

# POLICY

# DIVERSITY

RESPONSIBILITY: GENERAL COUNSEL

## 1 GENERAL PURPOSE AND PRINCIPLE

*Note: in the context of this Policy and unless specifically mentioned otherwise, "Diversity" is not confined to diversity of gender and refers to people at all relevant levels within the Group (including Board, senior executive, management and otherwise) with a diverse blend of skills, experiences, perspectives, styles and attributes gained from life's journey, including on account of their culture, gender, age or otherwise.*

- a. The Group respects and values the competitive advantage of "diversity", and the benefit of its integration throughout the Group, in order to enrich the Group's perspective, improve corporate performance, increase shareholder value, and enhance the probability of achievement of the Group's objectives ("Principle").
- b. This Principle will manifest itself in the following areas:
  - i. strategic and operational:
    - being attuned to diverse strategies to deliver the Group's objectives;
    - being attuned to diverse corporate, business and market opportunities;
    - being attuned to diverse tactics and means to achieve those strategies and to take advantage of those opportunities.
  - ii. management:
    - adding to, nurturing and developing the collective relevant skills, and diverse experience and attributes of personnel within the Group;
    - ensuring the Group's culture and management systems are aligned with and promote the attainment of the Principle.
- c. The Group will develop strategies, initiatives and programs to promote the Principle, including the achievement of gender diversity by having regard to guidelines in the Recommendations. In particular, the Group will set measurable objectives, and targets or key performance indicators (KPIs), for the strategies, initiatives and programs to achieve gender diversity.

- d. The Group will implement the strategies, initiatives, programs and measurable objectives referred to in paragraph 1(c).
- e. Management will monitor, review and report to the Board (including via the Nominations Committee) on the achievement of the Group's progress under this Policy.

## 2 RESPONSIBILITY FOR POLICY

- a. Although the Board retains ultimate accountability for this Policy, including via the Nominations Committee, the Board has delegated responsibility for Policy implementation to the CEO.
- b. In turn the CEO has delegated to the Company Secretary responsibility for the administration of this Policy (including its reporting to the Board, or the Nominations Committee as appropriate).

## 3 MEASURABLE OBJECTIVES, TARGETS AND KEY PERFORMANCE INDICATORS (KPIS) – GENDER DIVERSITY

With respect to gender diversity, management will:

- a. develop, for approval by the Board (including on recommendation of the Nominations Committee) as appropriate:
  - i. measurable objectives concerning the strategies, initiatives and programs referred to in paragraph 1(c);
  - ii. targets or key performance indicators (KPIs) to verify progress towards attainment of those measurable objectives.
- b. measure performance against those targets and KPIs;
- c. report from time to time to the Nominations Committee on the progress of the matters referred to in paragraphs 3(a) and (b);
- d. benchmark the Group's position on diversity and undertake gender pay equity audits to gain insights into the effectiveness of this diversity policy;
- e. if the Group alters its gender diversity objectives in any reporting in the terms of this Policy, it will explain that fact and indicate which set of objectives is being reported against.

## 4 COMPLIANCE REQUIREMENTS

- a. The Company will meet its obligations with respect to the issue of "Diversity", as may be required under the ASX Corporate Governance Principles and Recommendations 2019

(4th Edition) ("Recommendations") and other regulatory requirements (if any), including by:

- i. establishing this Policy as a compliant policy under the Recommendations by:
    - I. establishing measurable objectives for achieving gender diversity, including if the Company was in the S&P/ASX 300 Index at the commencement of the reporting period, a measurable objective that its Board composition should have not less than 30% of its Directors of each gender within a specified period;
    - II. the Board (including on recommendation of the Nominations Committee) assessing annually the measurable objectives for achieving gender diversity and the progress in achieving them.
  - ii. disclosing this Policy or a summary of it in compliance with the Recommendations;
  - iii. in its annual report or on its web-site, and in the terms of the Recommendations, disclosing:
    - I. the measurable objectives for achieving gender diversity set by the Board in the terms of this Policy;
    - II. the progress from time to time towards achieving them;
    - III. either of the following:
      - o the respective proportions of men and women:
        - on the Board; and
        - in "senior executive" positions (ie. c-suite personnel including key management personnel); and
        - across the whole organisation,

[OR]

    - o if the Company is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators" as defined under that Act.

[(\*)NB: only one of these needs to be satisfied]
  - iv. incorporating in the corporate governance statement in the Company's annual report, or on its web-site, a statement as to the mix of skills and diversity that the Board currently has and is looking to achieve in membership of the Board, in the terms of the Recommendations.
- b. The Company Secretary will assume line management responsibility to assure that the Company meets its compliance and reporting obligations referred to in paragraph 4(a), including by collecting and collating all relevant data and ensuring that management processes and systems are adequate and effective for such reporting obligations to be met.

## 5 COMMUNICATION

The Company commits to the communication of this Policy within the Group and to its shareholders and the market, including via its web-site:

- a. by way of transparency and accountability; and
- b. to better promote the prospects of attainment of the Principle.

## 6 ACCOUNTABILITY

- a. Reporting and accountability in the terms of this Policy will be a periodic item on the Board Agenda (including by report from the Nominations Committee).
- b. At least annually the Nominations Committee will report to the Board on progress towards attainment of the Principle and otherwise to facilitate the Board in meeting its Compliance Requirements under paragraph 4.

## 7 ADDENDA TO THIS POLICY

- a. The following shall constitute addenda to this Policy as if set out in this Policy:
  - approved strategies, initiatives and programs, measurable objectives, targets and KPIs as referred to in paragraph 1(c).
- b. Attachment 1 to this Appendix B10 sets out certain strategies, initiatives, programs, targets and objectives that are to apply.

## 8 OVERRIDING CAVEAT

Nothing in this Policy shall be taken, interpreted or construed so as to endorse:

- a. the principal criterion for selection and promotion of people to work within the Group being other than their overall relative prospect of adding value to the Group and enhancing the probability of achievement of the Group's objectives;
- b. any discriminatory behaviour by or within the Group contrary to the law, or any applicable codes of conduct or behaviour for the Group and its personnel;
- c. any existing person within the Group in any way feeling threatened or prejudiced by this Policy in their career development or otherwise, merely because their diversity attributes at any time may be more, rather than less, common with others.

# **ATTACHMENT 1**

## **DIVERSITY – STRATEGIES, INITIATIVES AND PROGRAMS**

