6.7 Financial hardship

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

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

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



6.8 Exceptional circumstances

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

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

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

7. ASX NOTIFICATION FOR DIRECTORS

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. All Directors must promptly disclose to the Company Secretary all the information required by the ASX.

8. EFFECT OF COMPLIANCE WITH THIS POLICY

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



SCHEDULE 9 – DIVERSITY POLICY

1. INTRODUCTION

The Company is committed to workplace diversity.

The Company recognises the benefits arising from employee and Board diversity, such as recruiting from a broader pool of talented personnel, accessing a range of perspectives and promoting a culture of inclusivity to encourage high performance.

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 incorporate the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th Edition* where appropriate to the Company.

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

2. OBJECTIVES

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

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;
- (d) improved employment, talent management and career development opportunities for 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 reinforces the Company's commitment to support anti-discrimination and equal employment opportunity legislation in every jurisdiction in which it operates.

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 may develop measurable objectives and strategies to meet the Objectives of the Diversity Policy (**Measurable Objectives**) and if so, it will review at least annually the Company's progress against the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

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

The Board will conduct all Board appointment processes in a manner that promotes gender diversity and will adopt a structured approach for identifying a pool of suitable candidates, using external experts where necessary.

3.2 Strategies

The Company's diversity strategies will include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) ensuring succession plans include an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (d) developing a broader pool of skilled and experienced senior management and Board candidates, including, the use of workplace development programs, mentoring programs, training and development; and
- (e) promoting a culture which recognises the domestic responsibilities of employees.

4. MONITORING AND EVALUATION

The Chairperson 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 set by the Board may be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

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

5. REPORTING

The Company will disclose, for each financial year:

- (a) any Measurable Objectives set by the Board;
- (b) progress against these Measurable Objectives; and
- (c) either:
 - (i) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Company; or
 - (ii) if the 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.

SCHEDULE 10 – SHAREHOLDER COMMUNICATIONS STRATEGY

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 the ASX and placed on the Company's website;
2. the Half Year Report which is released to the ASX and also placed on the Company's website;
3. the Quarterly Reports which are released to the 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 the ASX and placed on the Company's website;
6. any addresses and/or presentations made by the Chairperson of the Board and the Managing Director at AGMs and GMs, copies of which are released to the ASX and placed on the Company's website;
7. the Company's website on which it places all announcements that 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 investor relations program, shareholders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, Half Year Report 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 AGMs and GMs of the Company. Upon the despatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings.

All substantive resolutions at shareholder meetings will be decided 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 Managing Director or Company Secretary in the first instance. Any significant comments or concerns will be conveyed to the Board and relevant senior executives.



SCHEDULE 11 – WHISTLEBLOWER PROTECTION POLICY

1. BACKGROUND AND PURPOSE

EcoGraf Limited (ACN 117 330 757) (**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

1.1 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 – 4th Edition as well as industry standards and the Company's legal and regulatory obligations.

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

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

2. DEFINITIONS

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

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commissioner means the Commissioner of Taxation.

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



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

- (a) an officer or employee of the Company (and includes current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and Directors);
- (b) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (and includes current and former contractors, consultants, service providers and business partners);
- (c) an associate of the Company,

or a relative or dependant of one of the above (or of their spouse).

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

Recipient has the meaning set out in clause 6.2.

Reportable Matter has the meaning set out in clause 6.1.

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

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.

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;
 - (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
 - (ii) reporting to the Board.
- (d) 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.
- (e) 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 guidance on how to comply with this Whistleblower Policy will be provided to all Personnel (including recipients and potential investigators and those with specific responsibility under this Whistleblower Policy) to ensure everyone is aware of their rights and obligations under this Whistleblower Policy and under applicable whistleblower laws. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Whistleblower Policy.

5. CONSEQUENCES OF BREACHING THIS WHISTLEBLOWER POLICY

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

6. WHISTLEBLOWER POLICY

6.1 Reportable Matters

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

What are Reportable Matters?	
<p>Reportable Matters 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>Examples of Reportable Matters include, but are not limited to, conduct which:</p> <ul style="list-style-type: none"> (a) is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the Company's Anti-Bribery and Anti-Corruption Policy (once adopted); (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



	<p>other breaches of law or regulatory requirements;</p> <p>(c) is unethical or breaches any of the Company's policies, charters or Code of Conduct;</p> <p>(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;</p> <p>(e) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest;</p> <p>(f) involves actual or threatened harassment, discrimination, victimisation or bullying, or any other type of detrimental action (other than disclosures that solely relate to personal work-related grievances as defined in the Corporations Act); or</p> <p>(g) amounts to an abuse of authority.</p>
<p>Reportable Matters do not generally include personal work-related grievances.</p> <p>Personal work-related grievances are those that relate to current or former employment and have, or tend to have, implications for the Discloser personally but do not have any other significant implications for the Company (or any other entity) or do not relate to conduct or alleged conduct, about a Reportable Matter.</p> <p>Personnel can discuss personal work-related grievances with the Managing Director. 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>Examples of personal work-related grievances include:</p> <p>(a) an interpersonal conflict between the Discloser and another employee; and</p> <p>(b) a decision that does not involve a breach of workplace laws;</p> <p>(c) a decision concerning the engagement, transfer or promotion of the Discloser;</p> <p>(d) a decision concerning the terms and conditions of engagement of the Discloser; or</p> <p>(e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.</p>



6.2 Making a Report

(a) Who to report to?

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

- (i) to the Whistleblower Protection Officer or Managing Director, as applicable;
- (ii) the Chairman or to any member of the Board; or
- (iii) the Company Secretary.

The Company recognises that there may be issues of sensitivity whereby a Discloser does not feel comfortable to make a report to an internal recipient. In such cases, the Discloser may feel more comfortable making an anonymous disclosure 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 email, phone or mail using the contact details on the Company's website.

(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 the Whistleblower Protection Officer or Managing Director, as applicable, in the first instance.

6.3 Investigating a Report

(e) **Who will investigate?**

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

- (i) the Whistleblower Investigating Officer;
- (ii) the Whistleblower Protection Officer;
- (iii) the Chairman or any member of the Board;
- (iv) the Company Secretary; or
- (v) an independent adviser.

Where a Reportable Matter relates to the Managing Director, Whistleblower Protection Officer, Whistleblower Investigating Officer or a Director of the Company, the matter will be referred directly to the Company's external auditor.

(f) **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 Board 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:

- (iii) the identity of a Discloser who has made a report of a Reportable Matter; or
- (v) 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
- (v) 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:

- (vi) they suffer loss, damage or injury because of a disclosure; and
- (vii) 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 may 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.

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.



7. MONITORING AND REVIEW

- (a) Material incidences reported under this Whistleblower Policy will be reported to the Board.
- (b) The Board 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.



ANNEXURE 1 – SUMMARY OF PROTECTIONS UNDER THE CORPORATIONS ACT

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

1. **PROTECTED DISCLOSURES**

Disclosures will be protected if:

- (a) 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 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 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.



ANNEXURE 2 – SUMMARY OF PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT

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

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- (a) the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
- (i) an officer (within the meaning of the Corporations Act) or employee of the Company;
 - (ii) an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;
 - (iii) an associate (within the meaning of the *Income Tax Assessment Act 1936*) of the Company;
 - (iv) a spouse, child or dependant of any individual referred to in (i) to (iii) above or of such an individual's spouse; or
 - (v) any prescribed individual under the regulations under the Taxation Act;
- (b) **and** the disclosure is made to:
- (i) the Commissioner **and** the discloser considers 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

- (iv) 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
- (v) 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.



SCHEDULE 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Background

The Company is committed to conducting its business activities fairly, honestly 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.

2. Definitions

In this ABC Policy certain words or phrases have the following meaning:

Anti-Corruption Legislation includes many laws such as the *Criminal Code Act 1995 (Cth)* in Australia, the *Prevention and Combating of Corruption Act* in Tanzania 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.

Company means EcoGraf Limited (ACN 117 330 757) and its subsidiaries.

Corruption is the abuse of entrusted power for personal gain.



Facilitation Payment means payments of nominal amounts or other inducements 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 for 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); and
- (f) any person who holds themselves out to be an authorised intermediary of a government official.

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

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

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



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

3. Purpose

The purpose of this ABC Policy is to:

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

4. Scope and authority

The Company requires all Personnel to comply with this 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 and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and its subsidiaries.

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. Guidance on how to comply with this ABC Policy will be provided to all relevant Personnel and 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 their supervising officer, who must immediately report the matter to the Chief Executive Officer/Managing Director.

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.

7. Gifts, Entertainment and Hospitality Policy

- (a) Personnel must report all Items of Value received worth more than \$250 in writing to their immediate manager.
- (b) Subject to clause 7(d), Personnel are also expected to decline (or avoid accepting) Items of Value offered worth more than \$500, except for:
 - (i) work related conferences;
 - (ii) invitations to speak at functions held by a professional association (including flights and accommodation); or
 - (iii) working lunches.
- (c) Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable, provided it complies with the following:
 - (i) *made for the right reason* – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
 - (ii) *no obligation* – it must not place the recipient under any obligation;
 - (iii) *no expectation* – it should not create expectation by the giver or an associate of the giver, or have a higher importance attached



to it by the giver than the recipient would place on such an action;

- (iv) *made openly* – it must be made openly and if not, then the purpose should be questioned;
 - (v) *reasonable value* – its size is small and in accordance with general business practice;
 - (vi) *appropriate* – its nature is appropriate to the relationship;
 - (vii) *arm's length* – it should be on an “arm's length” basis and without special favours or arrangements;
 - (viii) *legal* – it must comply with relevant laws; and
 - (ix) *disclosed* – Items of Value, if worth more than \$250, should be reported by Personnel in writing to their immediate manager.
- (d) Approval for any Items of Value worth more than \$500 may only be provided by the Managing Director, or if intended for the Managing Director, by the Chairperson of the Board.

8. 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.



9. 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 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, as a 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).

10. Prohibition on Facilitation Payments, Secret Commissions and Money-laundering

- (a) The Company does not condone any form of Facilitation Payment, Secret Commission 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.

11. Political Contributions and Charitable Donations

(a) Political Contributions

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company, however it is permissible for the Company to make a payment for Personnel to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

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

(b) Charitable Donations

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

12. Interactions with Officials and Third Parties must be Compliant

- (a) The Company must implement the following procedures in relation to any "high risk Third Parties:
 - (i) communicate this ABC Policy and any additional relevant anti-bribery policies to the high risk Third Party;
 - (ii) undertake sufficient due diligence to ensure that it is appropriate for the high risk Third Party to represent the Company and complete a due diligence report on the Third Party prior to engagement;
 - (iii) raise any issues or red flags identified in the due diligence to the Board and ensure such issues are adequately resolved prior to engagement;
 - (iv) ensure contractual terms with the Third Party include anti-bribery provisions consistent with this ABC Policy; and
 - (v) ensure oversight of the Third Party is maintained.
- (b) 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.
- (c) 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.



13. Documentation and Recordkeeping

- (a) As part of the Company's commitment to open and honest business practice the Company requires its businesses to maintain accurate books of account and records.
- (b) The Company and its subsidiaries must keep accurate and complete records of all business transactions:
 - (i) in accordance with generally accepted accounting principles and practices;
 - (ii) in accordance with the Company's accounting and finance policies; and
 - (iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.
- (d) All Personnel must report Items of Value given or received worth more than \$250 in writing to their immediate manager.

14. Compliance with Local Laws Required

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

15. 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 Chief Executive Officer/Managing Director.
- (b) If any Personnel are 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 seek guidance from their supervising officer or the Chief Executive Officer/Managing Director.

16. 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 Personnel who raise concerns in good faith under this ABC Policy.

- (c) If Personnel are not comfortable, for any reason, with speaking directly to their supervising officer or the Chief Executive Officer/Managing Director, the Company has a Whistleblower Protection Policy which affords protections against reprisal, harassment or demotion for making the report.

17. 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 undertaken 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 Chief Executive Officer/Managing Director.



ANNEXURE A – DEFINITION OF INDEPENDENCE

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.

