



ASX and MEDIA RELEASE

27 March 2020

CORPORATE GOVERNANCE PLAN

Dotz Nano Limited (ASX:DTZ) (“Dotz” or “The Company”) an advanced technology company developing, manufacturing and commercialising marking, tracing and verification solutions, has updated its Corporate Governance Plan to include the Whiteblower and the Anti-Bribery & Corruption Policies recently approved by the Dotz Board of Directors.

For and on behalf of the Board

Further information:

Investor Enquiries:

Ian Pamensky

Company Secretary

E: ian@cfo2grow.com.au

P: +61 414 864 746

Media Enquiries:

Tristan Everett

Market Eye

E: tristan.everett@marketeye.com.au

P: +61 403 789 096

About Dotz Nano Limited

Dotz Nano Limited (ASX: DTZ) is a technology leader in research, production and marketing of anti-counterfeiting, authentication and tracing solutions. Dotz has strong, established distributors in North America, Europe and Japan as well as scientific collaborations and partnerships with leading academic institutes.

Its unique products ValiDotz, BioDotz, Fluorensic and InSpec are exceptional solutions for numerous applications, such as: anti-counterfeiting, brand & reputation protection, oil & gas industry, liquids tagging, lubricants and DEF authentication, polymers tagging and bio-imaging.

To learn more about Dotz, please visit the website and corporate video via the following link www.dotz.tech

DOTZ NANO LIMITED
ACN 125 264 575
(Company)

CORPORATE GOVERNANCE PLAN

TABLE OF CONTENTS

SCHEDULE 1 – BOARD CHARTER	1
SCHEDULE 2 – CORPORATE CODE OF CONDUCT	7
SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER.....	12
SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER.....	17
SCHEDULE 5 – NOMINATION COMMITTEE CHARTER	21
SCHEDULE 6 – DISCLOSURE – PERFORMANCE EVALUATION	25
SCHEDULE 7 – DISCLOSURE – CONTINUOUS DISCLOSURE	26
SCHEDULE 8 – DISCLOSURE – RISK MANAGEMENT.....	27
SCHEDULE 9 – TRADING POLICY	29
SCHEDULE 10 – DIVERSITY POLICY	36
SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY	39
SCHEDULE 12 - WHISTLEBLOWER POLICY	40
SCHEDULE 13 - ANTI-BRIBERY AND CORRUPTION POLICY	56
ANNEXURE A – DEFINITION OF INDEPENDENCE.....	66

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 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, in accordance with the delegated authority of the Board.
- (d) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the 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, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- (b) Appointment, and where necessary, the replacement, of the Chief Executive Officer/Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.
- (c) Approving the Company's remuneration framework.
- (d) Monitoring the timeliness and effectiveness of reporting to Shareholders.
- (e) Reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.
- (f) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- (g) 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.

- (h) Approving the annual, half yearly and quarterly accounts.
- (i) Approving significant changes to the organisational structure.
- (j) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- (k) Recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable).
- (l) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- (m) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

2. 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.
- (d) Where practical, the majority of the Board should be comprised of non-executive Directors. 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, association 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 and its security holders generally.
 - (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 3rd 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.
- (g) The Company must disclose the relevant qualifications and experience of each Board Member in, or in conjunction with, its Annual Report.

3. DIRECTOR RESPONSIBILITIES

- (a) Where a Director has an interest, position, association 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, position, association or relationship in question and an explanation of why the Board is of that opinion.
- (b) Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (d) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- (e) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

4. THE ROLE OF THE CHAIRMAN

- (a) The Chairman 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 an accurate record of the minutes of board meetings is held by the Company and conducting the shareholder meetings.
- (b) Where practical, the Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (c) Where practical, the Chief Executive Officer/Managing Director should not be the Chairman of the Company during his term as Chief Executive Officer/Managing Director or in the future.
- (d) The Chairman must be able to commit the time to discharge the role effectively.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.

- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting in an Acting capacity

5. BOARD COMMITTEES

- (a) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
 - (i) Audit and Risk Committee;
 - (ii) Remuneration Committee; and
 - (iii) Nomination Committee.
- (b) The charter of each Committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Company must disclose the members and Chairman of each Committee in, or in conjunction with, its annual report.
- (f) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- (g) The Company must disclose in, or in conjunction with, its annual report, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (h) Where the Board does not consider that the Company will benefit from a particular separate committee:
 - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
 - (ii) the Company must disclose in, or in conjunction with, its annual report:
 - (A) the fact a Committee has not been established; or
 - (B) if an Audit and Risk Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

6. BOARD MEETINGS

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman 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.

7. 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 Chair, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate the induction and professional development of Directors.
- (d) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (e) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (f) All Directors have access to the advice and services provided by the Company Secretary.
- (g) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

8. 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 may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

9. PERFORMANCE REVIEW

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

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and
- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

SCHEDULE 2 – CORPORATE CODE OF CONDUCT

1. PURPOSE

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

2. ACCOUNTABILITIES

2.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

2.2 Employees

All employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

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

4. CONFLICT OF INTEREST

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

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by the Chief Executive Officer/Managing Director; or
 - (ii) giving evidence in court; or
 - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.

- (d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing".

6. USE OF COMPANY RESOURCES

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

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

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

7. SECURITY OF INFORMATION

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

8. INTELLECTUAL PROPERTY/COPYRIGHT

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

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Chairman before making any use of that property for purposes other than as required in their role as employee.

9. DISCRIMINATION AND HARASSMENT

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

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

10. CORRUPT CONDUCT

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

- (a) official misconduct;

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

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

11. OCCUPATIONAL HEALTH AND SAFETY

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

Specifically all employees are responsible for safety in their work area by:

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

12. LEGISLATION

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

13. FAIR DEALING

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

14. INSIDER TRADING

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

15. RESPONSIBILITIES TO INVESTORS

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

16. BREACHES OF THE CODE OF CONDUCT

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

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.

17. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution.

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 defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

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

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee must not be the Chairman of the Board of Directors and must be independent.
- (g) The Chairman 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) 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 true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with External Auditors

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

- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial year and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.
- (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 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) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) 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) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound.
- (d) 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 whistle blower protection.
- (c) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "Corporate code of conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) 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 Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) The Committee Chairman, 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 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 Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

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

10. 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 – REMUNERATION COMMITTEE CHARTER

1. ROLE

The role of the Remuneration Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This Charter defines the Remuneration Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

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

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

3. PURPOSE

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

- (a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) recommending to the Board the remuneration of executive Directors;
- (d) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
- (e) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- (f) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and
- (g) reviewing and approving any equity based plans and other incentive schemes.

4. DUTIES AND RESPONSIBILITIES

4.1 Executive Remuneration Policy

- (a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- (b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (c) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

4.2 Executive Directors and Senior Management

- (a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.
- (b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.
- (d) Approve termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

4.3 Executive Incentive Plans (including Equity Based Plans)

- (a) Review and approve the design of any executive incentive plans (**Plans**).
- (b) Review and approve any Plans that may be introduced in the light of legislative, regulatory and market developments.
- (c) For each Plan, determine each year whether awards will be made under that Plan.
- (d) Review and approve total proposed awards under each Plan.
- (e) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.

- (f) Review, approve and keep under review performance hurdles for each Plan.
- (g) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

4.4 Other

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

5. MEETINGS

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman 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 meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

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

9. REVIEW OF CHARTER

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

10. REPORTING

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

SCHEDULE 5 – NOMINATION COMMITTEE CHARTER

1. ROLE

The role of the Nomination Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the Executive Team. This Charter defines the Nomination Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

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

- (a) The Committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Committee Chairman.
- (b) 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:

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

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- (b) Make recommendations to the Board on the appropriate size and composition of the Board.
- (c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company.
- (d) Undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- (e) Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in

the Notice of Meeting containing the resolution to elect or re-elect a Director, including:

- (i) biographical details (including relevant qualifications and experience and skills);
 - (ii) details of any other material directorships currently held by the candidate;
 - (iii) where standing as a Director for the first time, any material adverse information revealed by the checks, details of any interest, position, association or relationship that might materially influence their capacity to be independent and act in the best interests of the Company and its shareholders, and a statement whether the Board considers the candidate is considered to be independent;
 - (iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
 - (v) a statement by the Board whether it supports the election or re-election of the candidate.
- (f) Ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act), other than a Director.
- (g) Prepare and maintain a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve). The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- (h) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
- (i) Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (j) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
- (k) Review Directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (l) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (m) Arrange an annual performance evaluation of the Board, its Committee, individual Directors and senior executives as appropriate.

5. MEETINGS

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

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

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

10. REPORTING

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

SCHEDULE 6 – DISCLOSURE – PERFORMANCE EVALUATION

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

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

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

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

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

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 7 – DISCLOSURE – CONTINUOUS DISCLOSURE

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 or value of the Company's securities, the Company must immediately disclose that information to the ASX.

The Company has in place a written policy on information disclosure and relevant procedures.

The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

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

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.

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.

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 Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are required to seek to provide to the Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each key announcement, prior to its release.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) The Managing Director (and in his/her absence, the Chairman) is to be given the final signoff before release to the ASX of the announcement.

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

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

SCHEDULE 8 – DISCLOSURE – RISK MANAGEMENT

1. DISCLOSURE – RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management 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 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) assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks;
- (c) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (d) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

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

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

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

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information; and
- (c) 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 back at each Audit and Risk Committee at least annually.

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 it continues to be sound.

The Company will disclose if it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks.

SCHEDULE 9 – 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.

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 its Directors and those employees directly reporting to the Managing Director.

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 (i.e. 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;

- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss of a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal;
- (i) an agreement or option to acquire an interest in a mining tenement, or to enter into a joint venture or farm-in or farm-out arrangement in relation to a mining tenement; and
- (j) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

3.3 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 share schemes

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

A Director, member of Key Management Personnel or employee must not enter into an agreement with anyone if that arrangement would have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that:

- (a) has not vested in the member; or
- (b) has vested in the member but remains subject to a holding lock.

Without limiting paragraph 3.5 (a), remuneration that is not payable to a member until a particular day is, until that day, remuneration that has not vested in the member.

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General rule

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

- (a) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;
- (b) two weeks prior to, and 48 hours after the release of the Half Year Financial Report of the Company; and
- (c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable),

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Periods 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.

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

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

4.3 Securities in other companies

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

4.4 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 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 options held under an employee option scheme;
 - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a 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 4.1.

Were this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information

that the person possessed and the person may not have made a profit on the sale. 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.

4.5 Notification of periods when Key Management Personnel are not permitted to trade

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

5. APPROVAL AND NOTIFICATION REQUIREMENTS

5.1 Approval requirements

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

5.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 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 the approved purchase or sale transaction.

5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel 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.

5.4 Key Management Personnel 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 of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

5.5 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 all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

5.6 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 all other members of the Board).

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

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

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

5.8 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, 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.

6. ASX NOTIFICATION FOR DIRECTORS

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

Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

7. EFFECT OF COMPLIANCE WITH THIS POLICY

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

SCHEDULE 10 – DIVERSITY POLICY

1. INTRODUCTION

The Company and all its related bodies corporate are committed to workplace diversity.

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

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

To the extent practicable, the Company will consider the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* where appropriate to the Company.

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

2. OBJECTIVES

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

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) improved employment and career development opportunities for women;
- (d) 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
- (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

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

3. RESPONSIBILITIES

3.1 The Board's commitment

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

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

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

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

3.2 Strategies

The Company's diversity strategies may include:

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

4. MONITORING AND EVALUATION

The Chairman will monitor the scope and currency of this policy.

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

Measurable Objectives (if any) as set by the Board will be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

In addition, the Board will review progress against the Measurable Objectives (if any) 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 11 – 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 Australian Securities Exchange (**ASX**) and placed on the Company's website;
2. the half yearly report which is released to ASX and also placed on the Company's website;
3. the quarterly reports which are released to ASX and also placed on the Company's website;
4. disclosures and announcements made to the ASX copies of which are placed on the Company's website;
5. notices and explanatory statements of Annual General Meetings (**AGM**) and General Meetings (**GM**) copies of which are released to ASX and placed on the Company's website;
6. the Chairman's address and the Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;
7. the Company's website on which the Company posts all announcements which it makes to the ASX; and
8. a representative of the auditor being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

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

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.

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

Shareholders queries should be referred to the Company Secretary in the first instance.

SCHEDULE 12 - WHISTLEBLOWER POLICY¹

1.1 INTRODUCTION

The new Whistleblower regime commenced on 1 July 2019. This regime provides that a person (**Whistleblower**) can make disclosure, anonymously if they choose, regarding any wrongdoing (Disclosable Matter) and can (in certain circumstances) be protected under the Corporations Act against:

- (i) loss of anonymity,
- (ii) loss of confidentiality,
- (iii) any detriment.

In addition, on 13 November 2019, ASIC released Regulatory Guide 270 – Whistleblower Policies, setting out comprehensive requirements and guidance on the content of whistleblower policies.

The Company, its officers and other senior people within the Company have obligations under the Corporations Act if they receive a report from a Whistleblower. This policy has been adopted as an important tool for helping the Company to identify wrongdoing that may not otherwise be uncovered unless there is a safe and secure means for disclosing such wrongdoing.

The Board seeks to conduct its business within the law and with integrity and honesty. In particular, the Company seeks to avoid engaging in conduct that, amongst other matters

- (i) is an offence under the *Corporations Act 2001* (Cth);
- (ii) is an offence against any Commonwealth law; or
- (iii) represents a danger to the public.

Whistleblowers are encouraged to report any wrongdoing by the Company or its employees. However, we recognise that Whistleblowers may not always feel comfortable about discussing concerns internally — especially if the Whistleblower believe that the Company or its officers or employees are responsible for the wrongdoing.

This policy covers a situation where there is misconduct or an improper state of affairs or circumstances in relation to the Company and can include a matter where the discloser has reasonable grounds to suspect the Company, an officer or employee of the Company, has engaged in Improper Conduct.

A potential discloser can obtain further information with respect to this policy from the Eligible Recipient and, if uncertain, should seek independent legal advice.

1.2 AIMS OF THIS POLICY

The aim of this Policy is to ensure:

- Whistleblowers feel confident that to raise any serious matter;
- Whistleblowers know that if they make a report, then it will be taken seriously and treated as confidential (with certain exclusions);

¹ Date Adopted: 1 JANUARY 2020

- Whistleblowers know that if they report Improper Conduct, their identity will be protected (with certain exclusions);
- Whistleblowers know no detrimental action will be taken against them as a result;
- the Company meets its legal and regulatory obligations; and
- the Company aligns its internal policies with the ASX Corporate Governance Principles and Recommendations.

In addition to those matters set out above, the purpose of this Policy is to ensure that:

- people are encouraged to report Disclosable Matters and Improper Conduct;
- people feel safe and protected if they report Disclosable Matters and Improper Conduct and that such reports are dealt with appropriately and in a timely manner;
- there is transparency around the Company's framework for receiving, handling and investigating disclosures;
- the Company's values, code of conduct and corporate governance policies and procedures are supported;
- the long-term sustainability and reputation of the Company are supported; and
- any serious wrongdoing within the Company is stopped and does not recur. The Whistleblower is protected (e.g. ongoing employment, status, reputation and well-being). The Whistleblower should not be disadvantaged by Whistleblower activity.

Whistleblowers are encouraged to use the procedure set out below if they:

- seek to report (verbal, written, electronic communication or otherwise) about a Disclosable Matter or Improper Conduct; or
- have concerns about wrongdoing at work.

1.3 PROTECTIONS UNDER THE ACT AND POLICY

Once a valid Whistleblower Report is made to the Eligible Recipient (or Next Eligible Recipient) by an Eligible Whistleblower, the Whistleblower is entitled under the Whistleblower Act to identity protection, protection from detrimental acts or omissions, compensation and remedies and may, subject to applicable law, be entitled to civil, criminal and administrative protection.

References in this policy to "discloser" is to an Eligible Whistleblower and references to "disclosure" are to a valid Whistleblower Report except where the context otherwise requires.

1.4 WHO SHOULD USE THIS PROCEDURE?

Any person who works with the Company, or for the Company (i.e. an Eligible Whistleblower), should use this Procedure.

- An Eligible Whistleblower is a person who:
- is employed directly by the Company; or

- works for the Company via an employment agency; or
- works for the Company in the capacity of suppliers of goods and services (whether paid or unpaid), including their employees (e.g. contractors, consultants, service providers and business partners); or
- is an Officer of the Company; or
- is an associate of the Company; or
- is a relative, dependent or spouse of an individual mentioned above.

1.5 SUBJECT MATTER OF DISCLOSURES UNDER THIS POLICY

Whistleblowers are encouraged to disclose a Disclosable Matter which leads the Whistleblower to believe that malpractice is occurring, may occur, or has occurred.

In particular, Whistleblowers should disclose the occurrence or likely occurrence of any of the following:

- the commission of a criminal offence;
- any failure to comply with a legal obligation or regulatory requirement applicable to the business;
- any risk to health and safety that has not been dealt with properly; and
- the concealment of information that reveals a Disclosable Matter or Improper Conduct.

Disclosures (for example, personal work-related grievances that do not relate to detriment or threat of detriment to the discloser) that are not about Disclosable Matters are not covered by the policy because they do not qualify for protection under the Whistleblower Act. Such disclosures may, however, be protected under other legislation.

Personal work-related grievances are those that relate to the discloser's 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 another entity); or
- relate to any conduct or alleged conduct, about a Disclosable Matter.

Examples of a grievance that may be a personal work-related grievance include:

- an interpersonal conflict between the discloser and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer or promotion of the discloser;
- a decision about the terms and conditions of engagement of the discloser; or
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A work-related grievance may, however, still qualify for protection if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);

- 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;
- the discloser suffers from or is threatened for detriment for making the disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

2. POLICY PROVISIONS

2.1 Eligible Whistleblower and Disclosable Matter

As a preliminary step, an individual should consider if they are an Eligible Whistleblower under this Policy. If not, consider other means to deal with the concerns. One alternative would be to have a discussion with a Person of Responsibility.

Secondly, consider if the matter sought to be disclosed is a Disclosable Matter under this policy. If it is not, one alternative would be to discuss the matter with a Person of Responsibility.

A disclosure made to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the operation of the Whistleblower provisions in the Corporations Act is also protected. A Whistleblower may also seek external advice from or make a disclosure to parties outside the organisation such as regulatory bodies, journalists and members of parliament under certain circumstances, including where such disclosure is an Emergency Disclosure or Public Interest Disclosure, and such disclosures to external parties may attract the protection of relevant legislation.

Details of the circumstances of an Emergency Disclosure or Public Interest Disclosure are set out in the definitions section of this policy. It is strongly recommended that these circumstances are reviewed, and independent legal advice is obtained, prior to making an Emergency Disclosure or Public Interest Disclosure.

Disclosures of information relating to disclosable matters can also be made to ASIC, APRA or another Commonwealth body prescribed by regulation that qualify for protection under the Corporations Act.

Where it is uncertain if a disclosure qualifies for protection under this policy, the Company may elect, at its discretion, to treat the disclosure as though the disclosure is protected.

2.2 Making a Whistleblower Report

The Eligible Recipient is the Company Secretary.

An individual should make a Whistleblower Report only to the Eligible Recipient. The contact details for the Eligible Recipient are available at the website of the Company and will otherwise be provided when this policy is disseminated to potential disclosers.

However, if the Disclosable Matter involves the Company Secretary, or it is believed that it is inappropriate for disclosure of the Whistleblower Report directly to be made to the Company Secretary for any reason, then concerns should be raised with a Next Eligible Recipient.

When seeking to make a Whistleblower Report, a reporting party must at that same time (i.e. during the same communication) (i) clearly identify that the communication is a Whistleblower Report and (ii) that the reporting party seeks that the communication to be dealt with under this Policy.

If an individual fails to clearly identify the communication as a Protected Communication at the first instance, then it cannot be dealt with under this Policy and will not be treated as a Whistleblower Report.

A written Whistleblower Report may be made anonymously. This discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

It is suggested that a discloser who wishes to remain anonymous should maintain ongoing two-way communication so follow-up questions can be asked and feedback can be provided.

To protect the anonymity of the discloser, the following measures may be implemented:

- Use of an anonymous telephone line or email when communicating; and
- A discloser may adopt a pseudonym for the purposes of their disclosure – this may be appropriate in circumstances where the discloser's identity is known to their supervisor, the whistleblower protection officer or equivalent (if any) but the discloser prefers not to disclose their identity to others.

If the initial Whistleblower Report is verbal, the reporting party may be requested to put the concerns in writing if that is essential for the matter to be dealt with.

In making a Whistleblower Report, the report party expressly affirm and promise that it is not being made for a Wrongful Purpose or for Wrongful Purposes.

2.3 Company dealing with a Whistleblower Report

The recipient of a valid Whistleblower Report shall both

- (i) seek to resolve the Disclosable Matter (i.e. cause wrongdoing to cease and not recur) and at the same time seek to
- (ii) protect the confidentiality, anonymity and interests of the Whistleblower under the provisions of this Policy.

The Company will acknowledge a discloser after receiving their disclosure.

As a preliminary step, the Company will assess each disclosure to determine whether it qualified for protection and if a formal, in-depth investigation is required.

To be clear, the purpose of this Policy is to ensure that wrongdoing is stopped (and does not recur) and that the broad interests (e.g. ongoing employment, status, reputation and well-being) of the valid Whistleblower are protected. A legitimate Whistleblower should not be disadvantaged by the valid Whistleblower activity.

The Company will investigate the Disclosable Matter as soon as is reasonably practicable and will endeavour to finalise an investigation as expeditiously as possible.

Typically, the Eligible Recipient will need to determine if the matter is a disclosure to which protection will apply and, if so, if the Company needs to investigate the disclosure.

Once it is established that an investigation is warranted, the Company will determine the nature and scope of that investigation, the person(s) (either internal, external or both) who should lead the investigation, the nature of any technical, financial or legal support required to support the investigation and the timeframe for the investigation.

Following the parameters of the investigation being set as described above, the person(s) leading the investigation will determine the appropriate way forward, including the documentation to be obtained and persons to be interviewed. Once all relevant information has been obtained, the person(s) leading the investigation shall provide a report on their findings to the Eligible Recipient (or Next Eligible Recipient, as applicable) for consideration and action by the Board and the Company generally whilst maintaining confidentiality of the Discloser.

Where possible, the Company will endeavour to provide the discloser with a copy of the findings as received from the person(s) leading the investigation and the proposed action to be taken. It is further anticipated that the findings will be communicated to each Person of Responsibility.

Notwithstanding the above, the method of documenting and reporting findings will be dependent upon the nature of the disclosure and there may be circumstances where it is not appropriate for the Company to provide details of the outcome to the discloser.

Investigations shall be objective, fair and independent. The confidentiality of the investigation shall be paramount. To ensure fairly and independence, investigations shall be independent of the discloser (subject to keeping the discloser informed as set out below), individuals who are subject of the disclosure and the department or business unit involved.

All investigations where additional specialist skills or expertise may be necessary shall be undertaken jointly with an external investigation firm.

It is noted however that the process for and time within which a Disclosable Matter may be investigated is dependent upon the circumstances on a case by case basis.

In addition, the Company may not, without the discloser's consent, disclose information that is likely to lead to the identification of the discloser as part of its investigation process, unless:

- The information does not include the discloser's identity;
 - The entity removes information relating to the discloser's identity or other information that is likely to lead to identification of the discloser; and
 - It is reasonably necessary for investigating the issues raised in the disclosure.
- The Company will ensure the confidentiality of its disclosure handling and investigation process, and will ensure appropriate records and documents are maintained for the investigation.

The investigative process of the Company may be limited. The Company may not be able to adequately undertake an investigation if it is not able to contact the discloser. The Company may investigate a disclosure by requesting the discloser for consent to a limited disclosure. The Company may also investigate a disclosure by conducting a broad review on the subject matter or the work area disclosed.

In addition, the Company could investigate an anonymous disclosure, even if it cannot get in contact with the discloser, if the discloser has provided sufficient

information and the Company removes information that is likely to lead to identification of the discloser.

If the discloser has provided contact details (including anonymously), the Company will keep the discloser informed as to how progress is being made. The frequency of updates may vary depending on the nature of the disclosure. The Company will ensure that anonymity of the discloser is not compromised as a result of providing regular updates.

Updates are proposed to be provided to the discloser when the investigation has commenced, is in progress and has been finalised. If possible, the Whistleblower will be informed of the outcome of the investigation and of any action that is proposed to rectify any wrongdoing or malpractice.

The Company intends to conduct its investigations on the substance of all disclosures, without regard to the motives of the discloser (unless such motive is directly relevant to the disclosure).

All investigations of disclosures will be conducted in accordance with this policy. The Company will, where possible, review the investigation in respect of a disclosure has been made in accordance with this policy and the processes and procedures have been adhered to.

2.4 Confidentiality and Anonymity

Any disclosure properly made under this policy will be treated as confidential.

The identity of the discloser or information that is likely to lead to the identification of the disclosure cannot be disclosed. This prohibition applies to all persons, including those which have obtained the details directly or indirectly because the discloser has made a disclosure that qualifies for protection.

The preceding paragraph does not apply if a person discloses the identity of the discloser:

- To ASIC, APRA, or a member of the Australian Federal Police
- To a legal practitioner for the purposes of obtaining legal advice or legal representation about the Whistleblower provisions in the Corporations Act;
- To a person or body prescribed by regulations; or
- With the consent of the discloser.

In addition, a person can disclose the information contained in a disclosure with or without the discloser's consent if:

- The information does not include the discloser's identity;
- The Company has taken reasonable steps to reduce the risk that the discloser will be identified by from the information; and
- It is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal for a person to identify a discloser, or disclose information that is likely to lead to identification of a discloser, outside the above exceptions. The discloser can lodge a complaint with the Eligible Recipient or a Next Eligible Recipient about any actual or believed breach of confidentiality. The discloser may lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

It is proposed that the Company will, where considered appropriate, implement the following actions to reduce the risk of the discloser being identified:

- The redaction of all personal information or reference to the discloser witnessing an event;
- The discloser being referred to in a gender-neutral context;
- Where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
- Disclosures will be handled and investigated by qualified staff.

To ensure secure record keeping and information sharing process, it is proposed that:

- All paper and electronic documents and other materials relating to the disclosure will be stored securely;
- Access to all information relating to a disclosure will be limited to those directly involved in or managing and investigating the disclosure;
- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to a discloser's consent) or information that is likely to lead to the identification of the discloser;
- Communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

The Eligible Recipient is responsible for discuss the Company's measures for ensuring confidentiality of the identity of the discloser.

It is noted that, in practice, people may be able to guess the discloser's identity if:

- The discloser has previously mentioned to other people that they are considering making 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.

2.5 Protection from detrimental acts or omissions

The discloser or any other person are protected from detriment in respect of a disclosure.

A person cannot engage in conduct that causes detriment to a discloser (or another person), in relation to a disclosure, if:

- The person believes or suspects that the discloser (or other person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and

- The belief or suspicion is the reason, or part of the reason, for the conduct.

In addition, a person cannot make a threat to cause detriment to a discloser (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional. A discloser (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.

Detrimental conduct may include, but is not limited to:

- Dismissal of an employee;
- Alteration to an employee's position or duties to their disadvantage;
- Discrimination between an employee and other employees of the same employer;
- Harassment or intimidation of a person;
- Harm or injury to a person, including psychological harm;
- Damage to a person's property, reputation, business or financial position or other damage.

The following are examples of actions that are not detrimental conduct. The following examples are not an exhaustive list:

- Administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- Managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

The Company shall ensure that the discloser understands the reason for the Company undertaking the relevant administrative or management action.

A discloser or other person can seek compensation and other remedies through courts if:

- They suffer loss, damage or injury because of a disclosure; and
- The Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Disclosers are encouraged to seek independent legal advice.

A discloser may, subject to applicable law, be protected from any of the following in relation to their disclosure:

- Civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- Criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and

- Administrative liability (e.g. disciplinary action for making the disclosure).

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

The following are measures that the Company may protect disclosers from detriment:

- Implementing processes for assessing the risk of detriment against a discloser and other persons which will commence as soon as possible after receiving a disclosure;
- Support services being made available to disclosers;
- Implementing strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- Completing actions for protecting a discloser from risk of detriment (for example, allowing the discloser to perform duties in another location, making modifications to the discloser's workplace or the way they perform their work duties);
- Implementing processes to ensure management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts and ensure fairly when managing the performance of, or taking other management action in relation to, a discloser;
- Implement procedures on how a discloser can lodge a complaint if they have suffered detriment, and the action the Company may take in response to such complaints (for example, the complaint could be investigated as a separate matter by an officer who is not involved in dealing with disclosures and the investigation findings could be provided to the Board or the audit and risk committee); or
- Undertake intervention for protecting a discloser if detriment has already occurred (for example, investigating and addressing the detrimental action, including disciplinary proceedings against the perpetrator of such detrimental conduct).

The discloser may wish to seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment.

The Company will consider the risks of detriment as part of its risk management framework and will ensure appropriate records are kept in connection with the consideration and action taken in respect of detriment.

2.6 Ensuring fair treatment of individuals mentioned in a disclosure

The Company is committed to ensuring fairness in connection with any disclosure, both for the discloser and any person named in the disclosure. This section sets out the measures and/or mechanisms the Company may implement for ensuring the fair treatment of individuals mentioned in a disclosure:

- Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- Each disclosure will be assessed and may be subject to an investigation;

- The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- When an investigation needs to be undertaken, the process will be objective, fair and independent;
- An employee who is the subject of a disclosure will be advised about the subject matters of the disclosure as and when required by principles of natural justice and procedural fairness prior to any action being taken by the Company;
- An employee who is the subject of a disclosure may contact the Company's support services (if any).

An individual the subject of a disclosure will be informed about the investigation prior to the Company making any adverse findings against them. The Company will balance the need to inform the individual the subject of a disclosure with the potential for same to potentially compromise the effectiveness of the investigation of the disclosure.

2.7 Dissatisfaction

If a reporting party are dissatisfied with the way that the Company is dealing with its Whistleblower Report, then those concerns should be expressed in writing to the Eligible Recipient or a Next Eligible Recipient. The Company undertakes to respond to concerns.

If such concerns arise in respect of an investigation of a Whistleblower Report, then the Company may determine to review the investigation to ensure it was conducted in accordance with this Policy and the processes and procedures set out herein.

Some matters are difficult to deal with. If a reporting party is dissatisfied with the way that the Company is dealing with its Whistleblower Report, it may need to make a further Whistleblower Report to External Authorities.

2.8 Protection

If a reporting party believe that confidentiality, anonymity or Whistleblower Protection are not being dealt with properly then they should immediately inform the Eligible Recipient or a Next Eligible Recipient Under this Policy the Company undertakes to take appropriate action.

2.9 External Authorities

Some matters are difficult to deal with. In such cases, the Company itself may engage with External Authorities to report or resolve the wrongdoing. If this is necessary, then the Company reserves the right to involve one or more External Authorities with or without the prior consent of the Whistleblower. Where possible, the Company will seek to preserve the anonymity of the Whistleblower but will make legally required disclosures which may include the identity of the Whistleblower and the Whistleblower Report.

If an External Agency is engaged, then confidentiality and anonymity of the Whistleblower shall be in the hands of the External Agency and their subsequent activities.

2.10 Good faith and potential misconduct

The Whistleblower Act is intended to protect authentic Whistleblowers.

This Whistleblower Policy should not be used for purposes other than those provided for in the Whistleblower Act.

Use of this Policy for Wrongful Purposes is not protected by this Policy or the Whistleblower Act.

Making a Whistleblower Report for Wrongful Purposes or use of this Policy for Wrongful Purposes will constitute misconduct and may result in the Company

(i) taking disciplinary action against the reporting party under their employment contract or

(ii) reporting the conduct to External Authorities.

Making a Whistleblower Report for Wrongful Purposes or use of this Policy for Wrongful Purposes will not be covered by anonymity or confidentiality provisions of this Policy.

3. ACCESSIBILITY

The policy will be held within the Company's online filing system and will be maintained and updated by the Company Secretary. The Company will endeavour to send this policy to all existing and future internal staff and contractors. The Company will also make this policy (with redactions as necessary) available on its website.

A copy of the policy as available on the website can be provided in soft copy on request to the Company Secretary.

This policy will also form part of the materials received by new employees at induction.

Any updates to this policy shall be disseminated as set out above.

The Company will endeavour to arrange for training in respect of this policy, and in particular training for those persons who have a specific role under this policy (Eligible Recipient and Next Eligible Recipient) and management so that they are aware of their obligations. The Company will further endeavour to arrange for training of all employees, including those based overseas.

4. CEO AND COMPANY SECRETARY RESPONSIBILITIES

If the CEO (if any) or Company Secretary become aware of a breach of this policy, then they should notify the Board without delay.

5. REVIEW AND PUBLICATION OF THIS POLICY

The Board will review this Policy from time to time. The Policy may be amended by resolution of the Board.

This Policy is a public document and may be placed on the Company's web site in satisfaction of regulatory obligations.

Schedule 1 – Defined Terms

In this policy:

Board means the Board of Directors of the Company

CEO means the Chief Executive Officer

Company means Dotz Nano Limited (ACN 125 264 575).

Company Secretary means the company secretary of the Company.

Corporations Act means the Corporations Act 2001.

Director means a director of the Company.

Disclosable Matter means a matter where the discloser has reasonable grounds to suspect that the information concerns serious misconduct or an improper state of affairs or circumstances in relation to the Company and can include a matter where the discloser has reasonable grounds to suspect the Company, an officer or employee of the company, has engaged in conduct that

- (i) is an offence under the Corporations Act 2001 (Cth) or other applicable legislation;
- (ii) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment;
- (iii) represents a danger to the public or the financial system; or
- (iv) is prescribed by regulation.

Eligible Recipient means person authorised by the Company to receive disclosures under the Policy, being the Company Secretary.

Eligible Whistleblower means a person who can rely on the rights and protections afforded under this policy and the law if they report misconduct as set out in section 1.4.

Emergency Disclosure is a disclosure of information to a journalist or parliamentarian, where:

- (b) The discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (c) The discloser has reasonable grounds to believe that the information concerns a substantial or imminent danger to the health and safety of one or more persons or the natural environment;
- (d) Before making the emergency disclosure, the discloser has given written notice to the body noted in (a) above that:
 - (i) Includes sufficient information to identify the previously disclosure; and
 - (ii) States that the discloser intends to make an emergency disclosure; and
- (e) The extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

Employee means any employee of the Company.

External Authorities means authorities such as Australian Stock Exchange (ASX), Australian Securities and Investments Commission (ASIC) or Police (State or Federal).

Improper Conduct means an officer or employee of the company has engaged in conduct that

- (i) is an offence under the Corporations Act 2001 (Cth);
- (ii) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment; or
- (iii) represents a danger to the public.

Next Eligible Recipient means a person other than the Eligible Recipient authorised to receive Whistleblower Reports. This includes a Person Of Responsibility or the auditor of the Company. Details of the auditor of the Company are available in the annual report or financial information of the Company.

Person Of Responsibility means a Director, Company Secretary or Senior Employee.

Protected Communication means a communication from an Eligible Whistleblower that clearly identifies to the Eligible Recipient (or the Next Eligible Recipient) both

- (i) that the communication is a Whistleblower Report and
- (ii) that the Eligible Whistleblower seeks the communication to be dealt with under this Policy.

Public Interest Disclosure is a disclosure of information to a journalist or a parliamentarian, where:

- (a) At least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) The discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to the disclosure;
- (c) The discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) Before making the public interest disclosure, the discloser has given written notice to the body noted at (a) above that:
 - (i) Includes sufficient information to identify the previously disclosure; and
 - (ii) States that the discloser intends to make an emergency disclosure; and

Whistleblower means a person reporting a matter under the policy and invoking protections under the Whistleblower Act.

Whistleblower Act means Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019.

Whistleblower Protection means the Whistleblower is protected i.e. their ongoing employment, remuneration rates, promotion opportunities, status, reputation and well-being shall not be disadvantaged by the legitimate Whistleblower activity.

Whistleblower Report means a communication (verbal, written, electronic communication or otherwise) by an Eligible Whistleblower about a Disclosable Matter that conforms to this Policy.

Whistleblower Policy means the policy covered by this document.

Wrongful Purpose(s) means for example, purpose or purposes

- (i) other than provided for in the Whistleblower Act,
- (ii) for malicious or mischievous purposes or to pursue a grudge or vendetta against another employee or the Company.

SCHEDULE 13 – ANTI-BRIBERY AND CORRUPTION POLICY

1. BACKGROUND

1.1 Overview

The Company strictly prohibits the offer, provision or acceptance of Bribes. The Company has zero tolerance for Bribery and Corruption and is committed to ensuring its corporate culture actively discourages corrupt conduct in the strongest possible terms. The Company is expected to meet the highest ethical standards in line with the anti-bribery and corruption standards required by the Australian Securities Exchange (**ASX**). Serious criminal and civil penalties, as well as reputational damage, may be incurred if the Company or an Employee is involved in Bribery or Corruption.

This policy sets out the Company's standards and guidelines on:

- (a) what constitutes Bribery or Corruption;
- (b) offering, accepting and providing gifts and hospitality;
- (c) participating in tenders and procuring goods and services; and
- (d) providing donations and sponsorship.

This policy also outlines the process to follow if there are concerns that any employee, non-executive director, contractor or agent of the Company is not complying with this policy.

This policy is consistent with and supports the Company's values as referred to on its website.

1.2 Purpose

The purpose of the Anti-Bribery and Corruption Policy (the **policy**) is to:

- (a) ensure that the Company, as a minimum, complies with its obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**), the ASX Listing Rules and ASX Corporate Governance framework and as much as possible seeks to achieve and exceed best practice;
- (b) educate Employees on what gifts and benefits are acceptable and unacceptable;
- (c) ensure the Company complies with the ASX's Anti-Bribery and Corruption policy along with its broader risk management framework; and
- (d) promote investor confidence in the integrity of the Company and its securities.

Any and all material or suspected breaches of this policy must be immediately reported to the Company Board or a committee of the Board upon identification.

2. SCOPE

2.1 General

This policy applies to anyone employed by the Company and its subsidiaries, including employees (whether permanent, fixed-term or temporary), contractors, secondees, management staff, agents and directors (collectively referred to as **Employees** in this policy). Associated entities of the Company are encouraged to adopt the policy.

In this policy, a **Third Party** means any individual or organisation interacted with in the course of Company related work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy should be considered alongside the other Company corporate governance policies. These policies can be downloaded from the Company website.

2.2 Application

The Company operates in Australia. Currently there are anti-bribery and corruption laws in Australia, including the Criminal Code Act 1995 (Cth), which the Company is subject to. If the Company expands its operations to other jurisdictions, other laws may apply as well.

However, this policy applies globally. If traveling or operating outside Australia, Employees are subject to the laws of the country that they are in; however, the principles and spirit of this policy must be followed regardless of whether or not that country has specific bribery or corruption laws.

2.3 Responsibilities

Employees must read, understand and comply with this policy. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under this control.

2.4 Penalties and consequences

The financial penalties for bribery offences can potentially be significant and serious for Employees and the Company. There is real risk that individuals involved may also be subject to imprisonment.

The impacts of Bribery and Corruption extend beyond the civil and criminal penalties to include:

- (a) impacting on Company reputation and the Company's ability to procure and retain business;
- (b) impacting on the Company's ability to do business with governments or public international organisations which may require a declaration that the Company has, and will, comply with certain laws;
- (c) increased regulatory scrutiny and prosecution of the Company and/or its subsidiaries; and

- (d) potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and corruption laws, which may trigger termination rights, penalties or litigation.

2.5 Responsible Officer

Under this policy Employees may be required to provide information to, or obtain consent from, their **Responsible Officer**. As such:

if you are	the Responsible Officer is ...
a director or Company Secretary (other than the Chair of the Company's Audit and Risk Committee)	the Chair of the Company's Audit and Risk Committee
the Chair of the Company's Audit and Risk	the Chair of the Company
an employee or contractor in the Company's headquarters (or otherwise employed, or contracted, outside a repair shop)	the Company Secretary
the principal or general manager of a repair shop	the Company Secretary
an employee employed in, or a contractor engaged solely in a repair shop	the principal or general manager of the repair shop

The Company Secretary will have day to day responsibility for administering this policy. Consequently, all Responsible Officers will report all matters arising under this policy which they are involved into the Company Secretary to ensure the Company Secretary maintains a complete register on the matters arising under this policy. The directors and CEO may inspect this register as requested.

3. WHAT IS BRIBERY AND CORRUPTION?

The following is a general overview of what constitutes bribery and corruption based on judicial consideration, and general understandings, of those two terms. If in doubt, contact the Responsible Entity to discuss your circumstances in further detail. Regular training of Employees is required in order to assist in the recognition of, and best practices in dealing with, Corruption and Bribery.

3.1 Bribery

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust and may affect the performance of an officer's duties and obligations to the Company.

A **Bribe** is an inducement, gift or reward offered, promised or provided in order to gain any commercial, contractual, regulatory, personal or operational advantage. Bribes can take the form of gifts, loans, fees, services, rewards or other advantages.

3.2 Bribes and Bribery are prohibited

Employees, under no circumstances, are permitted to give, offer, promise, accept, request or authorise a Bribe, or engage in Bribery, whether directly or indirectly. Any conduct which may otherwise be permitted by other provisions of this policy is prohibited if it would contravene the preceding.

3.3 Corruption

Corruption is a deliberate act of dishonesty, breach of the law, or abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain.

3.4 Corruption is prohibited

Employees, under no circumstances, are permitted to engage in Corruption, whether directly or indirectly. Any conduct which may otherwise be permitted by other provisions of this policy is prohibited if it would contravene the preceding.

4. GIFTS AND HOSPITALITY

4.1 Independence and objectivity

The Company must remain objective and independent at all times. Consideration and careful judgement must be exercised in the offer or acceptance of gifts or benefits, including hospitality. In particular, the utmost care must be taken to ensure that there can be no reasonable perception that the gift or benefit is intended to influence the business relationship between the Company and the recipient of the gift (or vice versa) in an improper or unprofessional way.

4.2 Acceptable gifts and benefits

Generally - receipt of gifts or benefits

Employees must declare to their Responsible Officer:

- (a) all gifts and benefits received from; and
- (b) all gifts and benefits which they may retain, which are offered to them by, a Third Party in the course of their employment with the Company.

Written approval to retain or receive the gift or benefit must be sought within **5 working days** of receipt or offer of the gift or benefit. The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be accepted on a re-occurring basis or broken down into parts.

Please consider the Company's Code of Conduct when reviewing these processes.

In the situation where the Company employees are expected to interact with clients to promote common business purposes at events including sporting

events, theatre productions, golf days etc. If the event occurs during the day and on a working day, an employee will be granted attendance to two (2) events, with no leave considerations or costs attached. Thereafter, the employee will be required to take annual leave for any and all events attended on a working day and during working hours. Please Note: the maximum attendance of eight (8) times per year is inclusive of all functions/events irrespective of whether they take place during working hours or not, i.e. applies to day/night functions/events.

These occasions need to be declared according to the process described in paragraph 6. However, with respect to prizes won at sporting events, clause 3 will be applicable. Note: Attendance of events/functions/sporting events is limited to local events only.

Generally - offering of gifts or benefits

It is not the Company's intention or policy to encourage the giving of gifts to suppliers/service providers.

Employees must seek the prior approval of their Responsible Officer before offering any gift or benefit to a Third Party in the course of their employment with the Company.

The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be offered on a re-occurring basis or broken down into parts.

Please consider the Company's Code of Conduct when reviewing these processes.

Public Officials - gifts or benefits in the course of employment

Additional restrictions apply when the third Party is a public official. A public official is anyone in a position of official authority that is conferred by a state, i.e. someone who holds a legislative, administrative, or judicial position of any kind, whether appointed or elected.

Employees must not accept gifts or benefits from, or offer gifts or benefits to, public officials in the course of their employment with the Company without the prior approval of the Responsible Officer.

The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be accepted on a re-occurring basis or broken down into parts.

Please consider the Company's Code of Conduct when reviewing these processes.

Public Officials - gifts or benefits personally

Employees must not accept gifts or benefits from, or offer gifts or benefits to, public officials in a personal capacity without the prior approval of the Responsible Officer in light of the potential for such a gift or benefit to be associated with the Company.

The Employee must fill out the template form in **Annexure A** when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be accepted on a re-occurring basis or broken down into parts.

Please consider the Company's Code of Conduct when reviewing these processes.

4.3 Examples of principles applying to gifts and benefits, including hospitality

The following principles, amongst others, may be considered by a Relevant Officer when determining whether a gift or benefit may be retained, accepted or offered:

- (a) whether the gift is provided for the right reason - it should be given as an act of appreciation or common courtesy associated with standard business practice;
- (b) it being understood there is no obligation or expectation placed on the recipient when receiving the gift/benefit;
- (c) the gift/benefit being made openly;
- (d) the gift/benefit being of a reasonable value and appropriate to the business relationship. It should not be out of proportion to general business practice;
- (e) the gift/benefit being provided or received on an "arm's length" arrangement; and
- (f) complying with all relevant laws.

Employees should consider these principles when consider whether or not to accept or offer gifts or benefits, including hospitality and when providing information to the Responsible Officer.

4.4 Permanent prohibitions

The following are never permitted to be accepted or offered, even if otherwise permitted under this clause:

- (a) making or accepting gifts of money; and
- (b) gifts that involve a "quid pro quo" understanding (where the gift is provided for a benefit in return).

5. TENDERS AND PROCUREMENT

In relation to tenders and procurement for services to be provided to the Company, all Employees are expected to act with a high degree of professional integrity and in accordance with the Company's Code of Conduct.

The following requirements are designed to assist you in your negotiations with external parties including suppliers in order to avoid conflicts and unethical behaviour.

All material and potential conflicts of interest in relation to any particular tender or procurement process must be declared immediately and consent must be obtained from either the Responsible Officer before proceeding or continuing to proceed with the process. Further:

- (a) all tenders and procurement processes must be conducted fairly and transparently;
- (b) there must be no favour or undue preference to any supplier at the expense of the Company;
- (c) no personal benefit should be received, directly or indirectly, in connection with the tender or procurement process; and
- (d) the tender and procurement process must be appropriately documented (to identify why the provider was ultimately selected).

6. FACILITATION PAYMENTS

A facilitation payment is a form of Bribery made for the purpose of expediting or facilitating the performance of a public official for a routine government action e.g. processing applications, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature.

Facilitation payments may be permitted under Australian law, but they are prohibited under international legislation that can have extra-territorial reach.

Accordingly, facilitation payments are prohibited under this policy.

7. DONATIONS AND SPONSORSHIPS

Any donations and sponsorships not prohibited under this section 7 made by Employees using Company funds rather than personal funds, must be approved by either the Responsible Officer. Please also see the Company Group Code of Conduct.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, are equally capable of being caught by the anti-bribery and corruption laws in a number of countries.

7.1 Political donations

The Company may make donations to political parties from time to time.

Care must be exercised when providing donations or sponsorship. The Company and Employees must comply with the spirit of this policy, including avoiding multiple donations and sponsorship which, if aggregated, may breach this policy.

Prior written approval of either the Responsible Officer is required to provide any donation or financial contribution with a value of more than A\$10 to any political party or candidate for an election, in a personal capacity, in light of the potential for such a donation or gift to be associated with the Company.

7.2 Charitable Donations

The Company may engage in community programs that allow Employees to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable, whether constituting knowledge, time or direct financial contributions. However, Employees must be careful to ensure that charitable contributions are not used as a method of concealing Bribery.

The Company can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

8. RECORD KEEPING

The Company secretary must keep a record of all requests and written approvals for receiving and offering gifts or benefits. This register will be reviewed at least annually by the Board.

Regular reviews of this register will assist in identifying and managing any emerging risks e.g. if regular gifts or benefits are being received by certain Employees.

9. RAISING CONCERNS

Employees have a responsibility to help detect, prevent and report instances of Bribery and Corruption as well as any other suspicious activity or wrongdoing in connection with the Company's business. The Company is committed to ensuring that all Employees have a safe, reliable and confidential way of reporting any suspicious activity.

If there are any queries or concerns, Employees should raise these with the Responsible Officer.

If an Employee is uncomfortable, for any reason, with speaking directly to the Responsible Officer, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

10. CONTRAVENTION

Serious criminal and civil penalties, as well as reputational damage, may be incurred if the Company or an Employee is involved in Bribery or Corruption.

Any breaches of this policy must be reported to the Responsible Officer. Where considered appropriate by either the Responsible Officer the gift received may be:

- (a) donated to charity;

- (b) divided up among employees or made available for the recipient's team; or
- (c) returned to the giver with an explanation of this policy.

In exceptional cases, either the Responsible Officer may determine that the gift may be retained by the recipient.

Notwithstanding the above, all gifts considered to be a Bribe or a potential Bribe or which may involve Corruption will be returned to the giver immediately. Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

Annexure A - Template register entry

Receipt of gifts or benefits (or an offer to receive gifts or benefits)	
Date	
Name, Position & Business Unit of (potential) Recipient	
Whether or not the gift or benefit has already been received	
Name of giver (Who is giving you the gift / benefit)	
Confirmation the giver is not a public official	
Description of gift or benefit	
Value (\$)	
Reason for acceptance	
Other relevant information (refer for example to part 4.3 of this policy)	
Decision on what will happen to gift or benefit	
Name and Position of Responsible Officer	
Decision	

Offering of gifts or benefits	
Date	
Name, Position & Business Unit of Offeror	
Confirmation the gift or benefit has not been offered/given (or explanation if it has)	
Name of receiver (Who are you offering the gift / benefit to)	
Confirmation the recipient is not a public official	
Description of gift or benefit	
Value (\$)	
Reason for offering	
Other relevant information (refer for example to part 4.3 of this policy)	
Decision on what will happen to gift / entertainment	
Name and Position of Responsible Officer	
Decision	

ANNEXURE A – DEFINITION OF INDEPENDENCE

Examples of interests, positions, associations and relationships that might cause doubts 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) is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services or a material consultant to the Company or any of its child entities;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with the Company or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) is a substantial security holder of the Company or an officer of, or otherwise associated with, a substantial security holder of the Company;
- (e) has a material contractual relationship with the Company or its child entities other than as a director;
- (f) has close family ties with any person who falls within any of the categories described above; or
- (g) has been a director of the Company for such a period that his or her independence may have been compromised.

In each case, the materiality of the interest, position, association or relationship needs to be assessed 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 and its security holders generally.