

HYGROVEST LIMITED (HGV)
ACN 601 236 417
(Company)

CORPORATE GOVERNANCE PLAN

As at 7 May 2024

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SCHEDULE 1 – BOARD CHARTER

1. ROLE OF THE BOARD

The role of the Board is to demonstrating leadership, 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 Financial Officer/Company Secretary. Due to the lack of complexity in the Company's operations no Director acts as chief executive officer. In accordance with Board policy the company secretary/chief financial officer is primarily and directly responsible to the Directors for the general and overall management of the Company.
- (b) Specific limits on the authority delegated to the Chief Financial Officer/Company Secretary must be set out in the Delegated Authorities approved by the Board.
- (c) The role of management is to support the Chief Financial Officer/Company Secretary 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) defining the Company's purpose and setting its strategic objectives;
- (b) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company and charge the senior executive team with the responsibility of inculcating those values across the organisation;
- (c) appointing the chair and, if the Company has one, the deputy chair and/or the "senior independent Director";
- (d) appointing and replacing the CEO;
- (e) approving the appointment and replacement of other senior executives and the company secretary and the determination of their terms and conditions including remuneration and termination;
- (f) overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- (g) approving operating budgets;
- (h) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions;
- (i) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (j) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (k) satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate;
- (l) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;

- (m) whenever required, challenging management and holding it to account;
- (n) approving the Company's remuneration framework ensuring that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (o) monitoring the effectiveness of the Company's governance practices;
- (p) approving the Company's Delegated Authorities policy;
- (q) monitoring the timeliness and effectiveness of reporting to Shareholders;
- (r) 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;
- (s) 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;
- (t) approving the annual and half yearly accounts;
- (u) approving significant changes to the organisational structure;
- (v) approving decisions affecting the Company's capital, including the issue of shares, options, equity instruments or other securities in the Company and determining the Company's dividend policy and declaring dividends;
- (w) 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);
- (x) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (y) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

4. COMPOSITION OF THE BOARD

- (a) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (b) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) The composition of the Board is to be reviewed regularly against the Company's Board Skills Matrix prepared and maintained 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* 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 Board 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.

5. DIRECTOR RESPONSIBILITIES

- (a) 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.
- (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) 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.
- (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.

6. 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 that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.
- (b) Where practical, the Chairman 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.

7. BOARD COMMITTEES

- (a) Currently there are no Board Committees. 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 will establish the following committees, each with written charters:
 - (i) Remuneration Committee;
 - (ii) Audit and Risk 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.

8. BOARD MEETINGS

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum. The Directors require at least 24 hours' notice of any Board meeting except where all Directors entitled to receive the notice waive the need for 24 hours' notice of the meeting.
- (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.

9. PERFORMANCE EVALUATION

- (a) The Chairman will arrange a performance evaluation of the Board individual Directors and senior executives on an annual basis. To assist in this process an independent advisor may be used.
- (b) The Board will oversee the annual evaluation 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.
- (c) The Company must disclose, in relation to each financial year, whether or not the relevant performance evaluations have been conducted in accordance with the above processes.

10. 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.

11. 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.

12. PERFORMANCE REVIEW

The Nomination Committee shall conduct periodic performance reviews of the Board that:

- (a) compare 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.

13. REVIEW OF DOCUMENT

The Board will conduct an annual review of the Board Charter to ensure it remains effective and relevant to the operations of the Company and will update the Charter as required or as a result of new laws or regulations.

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 employees, Directors, consultants or officers of the Company (**Company Personnel**). It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to Company Personnel, 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.

2. ACCOUNTABILITIES OF COMPANY PERSONNEL

Company Personnel 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;
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct;
- (d) reporting suspected corrupt conduct; and
- (e) reporting any departure from the Code of Conduct by themselves or others.

3. STATEMENT OF VALUES

The Company's values are the guiding principles and norms that define what type of organisation it aspires to be and what it requires from its Directors, senior executives and employees to achieve that aspiration.

The values create a link between the Company's purpose (why it exists) and its strategic goals (what it hopes to do) by expressing the standards and behaviours it expects from its Directors, senior executives and employees to fulfil its purpose and meet its goals (how it will do it).

The Company's values are:

- (a) We act with lawfully, ethically and responsibly.
- (b) We build long term sustainable value for our security holders.
- (c) We act to preserve and protect its reputation and standing in the community and with key stakeholders.
- (d) We follow the policies of the Company.

4. PERSONAL AND PROFESSIONAL BEHAVIOUR

Company Personnel should:

- (a) act in accordance with the Company's stated values and in the best interests of the Company;
- (b) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (c) act honestly and with high standards of personal integrity;
- (d) operate within the law at all times;

- (e) treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
- (f) deal with customers and suppliers fairly;
- (g) disclose and deal appropriately with any conflicts between their personal interests and their duties as a Director, senior executive or employee;
- (h) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (i) not take advantage of their position or the opportunities arising there from for personal gain; and
- (j) report breaches of the code to the appropriate person or body within the organisation.
- (k) follow the policies of the Company; and
- (l) act in an appropriate business-like manner when representing the Company in public forums.

5. CONFLICT OF INTEREST

A conflict of interest (Conflict) refers to a situation and transaction in which personal, occupational or financial considerations may affect the objectivity, judgment or ability of Company Personnel) leading to a misalignment impacting, or potentially impacting, the best interests of the Company and its shareholders. The Company adopts Conflict procedures encompassing political contributions, personal trading, outside business activities and gifts and entertainment.

(a) Summary or Rationale

This Conflicts of Interest Policy requires Company Personnel to declare the nature and extent of potential Conflicts and for the Company to identify and manage Conflicts in accordance with an established framework. Even where no actual Conflict is present, the appearance of a Conflict may pose the risk of damage to the Company's relationships or reputation.

The identification and management of Conflicts, whether actual, potential or perceived, is critical. Some Conflicts may not be permissible as a matter of law, regulation, or Company policy. Other Conflicts may be permissible, and the Company has procedures and controls to mitigate actual, potential or perceived Conflicts that might arise from the Company's or the Company Personnel's own activities. The Company will disclose Conflicts to ASX and other third parties whenever required by law or regulation, or otherwise appropriate to enable those affected third parties to make an informed decision.

Where local or national law or regulatory expectations impose additional requirements to those imposed by this Policy, the Company and Company Personnel must follow those additional requirements.

(b) Framework

Conflicts arise in three conflict types and across five conflict categories:

- i. "Company vs. Shareholders".
- ii. "Company Personnel vs. Shareholders".
- iii. "Company Personnel".

Conflict Categories identify the general substantive issue which a particular Conflict raises:

- i. Material Non-Public Information – Conflict arising from the potential use of Material Non-Public Information (MNPI) by Company Personnel for the benefit of the Company (for example, through front running a Company trade) or the Company Personnel individually (for example, through trading for the benefit of their personal account).
- ii. Dealings with third parties / Suppliers that result in financial benefits to related parties and interests – Conflict in which the Company receives financial benefit, in the form of either direct or indirect compensation, from a third party and/or Supplier for an agreed arrangement (for example, obtaining services, outsourcing services, directing trading to exchanges) which could affect the Company's exercise of its best judgement.
- iii. Shareholders management – Conflict arising in the management of the Shareholder's account (including providing recommendations or advice).
- iv. Conduct – An individual action or decision by Company Personnel (for example, in managing gifts and entertainment, complaints, personal political activities, or their personal relationships or outside business activities).
- v. Trading & portfolio management – Conflict may arise in the management of the Company's trading activities, where the Company or Company Personnel may benefit from certain activities that are not in the best interest of Shareholders– including, but not limited to, potential fraud or market manipulation.

(c) Identification

It is the responsibility of each Company Personnel to identify and declare any scenario giving rise to actual, potential or perceived Conflict.

(d) Policies and Procedures

Where any Company Personnel has declared a Conflict, he/she may continue to receive Board papers or other relevant material unless receipt of such information would itself create a Conflict or the Chairman determines otherwise. The relevant Company Personnel may, at the Chairman's discretion, be permitted to attend any discussions relating to the Conflict matter but not be permitted vote on any related resolution.

The Company maintains a Register of Interests (relevant investments, gifts and other appointments for all Employees.

(e) Gifts and Inducements

The exchange of gifts or other Inducements has the potential to create actual, potential or perceived Conflicts. Company Personnel must not solicit or provide gifts or other Inducements directly or indirectly to/from anyone that would impair or perceive to impair the Company's duty to act in the best interests of its Shareholders. Please refer to the HGV Code of Conduct for further information.

(f) Information Barriers

The Company mitigates against existing and potential Conflicts and safeguards the integrity of investment processes and portfolio management decisions, including preventing front-running of trading decisions, and safeguarding proprietary due diligence.

(g) Compensation

The Company's governance and management structure delineates responsibility and accountability for incentive compensation arrangements so that such arrangements are

designed to appropriately consider Conflicts and incentivize Company Personnel to act in a manner that builds long-term, sustainable Shareholder value and does not incentivize behaviour that would create a Conflict between themselves and the Company or Shareholders.

(h) Board Function

The Board periodically reviews Conflicts policy and procedures and Company transactions/activities, including merger and acquisition and capital markets transactions, to avoid or manage any actual, potential or perceived Conflicts. It manages Conflicts by reviewing, clearing and, in appropriate cases, limiting business activities or securing any required permissions or releases. Reputation risk matters are reviewed and vetted by the Board.

(i) Personal Account Dealing and Outside Activities

Company Personnel are required to disclose their personal and beneficially owned investment transactions that may create Conflicts. In addition, Company Personnel are required to pre-clear transactions in HGV securities (refer Trading Policy) and certain outside activities and second jobs.

In situations where the Company and Company Personnel are competing on a transaction (as, for example, to participate in a public capital raising by an investee, then Company Personnel will always allow the Company to have priority.

(j) Escalation

All Company Personnel must appropriately escalate any newly identified instances of Conflicts to allow the Company to consider the potential Conflict. Failure to escalate could expose the Company to regulatory non-compliance, as well as reputation risk. The Company Personnel should escalate the actual, potential or perceived Conflict to the Board.

(k) Disclosure

The Company may, as a measure of last resort, disclose the actual, potential, or perceived Conflict to Shareholders or third-parties to enable those affected to make an informed decision when appropriate, including when the Company considers that there are no other means of managing a Conflict, where the measures the Company has taken do not sufficiently mitigate a Conflict, or where otherwise required by law or regulation.

6. 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 Company Secretary; 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 Company Secretary.
- (d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

7. 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.

8. 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.

9. 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/Managing Director before making any use of that property for purposes other than as required in their role as employee.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. RESPONSIBILITIES TO INVESTORS

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

17. BREACHES OF THE CODE OF CONDUCT

The Board is informed of any material breaches of this Code.

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.

18. REPORTING MATTERS OF CONCERN

Employees are encouraged to raise any matters of concern in good faith with the Company Secretary, without fear of retribution.

19. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The Board has determined that the roles and responsibilities of the Audit and Risk Committee were most efficiently carried out with full Board participation to monitor and review 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 which are carried out by the full Board.

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) where possible, all members of the Committee must be non-executive Directors;
- (c) where possible, 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, 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:

- (i) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (ii) compliance with all applicable laws, regulations and company policy;
- (iii) the effectiveness and adequacy of internal control framework and processes;
- (iv) the performance of the Company's external auditors and their appointment and removal;
- (v) the independence of the external auditor and the rotation of the lead engagement partner;
- (vi) the identification and management of business, economic, environmental and social sustainability risks; and
- (vii) 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.
- (viii) the Board will conduct periodic reviews of the membership of the Committee 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.

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

- (i) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (ii) Oversee the financial reports and the results of the external audits of those reports.
- (iii) Assess whether external reporting is adequate for shareholder needs.
- (iv) Assess management processes supporting external reporting.
- (v) Establish procedures for treatment of accounting complaints.
- (vi) Review the impact of any proposed changes in accounting policies on the financial statements.
- (vii) Review the half yearly and annual results.
- (viii) Ensure that, before the Board approves the Company's financial statements for a financial period, the 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

- (i) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (ii) Review performance, succession plans and rotation of lead engagement partner.
- (iii) Approve the external audit plan and fees proposed for audit work and non-audit work to be performed.
- (iv) Discuss any necessary recommendations to the Board for the approval of half yearly or Annual Reports.
- (v) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (vi) Meet with the external auditors at least twice in each financial year and at any other time the Committee considers appropriate.
- (vii) Provide pre-approval of non-audit services that are to be undertaken by the external auditor.
- (viii) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (ix) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (x) 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.
- (xi) 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) The Board does not consider it necessary to establish an internal audit function due to size and complexity of operations.

- (b) Monitor the need for a formal internal audit function and its scope.
- (c) Assess the independence, performance and objectivity of any internal audit procedures that may be in place.
- (d) Review risk management and internal compliance procedures.
- (e) Monitor the quality of the accounting function.
- (f) Receive reports from internal audit on its reviews of the adequacy of the Company's processes for managing risk.
- (g) Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.
- (h) If the Company does not have an internal audit function, the Board or audit and risk committee will review periodically whether there is a need for such a function.

4.4 Risk Management

The Committee 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) monitor management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board;
- (c) consider whether the plan adequately deals with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change;
- (d) assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate);
- (e) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board;
- (f) review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures;
- (g) receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;
- (h) make recommendations to the Board in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the Board;
- (i) oversee the Company's insurance program, having regard to its business and the insurable risks associated with its business;
- (j) should consider whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks;
- (k) should consider instances where the Company needs to operate outside of the current risk appetite set by the Board and that the matter should be brought to the attention of the Board.

4.5 Other

- (a) the Committee will oversee the Company's environmental risk management and occupational health and safety processes;
- (b) the Committee will review any material incident involving fraud or a break-down of the Company's risk controls and the "lessons learned";
- (c) the Committee will oversee procedures for whistle-blower protection;
- (d) the Committee will oversee procedures for anticorruption and antibribery;
- (e) 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.
- (f) 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) 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.
- (d) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (e) 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.
- (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. 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.

10. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 4 – REMUNERATION POLICY

1. ROLE

The Board has determined that the roles and responsibilities of the Remuneration Committee were most efficiently carried out with full Board participation in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company. This Charter defines the Remuneration Policy and how it is implemented.

2. PURPOSE

The primary purpose of 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) 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;
- (d) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- (e) reviewing and approving the remuneration of direct reports to the Board, and as appropriate other senior executives; and
- (f) reviewing and approving any equity-based plans and other incentive schemes.

3. DUTIES AND RESPONSIBILITIES

3.1 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 ongoing 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.

3.2 Executive Directors and Senior Management

- (a) Consider and make recommendations 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 Board. As part of this review the Board 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) Regardless of whether there is a remuneration committee, no individual Director or senior executive should be involved in deciding his or her own remuneration.
- (d) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Board.

- (e) Approve termination payments to executive Directors or direct reports to the Board. Termination payments to other departing executives should be reported to the Board at its next meeting.

3.3 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 Board, 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 Board.
- (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.
- (h) The disclosures regarding the remuneration of non-executive Directors are included in the Annual Report including a summary of the Company's policies and practices regarding any minimum shareholding requirements for those Directors.

4. MEETINGS

- (a) The Board will meet at least annually to review the remuneration of the Board and employees of the Company and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board.
- (c) Where deemed appropriate by the Board, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (d) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (e) The Board may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

5. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Board 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.

6. ACCESS TO ADVICE

- (a) Members of the Board have rights of access to the books and records of the Company to enable them to discharge their duties as Board members, except where the Board determines that such access would be adverse to the Company's interests.

- (b) The Board may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Board consulting an independent expert will be borne by the Company.
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7. REPORTING

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.

8. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 5 – NOMINATION POLICY

1. ROLE

The functions of a nomination committee are performed by the full Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the Executive Team. This Charter defines the Nomination Policy and how it is implemented.

2. PURPOSE

The primary purpose of the Board is to:

- (a) maintain 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.

3. DUTIES AND RESPONSIBILITIES OF THE BOARD

- (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) Identify and recommend 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.
- (c) 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).
- (d) Undertake appropriate checks before appointing a senior executive 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) confirmation that the Company has conducted appropriate checks into the candidate's background and experience;
 - (ii) if those checks have revealed any information of concern, that information;
 - (iii) biographical details (including relevant qualifications and experience and skills);
 - (iv) details of any other material Directorships currently held by the candidate;
 - (v) 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 as a whole rather than in the interests of an individual security holder or other party, and a statement whether the Board considers the candidate is considered to be independent;
 - (vi) 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
 - (vii) a statement by the Board whether it supports the election or re-election of the candidate. And a summary of the reasons why.

A candidate for appointment or election as a non-executive Director should provide the Board or nomination committee with the information above and a consent for the listed Company to conduct any background or other checks the Company would ordinarily conduct.

- (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.
- In the case of a non-executive Director, the agreement should include:
- (i) the requirement to disclose the Director's interests and any matters which could affect the Director's independence;
 - (ii) the requirement to comply with key corporate policies, including the Company's code of conduct its anti-bribery and corruption policy and its trading policy;
 - (iii) the requirement to notify the Chairman of, or to seek the Chairman's approval before accepting, any new role that could impact upon the time commitment expected of the Director or give rise to a conflict of interest;
 - (iv) the Company's policy on when Directors may seek independent professional advice at the expense of the Company's (which generally should be whenever Directors, especially non-executive Directors, judge such advice necessary for them to discharge their responsibilities as Directors);
 - (v) indemnity and insurance arrangements;
 - (vi) ongoing rights of access to corporate information; and
 - (vii) ongoing confidentiality obligations.
- (g) There may be cases where the Company will wish to make a provisional appointment of a Director or senior executive, or put a resolution to members electing a Director, subject to receipt of satisfactory outstanding checks. In this case, the Company will ensure that the Director or senior executive gives an unequivocal undertaking to resign should the Company receive an outstanding check that it considers is not satisfactory. This is particularly so for a Director, since once they are appointed or elected, they can generally only be removed from office against their will by a resolution of security holders.
- (h) 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. The Board should review its skills matrix on annual basis to make sure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company.
- (i) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities:
- (i) All new Directors should be offered induction training, tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value. This could include, for example, having interviews with key senior executives to gain an understanding of the Company's structure, business operations, history, culture and key risks, and conducting site visits of key operations.
 - (ii) If a Director is not familiar with the legal framework that governs the Company, the Company's induction program should include training on their legal duties and responsibilities as a Director under the key legislation governing the Company and the listing rules (including ASX's continuous and periodic reporting requirements).

- (iii) If a Director does not have accounting skills or knowledge, the Company's induction program should also include training on key accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.
- (iv) The Board or the nomination committee of a listed Company should regularly assess whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Professional development for Directors should be considered where gaps are identified, and they are not expected to be addressed in the short term by new appointments.
- (v) The Board or the nomination committee should also ensure that Directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.
- (vi) 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) A non-executive Director should inform the chair of the Board and the chair of the nomination committee before accepting any new appointment as a Director of another listed Company, any other material Directorship or any other position with a significant time commitment attached.
- (k) Consider and recommend candidates for election or re-election to the Board at each annual shareholders' meeting.
- (l) Review Directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (m) Candidates for appointment, election or re-election as a Director should also provide details of their other commitments and an indication of time involved and should specifically acknowledge to the Company that they will have sufficient time to fulfil their responsibilities as a Director.
- (n) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (o) Arrange periodic performance evaluations of the Board, individual Directors and senior executives as appropriate.

4. MEETINGS

- (a) The Board will meet at least annually to consider the application of Nomination Policy and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board.
- (c) Where deemed appropriate by the Board, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (e) The Board may invite executive management team members or other individuals, including external third parties to attend meetings of the Board, as they consider appropriate.

5. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

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

- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.
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6. ACCESS TO ADVICE

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

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.

8. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY

1. PURPOSE

The purpose of this Continuous Disclosure Policy is to provide a framework for compliance with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The Company considers compliance with its continuous disclosure obligations essential to maintaining investor confidence in management of the Company and the integrity of the market for the securities of the Company on the ASX.

2. DISCLOSURE OF PRICE SENSITIVE INFORMATION

The general rule underpinning the Company's continuous disclosure obligations under 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.

Price sensitive information is always 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 and disseminated without delay 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.

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.

3. RESPONSIBILITIES

The Disclosure Officers of the Company are its Chairman and Company Secretary.

The Company Secretary in consultation with the Chairman and legal advisors where necessary, is primarily responsible for determining whether particular information is price sensitive and must therefore be disclosed. The Company Secretary is also primarily responsible for the factual accuracy of the content of all market announcements and the timely disclosure of price sensitive information.

The Company Secretary is responsible for:

- a) overseeing and co-ordinating disclosure of information to the ASX in accordance with this Continuous Disclosure Policy;
- b) providing guidance to Directors and employees on disclosure requirements and procedures; and
- c) maintaining copies of all announcements released.

The Board of the Company is responsible for overseeing the Company's continuous disclosure regime and providing guidance and support to the Company Secretary on continuous disclosure matters wherever required.

4. MEDIA CONTACT

The Company Secretary is the first point of contact with media organisations.

5. ANNOUNCEMENTS PROTOCOL

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

(a) Preparation

The Company Secretary, in consultation with the Chairman and legal advisors where necessary, is primarily responsible for determining whether particular information is price sensitive and must therefore be disclosed.

The Company Secretary is also responsible for overseeing the preparation of all market announcements including any periodic corporate report released to the market that is not audited or reviewed by an external auditor together with media releases, including ensuring the factual accuracy of the content of all market announcements and the timely disclosure of market sensitive information.

Where the Company gives a new and substantive investor or analyst presentation, the Company should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company Secretary is required to verify any material statements in any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. The verification process is documented and stored by the Company.

Where a private meeting is held between a listed Company and an investor or analyst, the Company will not disclose in the meeting any information that a reasonable person would expect to have a material effect on the price or value of its securities that has not already been disclosed to the market.

(b) Approval

- i. For all announcements considered material under ASX LR 3.1:
 - A. All members of the Board are to be given a reasonable opportunity to review each announcement prior to its release.
 - B. All announcements must be approved by a majority of the members of the Board by email or other correspondence prior to the release of the announcement to the ASX.
 - C. The Chairman or his delegate is to be given final signoff before release of the announcement to the ASX.
- ii. For all announcements considered which are not released under ASX LR 3.1:
 - A. The Chairman or in his absence any other director is to signoff before release of the announcement to the ASX. Where the Chairman is unable to respond in a timely manner, the approval by another director would be sought in circumstances to ensure that the Company releases the announcement to meet ASX release deadlines or to allow announcements in relation to trading halts.

A copy of all announcements must be provided to the members of the Board no later than immediately following release to the ASX.

In the event the Company is required to name external parties in an announcement, subject to the context in which they are named, the Company will endeavour, where practical, to give those parties an opportunity to review the announcement prior to its release, provided the Company is able to do so in compliance with its obligations to provide timely and accurate disclosure under ASX Listing Rule 3.1.

6. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 7 – RISK MANAGEMENT POLICY

1. RISK MANAGEMENT POLICY

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 will consider particular matters 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 to the Board 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 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.

2. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 8 – TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel, the Company¹ and the external managers of its investments. Persons and entities covered by these guidelines are called “Restricted Persons”.

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

External managers (the “Managers”) are those entities or persons engaged by the Company to manage its investments. These guidelines apply to the directors and employees of the Manager (to the extent required by the Securities Trading Policy of the Manager).

The guidelines cover the situation where the Company is undertaking or proposes to under a on market share buyback.

The Company has determined that its Key Management Personnel are its Directors and those employees directly reporting to the Board.

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 Restricted Persons to avoid conduct known as ‘insider trading’ in the countries in which the Company operates. 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;

¹ The guidelines in Schedule Eight apply to the Company and its subsidiaries.

- (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 or a major contract;
- (g) a management or business restructuring proposal; and
- (h) a share issue proposal.

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.

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General rule

Restricted Persons 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 Appendix 4E;
- (b) two weeks prior to, and 48 hours after the release of the Appendix 4D of the Company; and

(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 Restricted Persons either before or during the Closed Periods. However, if a Restricted Person 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

Restricted Persons 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) Restricted Persons may at any time:

- (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - (iv) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
 - (v) withdraw ordinary shares in the Company held on behalf of the Restricted Persons 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 Restricted Persons are not permitted to trade

The Company Secretary will endeavour to notify all Restricted Persons 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 Restricted Persons (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 his delegate 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, an estimated time frame for the sale or purchase and confirmation that the Restricted Person is not in possession of price sensitive information which is not generally available to the market material information.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- (c) Written approvals will be valid for ten business days, however the approvals will be considered to be automatically withdrawn if the Restricted Person in question becomes in possession of price sensitive information which is not generally available to the market prior to trading.

5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Restricted Persons who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

5.4 Exemption from Closed Periods restrictions due to exceptional circumstance

Restricted Persons who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Company Secretary (or in the case of the Company Secretary 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.

5.5 Severe financial hardship or exceptional circumstances

The determination of whether a Restricted Person is in severe financial hardship will be made by the Company Secretary (or in the case of the Company Secretary 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.

5.6 Financial hardship

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

In the interests of an expedient and informed determination by the Company Secretary (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.

5.7 Exceptional circumstances

Exceptional circumstances may apply to the disposal of Company securities by a Restricted Person if the person is required by a court order, 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.

8. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 9 – 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.

The Company's policy on diversity stipulates that there is to be no discrimination in respect of race, creed or gender when seeking potential candidates for Board positions. This policy also applies to employees. The size of the Company's operations does not provide widespread opportunities to have a workforce covering all sections of the community.

Express the organisation's commitment to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

The Board also acknowledges the benefits of the recommendations and guidance provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations* that relate to diversity, however, it is also cognisant of the fact that the Company is in its development phase and its workforce is not of a size where the benefits of such initiatives are proportionate to the costs involved in the implementation of such strategies.

To this end, the Board has adopted a tiered approach to the implementation of its Diversity Policy which is relative to the size of the Company and its workforce.

Where the Company employs 100 or more employees, the Board undertakes to adopt practices in line with the recommendations and guidance provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations*.

Whilst the Company's workforce remains below this threshold, the Board will continue to drive the Company's diversity strategies on an informal basis and will apply the initiatives contained in this Diversity Policy to the extent that the Board considers relevant and necessary.

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 acknowledges its responsibility for the development of measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**) and the importance of monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

Where the Company employs 100 or more employees, the Board shall:

- (a) define its Measurable Objectives;
- (b) undertake an annual assessment of those Measurable Objectives; and
- (c) report on the Company's progress (if any) towards achieving them.

In any event, the Board will endeavour to conduct 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 Board of the Company is responsible for monitoring the scope and currency of this policy.

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

At a time when the Company's workforce grows to a size of 100 or more employees, the Company will undertake a review of the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives of the Company and will determine the extent to which the Measurable Objectives shall be linked to performance-based incentives offered to those executives.

Where appropriate, 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) where the Company's workforce grows to a size of 100 or more employees,
 - (i) any Measurable Objectives set by the Board; and

- (ii) progress against these Measurable Objectives;
 - (b) and/or either:
 - (i) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined “senior executive” for these purposes) and across the whole Company; or
 - (ii) if the Company becomes a “relevant employer” under the Workplace Gender Equality Act, the Company will disclose its most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act.
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6. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 10 – WHISTLEBLOWER POLICY

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. The Company has adopted a Whistle-blower Policy which is located on the Company's website.

The Board is informed of any material incidents reported under the Whistle-blower Policy.

SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY

1. SHAREHOLDER COMMUNICATIONS STRATEGY

The Board of the Company aims to provide information about itself and its governance to investors via its website.

The Company provides a website with a “corporate governance” landing page from where all relevant corporate governance information can be accessed including:

- (a) the names, photographs and brief biographical information for each of its Directors and senior executives;
- (b) its constitution, its Board charter and the charters of each of its Board committees;
- (c) a statement of the Company’s values;
- (d) the corporate governance policies and other corporate governance materials referred to in these recommendations.

The Company’s website also includes:

- (a) copies of its annual Directors’ reports, financial statements and other corporate reports;
- (b) copies of its announcements to ASX;
- (c) copies of notices of meetings of security holders and any accompanying documents;
- (d) copies of any documents tabled or otherwise made available at meetings of security holders and, if it keeps them, a recording or transcript of the meetings; and
- (e) copies of any materials distributed at investor or analyst presentations and, if it keeps them, a recording or transcript of the presentations.

As part of the Company’s investor relations program, Shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX.

Shareholders are encouraged to participate at all General Meetings and Annual General Meetings of the Company:

- (a) Where significant comments or concerns are raised by investors or their representatives, they should be conveyed to the Company’s Board and relevant senior executives.
- (b) The Company provides the opportunity to provide questions or comments ahead of shareholder meeting.

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

2. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

SCHEDULE 12 – ANTI-BRIBERY AND CORRUPTION POLICY

1. PURPOSE

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Company's business is conducted in a socially responsible manner.

2. POLICY STATEMENT

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws in Australia in respect of our conduct both at home and abroad.

3. SCOPE

(a) Who is covered by the policy?

In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, 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 applies to all directors, employees (whether permanent, fixed-term or temporary), consultants and contractors engaged by the Company and its subsidiaries (collectively referred to as **employees** in this policy).

This policy covers:

- i. Bribes.
- ii. Gifts and hospitality.
- iii. Facilitation payments.
- iv. Political contributions.
- v. Charitable contributions.

(b) Bribes

Employees must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). Specifically, employees must not bribe a foreign public official anywhere in the world.

(c) Gifts and hospitality

Employees must not offer or give any gift or hospitality:

- i. which could be regarded as illegal or improper, or which violates the recipient's policies; or

- ii. to any public employee or government officials or representatives, or politicians or political parties; or
- iii. which exceeds \$100 in value for each individual gift or \$500 in value for each hospitality event, unless approved in writing by the employee's manager.

Employees may not accept any gift or hospitality from our business partners if:

- i. it exceeds \$100 in value for each individual gift or \$500 in value for each hospitality event, unless approved in writing by the employee's manager; or
- ii. it is in cash; or
- iii. there is any suggestion that a return favour will be expected or implied.

Where a manager's approval is required above, if the manager is below Director level then approval must be sought from an appropriate Director.

If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to the employee's manager and donated to charity.

(d) Facilitation payments and kickbacks

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage. Our strict policy is that facilitation payments must not be paid.

(e) Political Contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

(f) Charitable contributions

Charitable support and donations are acceptable. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Company Secretary.

4. EMPLOYEE'S RESPONSIBILITIES

All Employees must ensure that they 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 us or under our control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Please follow the Company's Whistle-blower Policy if you believe or suspect that a conflict with or breach of this policy has occurred or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

5. RECORD-KEEPING

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

6. PROTECTION

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.

Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform Colm Shevlin immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the company's Grievance Procedure.

7. TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy. In addition, all employees will be asked to formally accept conformance to this policy on an annual basis.

8. WHO IS RESPONSIBLE FOR THE POLICY?

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Company Secretary has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

9. MONITORING AND REVIEW

The Company Secretary will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

10. REVIEW OF DOCUMENT

The Board will conduct an annual review of the policy to ensure it remains effective and relevant to the operations of the Company and will update the policy as required or as a result of new laws or regulations.

ANNEXURE A – DEFINITION OF INDEPENDENCE

An independent Director is a non-executive Director that is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

Examples of interests, positions and relationships that might raise issues about the independence of a Director are set out in Box 2.3 of the ASX Corporate Governance Principles and Recommendations 4th Edition. Where a Director falls within one or more of these examples, the Board should rule the Director not to be independent unless it is clear that the interest, position or relationship in question is not material and will not interfere with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party. The examples in Box 2.3 of interests, positions, associations and relationships that might raise issues about the independence of a Director of a Company include if the Director:

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

Performance based remuneration

The Board of HGV have determined, and its security holders have approved, that it is in the best interests of the Company and security holders to include Performance based remuneration in the remuneration structure for non-executive directors and that this does not impact the independence of Directors. Each of the independent directors hold performance based securities.

Inclusion of performance-based remuneration is considered highly appropriate and consistent with alignment of Directors' interests with those of its shareholders. The Company also endorses those recipients and Company Personnel (and their nominees) holding ordinary shares in the Company.

The Conflict of Interest Policy contains adequate restrictions (such as Trading Policy that contains trading and portfolio management restrictions) to ensure that neither the awarding, disposal nor ongoing value of any equity interest are of sufficient magnitude to jeopardise or influence their exercise of independent thought, nor impair their business judgment. The Board employs a materiality threshold in judging whether customer, supplier, consultant or professional adviser relationships affect the independence of HGV directors. The threshold for the purpose of assessing the materiality of relationships between a non-executive director and HGV (other than as a director) is set according to the significance of that relationship to the director in the context of their activities as a whole.

Materiality Threshold

The Board employs a materiality threshold in judging whether customer, supplier, consultant or professional adviser relationships affect the independence of HGV directors. The threshold for the purpose of assessing the materiality of relationships between a non-executive director and HGV (other

than as a director) is set according to the significance of that relationship to the director in the context of their activities as a whole.

A “substantial shareholder” is as defined in section 9 of the Corporations Act 2001 (Cth) being a holding of 5% or more of the voting shares in the Company;

Directors’ Interests

At each meeting of the Board, directors table their current outside interests. Where it is considered that a director has a material potential conflict, it is noted and where appropriate the relevant director absents him or herself for that specific item of business. That decision is minuted.

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.

ANNEXURE B – SKILLS MATRIX

The Board of the Company is comprised of Directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of the Company.

The composition of the Board and senior management team is reviewed on a regular basis with reference to the Company’s Skills Matrix which is used as a tool to assess the appropriate balance of skills and experience necessary for the Board to discharge its duties and responsibilities effectively.

A summary of the collective skills, experience and independence of the Board is set out below.

The Company seeks to achieve a collectively “high” level of skill, professional experience or expertise across all categories. Where there are gaps in the skills of the Board, these are filled through the employment of suitably experienced executives and/or the engagement of professional experts and consultants.

Experience/Skill Category

Collective Skill Rating

Experience/Skill Category		Collective Skill Rating
Corporate	Independence	100%
	Strategy	3
	Corporate Governance	3
	Risk & Compliance	3
	Legal	3
	Health/Safety/Environment	3
	Investor / Public Relations	3
	Financial/ Accounting	3
	Capital Markets	3
	Mergers & Acquisitions	3
Industry Specific	Technical	2
	Regulatory	3
	Product Development	1
	Sales & Marketing	1
	Commercial / Operational	2

Skill Rating

High level of skill, professional experience or expertise	3
Competent level of skill, professional experience or expertise	2
Developing level of skill, professional experience or expertise	1
No skill, professional experience or expertise	0