

## CODE OF CONDUCT

### Guiding principle

A Board position involves important legal and ethical responsibilities and a commitment to upholding the values of good corporate citizenship, in both individual conduct and corporate actions.

The objective of this code is to provide a Director with guidance to follow when performing their duties, to enable them to achieve the highest possible standards in meeting their obligations, and give them a clear understanding of corporate governance practices.

A Director is obliged, at all times to comply with this code as well as the law.

### a) General duties

1. Directors must:
  - i. act in good faith in the best interests of the Company and for a proper purpose;
  - ii. act in the interest of all shareholders and avoid any potential conflict of interest;
  - iii. exercise a reasonable degree of care and diligence;
  - iv. not make improper use of information; and
  - v. not make improper use of their position.
2. Breaches of these duties at common law and under the *Corporations Act* may expose a Director to potential liability in damages, fines and disqualification.
3. A Director, in the exercise of his or her powers, and in the discharge of his/her duties must exercise the degree of care and diligence that a reasonable person would exercise if he/she was a Director;
  - i. in the circumstances prevailing;
  - ii. occupying the same position; and
  - iii. with the same responsibilities within the Company as the Director.
4. A Director is a fiduciary and must act with fidelity and trust in Company matters.
5. The Company maintains directors' and officers' liability insurance. Directors should be fully aware of the terms of this insurance to qualify for protection under the policy.



## **b) Business judgement rules**

1. A director's duty to act with care and diligence is satisfied where the Director:
  - i. Makes a decision in good faith and for a proper purpose;
  - ii. Has no material personal interest in the subject matter of the decision being made;
  - iii. Is informed about the subject matter of the decision to the extent the director reasonably believes to be appropriate;
  - iv. Rationally believes the decision to be in the best interest of the company.

## **c) Independent decision making and soundness of decisions**

1. A Director must be independent in his/her judgements and actions and must take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board. To satisfy this requirement a Director must:
  - i. Make a reasonable effort to become and remain familiar with the affairs of the Group;
  - ii. Attend all Board meetings unless there are valid reasons for non-attendance.
2. Directors should rely on advice relating to the Group only where it is given or provided by:
  - i. An employee whom the Director believes on reasonable grounds to be reliable and competent in the relevant subject;
  - ii. A professional adviser or expert in a subject the Director believes on reasonable grounds to be within that persons professional or expert competence;
  - iii. Another director or officer on the subject within that directors or officers authority; or
  - iv. A committee (on which the Director did not serve) on a subject within the committees authority.
3. Directors should only rely on information or advice if the Director reliance was made in good faith, after independently assessing the information and advice, considering the directors knowledge of the company and the complexity of their structure and operations.

## **d) Confidentiality of Board matters and other information**

1. Directors must keep confidential any Board matters and all confidential information received by the Directors in the course of exercising their duties.



2. All information received by a director to carry out Board duties must be regarded as confidential and is the property of the Company.  
Confidential information includes price sensitive information and/or information that might reasonably be of use or of interest to investors.
3. All discussions and resolutions of the Board must also be kept confidential and their contents must not be disclosed, or allowed to be disclosed to persons who are not Directors except where disclosure:
  - i. Has been authorised by the company; or
  - ii. Is required by law.
4. Authorisation by the company is presumed to the extent that the minutes state or imply that it is intended that disclosure should be made to third parties.
5. Any director in any doubt as to his/her obligations should consult with the Chairman prior to making any disclosure.
6. A director is entitled to seek independent advice on relevant matters but should seek the agreement of the Chairman prior to engaging with third parties to seek that advice.
7. Directors must not speak against a resolution of the Board or nominated committees to any person other than fellow directors and directors should support resolutions by providing assistance and co-operation in their implementation.
8. A director's duty to act with care and diligence is satisfied where the Director:
  - i. acts in good faith in the best interests of the Company and for a proper purpose;
  - ii. acts in the interest of all shareholders and avoid any potential conflict of interest;

#### **e) Conflicts and conduct**

1. A director should be aware of both actual and potential conflicts of interest. The law requires that that a director with a conflict should refrain from voting or entering into any discussion, at, or even being present during relevant Board discussions. A director who has any material personal interest in a matter must not be present at a meeting whilst the matter is being considered and must not vote on the matter. A personal interest may be either direct or indirect and either pecuniary or otherwise.
2. A director must not engage in conduct likely to discredit the company.
3. Directors must at all times comply with the spirit as well as the letter of the law and with the principles of this code and charter.



4. Directors should conduct themselves at all times in a sober, polite, lawful and restrained manner in carrying out their duties at meetings, functions and where otherwise dealing with matters concerning or involving the company.