

# CODE OF CONDUCT

# BOARD MEMBERS AND

# EXECUTIVES

## RESPONSIBILITY: COMPANY SECRETARY

In this Code the term "Member" refers to a Board member and each member of the Group's executive or leadership team, and includes any "director or officer" of the Company as defined in the Corporations Act.

By this Code Members are expected to lead by example with management charged with responsibility for creating a culture in the Group that promotes ethical and responsible behaviour.

## 1 CARE, SKILL AND DILIGENCE

A Member has a duty to use reasonable care and diligence in fulfilling the functions of the office of the Member and exercising the powers attached to that office.

## 2 GOOD FAITH

A Member must act honestly, in good faith, and in the best interest of the Company (and where appropriate the Group) and for a proper purpose.

## 3 PROPER PURPOSE

A Member must use the powers of the Member's office for a proper Company purpose. A Member's primary responsibility is to the Company but the Member should also have regard to the interests of the Group generally and its stakeholders.

## 4 NO MISUSE OF INFORMATION

A Member must not misuse his or her position as a Member improperly to gain advantage for the Member, or for someone else, or to cause detriment to the Group.

## 5 NO MISUSE OF POSITION

A Member must not misuse his or her position as a Member improperly to gain advantage for the Member, or for someone else, or to cause detriment to the Group.

## 6 CONFLICTS OF INTEREST

A Member must avoid compromising their duties or responsibilities to the Group through a conflict of interest and must not give preference to personal or other interests, or to the interests of any associate or related (or other) person/entity, where to do so may be in conflict with the interests of the Group.

## 7 DISCLOSURE OF INTERESTS

- a. A Board Member and the CEO must disclose in accordance with the Company's Corporate Governance Charter to all other Board Members, including via the Secretary, any material personal or other interest that he or she, or any associate or related person/entity, may have in a matter that relates to the affairs of the Group.
- b. A non-Board Member must disclose to the CEO, including via the Secretary, any material personal or other interest that he or she, or any associate or related person/entity, may have in a matter that relates to the affairs of the Group.

## 8 ACCOUNTABILITY

A Member has a duty to account to the Group for relevant opportunities which arise as a result of his or her being a Member and to use Group resources only for the best interests of the Group for a proper purpose.

## 9 CONFIDENTIALITY

Confidential information received by a Member in the course of his or her duties of office remains the property of the Group and should not be disclosed to any other person without the prior written informed consent of the Chair or the CEO unless the disclosure is under compulsion of law or compliance with enforceable stock exchange requirements, and even then only after prior consultation with and written advice to the Chair or the CEO.

## 10 BOARD DECISIONS

When making a decision, a Member must make the decision in good faith and for a proper purpose, and without having a material conflict of interest in respect of the matter the subject of the discussion. A Member must also exercise reasonable care and diligence

when assessing the subject matter of the decision, and must rationally believe the decision to be in the best interests of the Company (including by reason of the Company's holding company status of other entities within the Group).

## 11 RELIANCE ON INFORMATION BY BOARD MEMBERS

A Board Member may reasonably rely on information or advice from Board Committees, officers and competent experts and advisers to the Board or the Company provided he or she does so in good faith and makes an independent assessment of the information or advice and the competence of the person or group providing the information or advice.

## 12 DELEGATION BY BOARD MEMBERS

When delegating powers, a Board Member must satisfy himself or herself as to the delegate's reliability and competency and must reasonably believe in good faith that the delegate will act in conformity with their duties and the Constitution.

## 13 GROUP REPUTATION

A Member should not engage in conduct likely to have an adverse effect on the reputation of the Group whether while discharging their role and function as a Member or otherwise.

## 14 COMPLIANCE

A Member must comply with all applicable laws and regulations and act in accordance with this Code of Conduct.

## 15 POLICY ADHERENCE

Without restricting a Member's right to question the appropriateness of any policy, process or code of conduct in this Charter through appropriate channels, a Member must not act in a manner contrary to, or which denigrates, any such policy, process or code of conduct.

Policy Communication and Enforcement

This Code is to be communicated and promoted to Members with reinforcement by appropriate training and proportionate disciplinary action if it is breached.