STEALTH GROUP HOLDINGS LTD
ACN 615 518 020
(Company)

CORPORATE GOVERNANCE PLAN

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CORPORATE GOVERNANCE

The Company is committed to complying with the highest standards of corporate governance to ensure that all of its business activities are conducted fairly, honestly and with integrity in compliance with all applicable laws. To achieve this, the Company's board of directors (**Board**) has adopted a number of charters and policies which aim to ensure that value is created whilst accountability and controls are commensurate with the risks involved.

The Board believes that the Company's policies and practices comply with the recommendations set out in the ASX Corporate Governance Principles and Recommendations – 4th Edition (**Recommendations**).

Together with the Company's constitution (**Constitution**), the following charters and policies have been adopted by the Company and are supported by additional internal policies and procedures to achieve a high standard of corporate governance:

Charters and Codes

Board Charter

Code of Conduct

Audit and Risk Committee Charter

Remuneration Committee Charter

Nomination Committee Charter

Policies

Performance Evaluation Policy

Continuous Disclosure Policy

Risk Management Policy

Trading Policy

Diversity Policy

Shareholder Communications Strategy

Whistleblower Policy

Anti-Bribery and Corruption Policy

SCHEDULE 1 – BOARD CHARTER

1. ROLE OF THE BOARD

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Company's Constitution.

2. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

(a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.

(b) Specific limits on the authority delegated to the Chief Executive Officer/Managing Director and the team of executives as appointed by the Company (**Executive Team**) must be set out in the delegated authorities approved by the Board.

(c) The role of management is to support the Chief Executive Officer/Managing Director and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, 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 Company and its subsidiaries (if any) (**Group**) to facilitate the effective carrying out of their duties as Directors.

3. SPECIFIC RESPONSIBILITIES OF THE BOARD

In addition to matters it is expressly required by law to approve, the Board has reserved the following matters to itself:

(a) Driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance.

(b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times.

(c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board.

(d) When required, challenging management and holding it to account,

(e) Appointment and replacement of the Chief Executive Officer/Managing Director, other senior executives and the Company Secretary and the determination of the terms and conditions of their employment including remuneration and termination.

(f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.

(g) Monitoring the timeliness and effectiveness of reporting to shareholders.

(h) Reviewing and ratifying systems of audit, risk management (for both financial and non-financial risk) and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.

(i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.

(j) 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.

(k) Approving the Annual and Half Year Reports.

(l) Approving significant changes to the organisational structure.

(m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.

(n) 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 *Corporations Act 2001* (Cth) and ASX Listing Rules, if applicable).

(o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.

(p) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

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 by the nominations committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

(d) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups. 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 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 as a whole rather than in the interests of an individual shareholder or other party.

(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 4th Edition* as set out in Annexure A (**Independence Tests**).

(e) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the remuneration and nomination committee to ensure that they continue to contribute effectively to the Board.

(f) The Company must disclose the length of service of each Director in, or in conjunction with, its annual report (**Annual Report**).

(g) The Company must disclose the relevant qualifications and experience of each member of the Board in, or in conjunction with, its Annual Report.

5. DIRECTOR RESPONSIBILITIES

(a) Where a Director has an interest, position 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 or relationship in question and an explanation of why the Board is of that opinion.

(b) Directors must disclose their interests, positions or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.

(c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.

(d) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.

(e) Directors are expected to maintain the skills required to discharge their obligations to the Company and should undertake continuing professional development to the extent necessary.

(f) 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 of the Board 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 of the Board should be a non-executive Director. If a Chairman of the Board 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 Board of the Company during his term as Chief Executive Officer/Managing Director or in the future.

(d) The Chairman of the Board must be able to commit the time to discharge the role effectively.

(e) The Chairman of the Board 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 of the Board 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) Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:

   (i) audit and risk committee;

   (ii) remuneration committee; and

   (iii) nomination committee.

(b) The charter of each committee must be approved by the Board and reviewed following any applicable regulatory changes.

(c) The Board will ensure that the committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.

(d) Members of committees are appointed by the Board. The Board may appoint additional Directors to committees or remove and replace members of committees by resolution.

(e) The Company must disclose the members and Chairman of each committee in, or in conjunction with, its Annual Report.

(f) The minutes of each committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such committee meeting.

(g) The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a committee, the number of times each committee met throughout the period and the individual attendances of the members at those committee meetings.

(h) Where the Board does not consider that the Company will benefit from a particular separate committee:

(i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and

(ii) the Company must disclose in, or in conjunction with, its Annual Report:

(A) the fact a committee has not been established; or

(B) if an audit and risk committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

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.

(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 of the Board 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. 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 Chairman of the Board, 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.

10. 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 will receive briefings as and when necessary or reasonably required on material developments in industry-related matters, laws, regulations and accounting standards relevant to the Company.

(c) All Directors will be expected to attend annual site visits scheduled and co-ordinated by management to aid their understanding of the business of the Company.

(d) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.

(e) All new Directors will 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 will include:

  (i) 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) training on legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements); and

(iii) training on accounting matters and on the responsibilities of Directors in relation to the Company's financial statements.

(f) 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 of the Board. A copy of any such advice received is made available to all members of the Board.

11. PERFORMANCE REVIEW

The nomination committee shall conduct an annual performance review of the Board that:

(a) compares the performance of the Board with the requirements of its charter;

(b) critically reviews the composition of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments; and

(c) suggests any amendments to this charter as are deemed necessary or appropriate.

12. VERSION CONTROL

Version	**Date**	**Changes**
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 2 –CODE OF CONDUCT

1. PURPOSE

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct and operation of the business affairs of the Company. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.

The Code of Conduct has been approved by the Board and will be periodically reviewed and updated as required. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

It is supplemented by such policies and standards, processes and procedures developed by management and approved by the Board that provide practical guidance on the principles, practices and standards directors, officers and employees are expected to follow.

2. ACCOUNTABILITIES

2.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

(a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;

(b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and

(c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct and receive appropriate training in respect of the Code of Conduct.

2.2 Employees

All employees are responsible for:

(a) understanding and complying with the Code of Conduct. To this end, regular and appropriate training on how to comply with this Code of Conduct will be provided to all employees;

(b) undertaking their duties in a manner that complies with the provisions of the Code of Conduct;

(c) reporting suspected corrupt conduct in accordance with the Company's Whistleblower Policy and Anti-Bribery and Anti-Corruption Policy; and

(d) reporting any breach of, or departure from, the Code of Conduct by themselves or others.

3. VISION, VALUES AND PURPOSE

3.1 Identity

Stealth Group Holdings is an Australian multinational distribution group offering essential everyday items and supply chain solutions to business customers and retail consumers.

3.2 Mission

Our Objective is to provide a satisfactory return to shareholders.

We create unique value for different customers using an Omnichannel strategy to serve customers and industry sectors of all types and sizes underpinned by an integrated fully connected distribution network to help customers connect with our products and services.

3.3 Vision

To create Australia's leading multinational distribution group offering a vast selection of essential everyday items and supply chain solutions to business customers (B2B) and to retail consumers (B2C) in Australia, New Zealand, United Kingdom and other select international markets.

3.4 Values

The values the Company proposes to adopt in the fulfilment of its Mission and Vision are as set out below:

(a) Guiding Principles

- (i) Passionate Customer-centric company providing an effortless experience
- (ii) Commitment to operational excellence
- (iii) Desire for innovation
- (iv) Long-term orientated view 'think big'

(b) Leadership Principles

- (i) Customer focused
- (ii) Hire and Develop the Best
- (iii) Earn Trust
- (iv) Take Ownership and action
- (v) Insist on the highest standards
- (vi) Invest in the top initiatives, those areas that will bring the highest return
- (vii) Team orientated
- (viii) Meet timelines

(ix) Deliver Results

(x) Differentiation – moves that are better than the competition

(xi) Resource reallocation – to areas that deliver biggest impact

(xii) Extract value and synergies from within existing operations, mergers, acquisitions, affiliate partnerships

(xiii) Have fun and enjoy successes in the workplace

3.5 Purpose

(a) Our primary objective is to provide a satisfactory return to shareholders by remaining focused on the management of the businesses for long term success and value creation whilst acting lawfully, ethically and social responsibly.

We will demonstrate long-term value creation from our emerging and consistent strategy for growth delivering a stronger value proposition and operating model by;

(i) investing heavily to configure our business to meet the evolving needs of customers as a passionate customer centric company providing competitive products and services;

(ii) continuing to grow and develop customer markets, geography and expand our range, brands, network, partnerships and value add services;

(iii) driving top-line and bottom-line results delivering future upside from positive growth events.

(iv) implementing leading ecommerce, digital and data channels;

(v) developing our people through our 'learning, training, internship' institute; and

(vi) working in partnership with leading manufacturers, brands, independents, specialist suppliers and distribution partners, openly and strategically to provide more choice, convenience, best prices and delivery options.

(b) The Company will pursue operational and commercial excellence by using best practice approaches in our decision-making process focusing on continuous development, accountability and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management.

(c) In order to achieve these goals, we will ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them.

(d) We will foster an open and supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.

3.6 Commitment to values

(a) The Company and its subsidiary companies are committed to conducting all of its business activities in accordance with the above stated values. The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with staff.

(b) We are confident that our pursuit of these values will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

(c) A copy of the Company's statement of values is available on its website.

4. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

(a) behave honestly and with integrity and report other employees who are behaving dishonestly;

(b) treat fellow employees with respect and not engage in harassment, discrimination or bullying;

(c) disclose and deal appropriately with any conflicts between your personal interests and your duty as a director, senior executive or employee (as applicable);

(d) 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;

(e) not take advantage of your position for the opportunities arising therefrom for personal gain;

(f) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;

(g) operate within the law at all times;

(h) act in the best interests of the Company;

(i) follow the policies of the Company and adhere to the Company's values; and

(j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.

5. CONFLICT OF INTEREST

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

(a) Some situations that may give rise to a conflict of interest include situations where you have:

 (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;

 (ii) directorships/management of outside organisations;

 (iii) membership of boards of outside organisations;

 (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;

 (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;

 (vi) access to information that can be used for personal gain; and

 (vii) offer of an inducement.

(b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.

(c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.

(d) You must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

6. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/NETWORKING

6.1 Information Systems

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. Divisions and business units have policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

6.2 Bring Your Own Devices

Employees linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant divisional/business unit policies.

6.3 Social Media/Networking

Employees must ensure that they use any social media and networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

7. PUBLIC AND MEDIA COMMENT

(a) Individuals have a right to give their respectful opinions on political and social issues in their private capacity as members of the community without compromising values of the Company.

(b) Employees must not make official comment on matters relating to the Company or its values unless they are:

   (i) authorised to do so by the Chief Executive Officer/Managing Director; or

   (ii) giving evidence in court; or

   (iii) otherwise authorised or required to by law.

(c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.

(d) The above restrictions apply except where prohibited by law, for example in relation to "whistleblowing". Employees should refer to the Company's Whistleblower Policy for further information.

8. 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 resources 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.

9. 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.

10. INTELLECTUAL PROPERTY/COPYRIGHT

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

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

11. DISCRIMINATION, HARASSMENT AND BULLYING

Employees must not harass, bully, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective or experience.

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

12. CORRUPT CONDUCT

Employees must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times.

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.

Employees should refer to the Company's Whistleblower Policy in respect of reporting corrupt conduct, conduct in breach of any of the Company's policies or its Code of Conduct.

13. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with the 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 a potential problem in safety and reporting suspicious occurrences; and

(c) minimising risks in the workplace.

14. 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.

15. 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.

16. 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 Closed Periods when Key Management Personnel and Management are not permitted to buy and sell the Company's securities.

17. RESPONSIBILITIES TO INVESTORS

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

18. BREACHES OF THE CODE OF CONDUCT

Material breaches of this Code of Conduct must be reported in its first instance to the Chief Executive Officer/Managing Director. The Chief Executive Officer/Managing Director will report serious Code of Conduct matters to the Board or a committee of the Board.

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.

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

19. REPORTING MATTERS OF CONCERN

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

20. MONITORING AND REVIEW

(a) The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

(b) Employees are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

21. VERSION CONTROL

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The role of the audit and risk committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This charter sets risk parameters and defines the audit and risk committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

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

(a) The committee must comprise at least three members.

(b) All members of the committee must be non-executive Directors.

(c) A majority of the members of the committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.

(d) The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.

(e) All members of the committee must be able to read and understand financial statements.

(f) The Chairman of the committee must not be the Chairman of the Board and must be independent.

(g) The Chairman of the committee shall have leadership experience and a strong finance, accounting or business background.

(h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to committee meetings at the discretion of the committee.

3. PURPOSE

The primary purpose of the committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

(a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;

(b) compliance with all applicable laws, regulations and Company policy;

(c) the effectiveness and adequacy of internal control processes;

(d) the performance of the Company's external auditors and their appointment and removal;

(e) the independence of the external auditor and the rotation of the lead engagement partner;

(f) the identification and management of business, economic, environmental and social sustainability risks; and

(g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

A secondary function of the committee is to perform such special reviews or investigations as the Board may consider necessary.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Review of Financial Reports

(a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.

(b) Oversee the financial reports and the results of the external audits of those reports.

(c) Assess whether external reporting is adequate for shareholder needs.

(d) Assess management processes supporting external reporting.

(e) Establish procedures for treatment of accounting complaints.

(f) Review the impact of any proposed changes in accounting policies on the financial statements.

(g) Review the half yearly and annual results.

(h) Establish procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.

(i) Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with External Auditors

(a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.

(b) Review performance, succession plans and rotation of lead engagement partner.

(c) Approve the external audit plan and fees proposed for audit work to be performed.

(d) Discuss any necessary recommendations to the Board for the approval of Half Year or Annual Reports.

(e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.

(f) Meet with the external auditors at least twice in each financial year and at any other time the committee considers appropriate.

(g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.

(h) Ensure adequate disclosure as may be required by law of the committee's approval of all non-audit services provided by the external auditor.

(i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.

(j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the *Corporations Act 2001* (Cth).

(k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

4.3 Internal Audit Function

(a) Monitor and periodically review the need for a formal internal audit function and its scope.

(b) Assess the performance and objectivity of any internal audit procedures that may be in place.

(c) Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the committee, and bring the requisite degree of skill, independence and objectivity to the role.

(d) If the Company does have any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

(e) Review risk management and internal compliance procedures.

(f) Monitor the quality of the accounting function.

(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.

4.4 Risk Management

(a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.

(b) Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks.

(c) Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.

(d) Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.

(e) Consider whether the Company has a material exposure to climate change risk.

(f) Review the Company's risk management framework at least annually to satisfy itself that the framework:

(i) continues to be sound;

(ii) ensures that the Company is operating with due regard to the risk appetite set by the Board; and

(iii) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

(g) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.5 Other

(a) The committee will oversee the Company's environmental risk management and occupational health and safety processes.

(b) The committee will oversee procedures for whistleblower protection.

(c) The committee will oversee procedures for countering bribery and corruption.

(d) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th Edition*, 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 "*Code of conduct*". Any such waiver or deviation will be promptly disclosed where required by applicable law.

(e) Monitor related party transactions.

5. MEETINGS

(a) The committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.

(b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.

(c) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

(d) A quorum shall consist of two members of the committee. In the absence of the Chairman of the committee or their nominees, the members shall elect one of their members as Chairman of that meeting.

(e) Recommendations will be based on a majority of votes. The Chairman will not have a casting vote. In the event of a deadlock, the Chairman will refer the issue to either the Company Auditor or an independent expert for guidance or advice as to the resolution of the deadlock.

(f) The Chairman of the committee, 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 Company and its subsidiaries (**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 of the committee. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

(a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.

(b) This charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORT TO THE BOARD

(a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.

(b) The committee must brief the Board promptly on all urgent and significant matters.

11. VERSION CONTROL

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER

1. ROLE

The role of the remuneration committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company.

This charter defines the remuneration committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

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

(a) The committee shall comprise at least three Directors, the majority being independent non-executive Directors.

(b) The committee will be chaired by an independent Director who will be appointed by the Board.

(c) The Board may appoint such additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

3. PURPOSE

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

(a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;

(b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;

(c) recommending to the Board the remuneration of executive Directors;

(d) fairly and responsibly rewarding executives having regard to the performance of the Company and its subsidiaries (**Group**), the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's vales or risk appetite and having regard to the Company's commercial interest in controlling expenses;

(e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;

(f) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;

(g) reviewing and approving in conjunction with the Chief Executive Officer/Managing Director the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and

(h) reviewing and approving any equity based plans and other incentive schemes.

4. DUTIES AND RESPONSIBILITIES

4.1 Executive Remuneration Policy

(a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.

(b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.

(c) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's vales or risk appetite and having regard to the Company's commercial interest in controlling expenses.

4.2 Executive Directors and Senior Management

(a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy.

(b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer/Managing Director. As part of this review the committee will oversee an annual performance evaluation of the senior Executive Team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

(c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.

(d) Approve termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the committee at its next meeting.

4.3 Executive Incentive Plans (including Equity Based Plans)

(a) Review and approve the design of any executive incentive plans (**Plans**).

(b) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.

(c) Review and approve any Plans that may be introduced in light of legislative, regulatory and market developments.

(d) For each Plan, determine each year whether awards will be made under that Plan.

(e) Review and approve total proposed awards under each Plan.

(f) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the committee.

(g) Review, approve and keep under review performance hurdles for each Plan.

(h) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

4.4 Other

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

5. MEETINGS

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

(b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.

(c) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, the members shall elect one of their members as Chairman.

(d) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.

(e) Recommendations of the committee will be based on a majority of votes. In the event of a deadlock, the Chairman of the committee will not have a casting vote but will invite counsel or advice from an independent expert to provide advice and guidance as to the resolution of any such deadlock.

(f) The committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the committee, as they consider appropriate.

6. SECRETARY

(a) The Company Secretary or their nominee shall be the Secretary of the committee, and shall attend meetings of the committee as required.

(b) The Secretary will be responsible for keeping the minutes of meeting of the committee and circulating them to committee members and to the other members of the Board.

(c) The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

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

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

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

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

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

9. REVIEW OF CHARTER

(a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner, and will update this charter as required or as a result of new laws or regulations.

(b) The charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORTING

(a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.

(b) The committee must brief the Board promptly on all urgent and significant matters.

(c) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the Annual Report and as otherwise required by law.

11. VERSION CONTROL

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 5 – NOMINATION COMMITTEE CHARTER

1. ROLE

The role of the nomination committee is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the team of executives as appointed by the Company, being the Executive Team. This charter defines the nomination committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

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

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

(b) The Board may appoint additional non-executive Directors to the committee or remove and replace members of the committee by resolution.

3. PURPOSE

The primary purpose of the committee is to support and advise the Board in:

(a) maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and

(b) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

(a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.

(b) Make recommendations to the Board on the appropriate size and composition of the Board.

(c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidates can contribute to the strategic direction of the Company.

(d) Undertake appropriate checks before appointing a Director or senior executive or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).

(e) Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:

(i) biographical details (including relevant qualifications and experience and skills);

(ii) details of any other material directorships currently held by the candidate;

(iii) where standing as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's background and experience and any material adverse information revealed by those checks, details of any interest, position 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 shareholders or other party, and a statement whether the Board considers the candidate is considered to be independent;

(iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and

(v) a statement by the Board whether it supports the election or re-election of the candidate and a summary of the reasons why.

(f) Ensure that each Director and senior executive is personally 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 2001 (Cth)), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.

(g) Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.

(h) Prepare and maintain a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.

(i) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.

(j) 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.

(k) Consider and recommend to the Board 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) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.

(n) Arrange an annual performance evaluation of the Board, its committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether Director's performance has been impacted by any other commitments.

5. MEETINGS

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

(b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the committee.

(c) Where deemed appropriate by the Chairman of the committee, meetings and subsequent approvals and recommendations may be held or concluded by way of a circular written resolution or conference call.

(d) A quorum shall comprise any two members of the committee. In the absence of the Chairman of the committee or appointed delegate, the members shall elect one of their number as Chairman of the committee.

(e) Recommendations will be based on a majority of votes. The Chairman will not have a casting vote. In the event of a deadlock, the Chairman will refer the issue to either the Company Auditor or an independent expert for guidance or advice as to the resolution of the deadlock.

(f) Decisions will be based on a majority of votes with the Chairman of the committee having a casting vote.

(g) The committee may invite executive management team members or other individuals, including external third parties to attend meetings of the committee, as they consider appropriate.

6. SECRETARY

(a) The Company Secretary or their nominee shall be the secretary of the committee (**Secretary**) 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 Company and its subsidiaries (**Group**) whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or

(c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

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

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

9. REVIEW OF CHARTER

(a) The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.

(b) This charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORTING

(a) The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.

(b) The committee must brief the Board promptly on all urgent and significant matters.

(c) The Company must disclose the policies and practices regarding the nomination of non-executive directors, executive directors and other senior executives in, or in conjunction with, the Annual Report and as otherwise required by law.

11. VERSION CONTROL

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 6 – PERFORMANCE EVALUATION POLICY

The nomination committee will arrange a performance evaluation of the Board, its committees, individual Directors and if required support the Chief Executive Officer/Managing Director in their evaluation of senior executives on an annual basis as appropriate. To assist in this process an independent advisor may be used.

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

The review will include:

(a) comparing the performance of the Board with the requirements of its charter;

(b) examination of the Board's interaction with management;

(c) the nature of information provided to the Board by management;

(d) management's performance in assisting the Board to meet its objectives; and

(e) an analysis of whether there is a need for existing Directors to undertake professional development.

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

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

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

Version Control

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 7 – CONTINUOUS DISCLOSURE POLICY

1. GENERAL PRINCIPLES

The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

The general rule, in accordance with ASX Listing Rule 3.1, is that once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price of value or the Company's securities, the Company must immediately disclose that information to the ASX.

2. POLICY AND PROCEDURES

The Company is committed to providing the market with timely, clear, accurate and balanced disclosure in accordance with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules, so that trading in the Company's securities can take place in an informed market.

The purpose of this policy is to outline how the Company complies with its continuous disclosure obligations.

This policy applies to all:

(a) directors, officers and employees of the Company and its subsidiaries; and

(b) contractors, consultants or other personnel who have agreed to comply with the Company's polices,

(collectively, **Employees**).

3. RESPONSIBILITY

The Company Secretary is responsible for:

(a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and

(b) providing guidance to Directors and employees on disclosure requirements and procedures.

Where determined appropriate by the Company Secretary and the Managing Director, the Company Secretary shall take external advice in relation to the application of this Policy with the Company's continuous disclosure obligations.

4. CONTINUOUS DISCLOSURE REQUIREMENT

The Company must **immediately** – meaning promptly and without delay – notify the ASX of any information that the Company becomes aware of about itself that a reasonable person would expect to have a **material effect** on the price or value of the Company's securities (that is, price sensitive information), unless an exception applies. This requirement is known as the **continuous disclosure obligation**.

5. COMMUNICATION OF INFORMATION

The Company must not release price sensitive information to any person (e.g. the media or an analyst) until it has first given the information to the ASX and has received an acknowledgement that the ASX has released the information to the market.

Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. The importance of safeguarding the confidentiality of corporate information to avoid premature disclosure is paramount.

Information will be 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 possible audience.

6. FALSE MARKET

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX.

This obligation arises even if the Company considers that an exception to continuous disclosure obligation applies.

7. ASX ANNOUNCEMENTS AND MEDIA RELEASES

All announcements (and media releases) must be:

(a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;

(b) factual and not omit material information; and

(c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

8. ROLE OF EMPLOYEES IN CONTINUOUS DISCLOSURE

As soon as an Employee becomes aware of information that could potentially be price sensitive, that Employee is expected to escalate it to the Managing Director and/or the Company Secretary, promptly and without delay.

If that Employee is unsure whether information is potentially price sensitive, it is expected that they should immediately discuss it with the Managing Director and/or the Company Secretary.

9. PROCESS FOR RELEASE OF ASX ANNOUNCEMENTS AND MEDIA RELEASES

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

(a) All key announcements, other than announcements set out in Section 13 below, are to be circulated to and reviewed by all members of the Board.

(b) Where any potentially price sensitive information is reported to the Board, the Board will (as appropriate):

  (i) review the information in question;

(ii) urgently seek any advice that is needed to assist the Board to interpret the information (recognising that disclosure cannot be delayed if the information is clearly materially price sensitive on its face);

(iii) decide whether disclosure is required, and, if so, approve the form of disclosure; and

(iv) decide whether to request a trading halt or voluntary suspension.

(c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.

(d) Where the urgency of the subject matter precludes reference to the full Board, an announcement within this category may be approved by the Directors who are available. It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members.

(e) All members of the Board will receive copies of all material market announcements promptly after they have been made.

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

10. BRIEFINGS

The Company will only refer to or provide publicly available information or information that is not price sensitive when communicating with the investment community and shareholders.

Only authorised representatives may conduct one-on-one and group briefings for investors, analysts and media groups. Where practicable, the Company will consider providing shareholders the opportunity to participate in such briefings.

Any:

(a) briefing or presentation materials that contain price sensitive information; and

(b) new and substantive presentation material to be given to investors or analysts at an open briefing,

will be released to the ASX before being communicated outside the Company.

If a Company representative inadvertently discloses information during a briefing that may be price sensitive but has not been previously disclosed to the market, it must be immediately referred to the Managing Director and/or Company Secretary and released to the ASX following the usual process.

All Employees must also ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

11. MEDIA CONTACT AND PUBLIC COMMENT

All employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

12. CONSEQUENCES OF BREACHING THIS POLICY

The Company regards its continuous disclosure obligations as very important and a breach of this policy may lead to disciplinary action against the person committing the breach, including possible termination of employment or engagement where deemed by the Board to be appropriate.

13. CATEGORIES OF ANNOUNCEMENTS THAT DO NOT REQUIRE BOARD APPROVAL

Nature/Type of ASX Announcement	Approver
Applying for quotation of securities, notifying a proposed issue of securities and notifying an issue, conversion or payment up of equity securities (Appendix 2A, 3B and 3G)	Managing Director
Notification of cessation of securities (Appendix 3H)	Managing Director
Notification of initial and final directors' interests and changes to director interests (Appendix 3X, 3Y and 3Z)	Company Secretary and Managing Director
Notification of chair, director, CEO, Chief Financial Officer, secretary or auditor appointments and cessations	Company Secretary and Managing Director
Webcast details and key dates, including notification of AGM date and director nomination cut-offs	Company Secretary and Managing Director
Results of general meetings	Company Secretary and Managing Director
Change of ASX's or ASX security registry's address or contact details	Company Secretary and Managing Director
Notification of dividends (STP forms and Appendix 3A.1)	Company Secretary and Managing Director
Any other announcement as determined by the Board prior to its release	Company Secretary and Managing Director

14. REVIEW OF POLICY

The Board will monitor the content, effectiveness and implementation of this Policy on a periodic basis. Any updates or improvements identified will be addressed as soon as possible.

15. VERSION CONTROL

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan
3	31 July 2024	Review and update following discussions and correspondence with ASX

SCHEDULE 8 – RISK MANAGEMENT POLICY

The Board determines the Company's "risk profile" and is responsible for establishing, overseeing and approving the Company's risk management framework, strategy and policies, internal compliance and internal control.

The Board has delegated to the audit and risk committee responsibility for implementing the risk management system.

The audit and risk committee will submit particular matters to the Board for its approval or review. Among other things it will:

(a) oversee and periodically review the Company's risk management framework, systems, practices and procedures to ensure effective risk identification and management and compliance with the risk appetite set by the Board, internal guidelines and external requirements;

(b) assist management to determine whether it has any material exposure to environmental or social risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th Edition* (***Recommendations***):

    (i) if it does, how it manages, or intends to manage, those risks; and

    (ii) if it does not, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers;

(c) consider whether the Company has a material exposure to climate change risk;

(d) assist management to determine the key risks to the businesses and prioritise work to manage those risks;

(e) assess whether the Company is required to publish an integrated report or a sustainability report (as those terms are defined in the Recommendations in accordance with a recognised international standard); and

(f) 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;

(c) verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and

(d) 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, at least annually, to the audit and risk committee.

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that the framework:

(a) continues to be sound;

(b) ensures that the Company is operating with due regard to the risk appetite set by the Board; and

(c) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

The Company will disclose if it has any material exposure to environmental or social risks (as those terms are defined in the Recommendations) and, if it does, how it manages, or intends to manage, those risks.

Version Control

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 9 – TRADING POLICY

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel (as defined in the ASX Listing Rules).

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

The Company has determined that its Key Management Personnel are those persons disclosed in the Remuneration Report in the Company's Annual Report (including those persons who will be disclosed in the Remuneration Report in the Annual Report for the financial year).

Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Key Management Personnel to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

(a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie 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 or disposal;

(b) the threat of major litigation against the Company;

(c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;

(d) a material change in debt, liquidity or cash flow;

(e) a significant new development proposal (e.g. new product or technology);

(f) the grant or loss of a major contract;

(g) a management or business restructuring proposal;

(h) a share issue proposal; or

(i) giving or receiving a notice of intention to make a takeover.

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 incentive schemes

The prohibition does not apply to acquisitions of shares, performance rights or options by employees made under employee share, performance rights 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 or the exercise of performance rights under a performance rights plan. 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 or the exercise of performance rights under a performance rights plan.

4. PROHIBITION ON DERIVATIVES AND HEDGING ARRANGEMENTS OVER COMPANY SECURITIES UNDER EMPLOYEE INCENTIVE SCHEMES

Key Management Personnel and other participants in employee incentive schemes of the Company are not permitted to use, at any time, derivatives or hedging arrangements that operate or are intended to operate to limit the economic risk of security holdings over unvested Company securities.

5. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

5.1 General rule

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

(a) two weeks prior to and 48 hours after the release of the Company's Annual Report to the ASX (inclusive);

(b) two weeks prior to, and 48 hours after the release of the Company's Half Year Report to the ASX (inclusive),

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Management Personnel either before or during the Closed Periods.

Notwithstanding anything contained in this Plan, Key Management Personnel must not either directly or indirectly provide Company securities to a lender under a margin lending arrangement or as security by way of mortgage or charge without prior notification to the Board. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time it is in possession of such information.

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

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

5.3 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.

5.4 Exceptions

(a) Key Management Personnel may at any time:

   (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;

   (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;

   (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;

(iv) acquire, or agree to acquire or exercise options or performance rights under an employee incentive scheme (as that term is defined in the ASX Listing Rules);

(v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;

(vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme or the exercise of performance rights held under a performance rights plan;

(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, performance right or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options or performance rights by selling the shares acquired on the exercise of these options or performance rights unless the sale of those shares occurs outside the periods specified in paragraph 5.1.

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.

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

The Company Secretary will endeavour to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 5.1.

6. APPROVAL AND NOTIFICATION REQUIREMENTS

6.1 Approval requirements

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

(b) If the Chairman of the Board wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman of the Board must obtain the prior approval of the Board before doing so.

6.2 Approvals to buy or sell securities

(a) All requests to buy or sell securities as referred to in paragraph 6.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.

(b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

6.3 Notification

Subsequent to approval obtained in accordance with paragraphs 6.1 and 6.2, any Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares, performance rights 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 and the exercise of performance rights under a performance rights plan..

6.4 Key Management Personnel sales of securities

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

6.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Managing Director (or in the case of the Managing Director, by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

6.6 Severe financial hardship or exceptional circumstances

The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director, by all other members of the Board).

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

6.7 Financial hardship

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

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

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

6.8 Exceptional circumstances

Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order or 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.

7. 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.

8. 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.

9. VERSION CONTROL

Version	Date	Changes
1	10 August 2018	First version of the policy
2	13 December 2018	Review and update the policy
3	27 September 2019	Review and update the policy
4	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 10 – DIVERSITY POLICY

1. INTRODUCTION

The Company, the Company's stated values and all the Company's 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 and motivation, accessing different perspectives and ideas and benefiting from all available talent.

The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

To the extent practicable, the Company will consider the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th Edition* where appropriate to the Company.

This 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) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;

(d) improved employment, talent management and career development opportunities for women;

(e) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;

(f) 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

(g) 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 employees 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 maintains oversight and responsibility for the Company's continual monitoring of its diversity practices and development of strategies to meet the Objectives.

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

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

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

3.2 Strategies

The Company's diversity strategies may include:

(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;

(b) reviewing succession plans to ensure an appropriate focus on diversity;

(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;

(d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;

(e) developing a culture which takes account of domestic responsibilities of employees; and

(f) any other strategies the Board develops from time to time.

4. MONITORING AND EVALUATION

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

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

Measurable Objectives as set by the Board, may be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

In addition, the Board will review progress against the Measurable Objectives as a key performance indicator in its annual performance assessment.

5. REPORTING

The Company will disclose, for each financial year:

(a) any Measurable Objectives set by the Board;

(b) progress against these Measurable Objectives; and

(c) either:

   (i) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Company; or

   (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.

6. VERSION CONTROL

Version	**Date**	**Changes**
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

1. the Annual Report delivered by post or via email (if requested by the shareholder) and which is also released to ASX and placed on the Company's website;

2. the Half Year Report which is released to ASX and also placed on the Company's website;

3. disclosures and announcements made to the ASX, copies of which are placed on the Company's website;

4. notices and explanatory statements of Annual General Meetings (**AGM**) and General Meetings (**GM**), copies of which are released to ASX and placed on the Company's website;

5. the Chairman of the Board's address and the Managing Director's address made at the AGMs and the GMs, copies of which are released to ASX and placed on the Company's website;

6. the Company's website on which the Company posts all announcements which it makes to the ASX as well as materials distributed at investor or analyst presentations, including recordings or transcripts of such presentations (where available); and

7. the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report and Half Year Reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all shareholders are encouraged to participate at the meeting. The Company will ensure that appropriate technology is used to facilitate the participation of shareholders at such meetings and that meetings will be held at a reasonable time and place. Shareholders who are unable to attend meetings may ask questions or provide comments ahead of meetings. Recordings or transcripts of the meeting will also be made available on the Company's website (where available).

All substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.

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

Shareholder queries should be referred to the Company Secretary in the first instance. Any significant comments or concerns will be conveyed to the Board and relevant senior executives.

Version Control

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

ANNEXURE A – DEFINITION OF INDEPENDENCE

Examples of interests, positions and relationships that might raise issues about the independence of a director include if the director:

(a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;

(b) receives performance-based remuneration (including options or performance rights), or participates in an employee incentive scheme of the Company;

(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 is 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 of the Company;

(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.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board 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 as a whole rather than in the interests of an individual shareholder or other party.

Version Control

Version	Date	Changes
1	10 August 2018	First version of the policy
2	1 October 2020	Review and update consistent with Fourth Edition compliant Corporate Governance Plan

ANNEXURE B – WHISTLEBLOWER POLICY

27th May 2019

Whistleblower Policy

Introduction

The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance. The Company aims to provide an environment in which people are comfortable voicing genuine concerns in relation to Improper Conduct (as defined below).

To achieve this outcome, the Company is committed to ensuring that:

- employees and other persons will not be victimised for raising genuine concerns; and
- all concerns raised will be assessed and where appropriate, investigated by the Company or referred to an appropriate third party, subject to common sense constraints such as the extent such is permitted by law and the powers of the Company and having regard to the resources of the Company and other relevant factors.

This policy covers the procedures for disclosing Improper Conduct and is intended to apply as a commitment of the Company in the context of the Company's own affairs.

This policy states the Company's commitment to listening to, investigating and treating in confidence a disclosure made on reasonable grounds and in good faith in accordance with this Policy. This policy also addresses the protection of individuals making such disclosures.

This Policy has been prepared having regard to:

- Australian Standard 8004-2003 – Whistleblower Protection Program for Entities;
- Part 9.4AAA of the *Corporations Act 2001* (Cth) (the "**Corporations Act**"); and
- the codes, policies and charters specified in the Company's Corporate Governance Plan.

Application of this Policy

For the purposes of this Policy:

- a disclosure made in accordance with this Policy is referred to as a Protected Disclosure; and
- a person who makes a Protected Disclosure in accordance with this Policy is referred to as a Protected Whistleblower.

Who does this Policy apply to?

This Policy applies to anyone who is employed by the Company, including employees (whether permanent, part-time, fixed-term or temporary), contractors, consultants and directors, who make a Protected Disclosure to the Company pursuant to this Policy.

What is a Protected Disclosure?

This Policy applies to any disclosure of information to the Company relating to a genuine concern that Improper Conduct has occurred or is likely to occur provided that the individual:

- has reasonable grounds to suspect that the information indicates Improper Conduct; and
- makes the disclosure in good faith (a "**Protected Disclosure**").

Protections provided by this Policy do not apply to an individual who has not acted in good faith in making a disclosure under this Policy.

What is Improper Conduct?

For the purposes of this Policy, Improper Conduct includes:

- material breaches of any laws arising from statute, common law or otherwise;
- material breaches of the Company's internal policies including this Policy;
- the commission of any criminal offence;
- financial malpractice, impropriety or fraud, or acts of dishonesty or corrupt activity including bribery or other activity in breach of the Company's Anti-Bribery and Corruption Policy;
- conduct that endangers (or may endanger) the health and safety of any person or the environment;
- any other conduct which may cause financial or non-financial loss (such as damage to reputation) to the Company or be otherwise detrimental to the interests of the Company; or
- any other attempt to conceal any of the above conduct.

This Policy is not intended to apply to complaints of discrimination, bullying or harassment of employees. Such concerns should be raised with senior management as applicable and/or the Fair Work Commission in accordance with the relevant workplace laws and policies.

Procedure for making a disclosure

Who should disclosures be made to?

An individual who wishes to disclose Improper Conduct should contact a Whistleblower Protection Officer, either in person, by telephone or in writing. The role of the Whistleblower Protection Officer is to safeguard the interests of an individual making a Protected Disclosure.

The following persons listed below are the Whistleblower Protection Officers:

- each Group Executive
- Chief Executive Officer/Managing Director.

Disclosures may also be made by post to c/-Stealth Group, PO Box 1275, Innaloo, Western Australia, 6918, Australia (marked "Private and Confidential" and to the attention of one of the Whistleblower Protection Officers referred to above).

If an individual is concerned about making a disclosure to a Whistleblower Protection Officer, they should contact the Chairperson either in person, by telephone or in writing.

What information should be provided?

To enable Improper Conduct to be properly investigated and addressed by the Company, it is recommended that Protected Disclosures contain the following kinds of information:

- that the disclosure is being made pursuant to this Policy;
- the nature of the Improper Conduct and when it occurred or is likely to occur;
- the name(s) of people involved in the Improper Conduct; and
- any material to support the matters raised in the Protected Disclosure such as documents, emails or the names of potential witnesses.

Anonymity

An individual may disclose information under this Policy anonymously and the Company will treat anonymous disclosures seriously. However, as it may be more difficult to investigate concerns that are reported anonymously, individuals are encouraged to provide their identity when making a disclosure under this Policy.

When deciding whether or not to make a Protected Disclosure anonymously, individuals should have regard to the extent to which an anonymous disclosure may limit the ability of the Company to investigate the matters disclosed. To enable the Company to properly respond to the matters raised, individuals are generally encouraged to disclose their identity when making a Protected Disclosure.

Confidentiality

Any protected Disclosure made by an individual under this Policy will be kept confidential and secure in accordance with the law.

In order to enable the Company to effectively investigate allegations of Improper Conduct which are disclosed in accordance with this Policy, individuals making a disclosure are encouraged to consent to the information about the alleged Improper Conduct being disclosed to the Audit and Risk Committee or any similar committee established by the Company.

Audit and Risk Committee

If permitted by law, the Whistleblower Protection Officer will provide sufficient details about the alleged Improper Conduct to the Audit and Risk Committee to enable the investigation to be conducted.

The Audit and Risk Committee is responsible for conducting an investigation into the alleged Improper Conduct. The investigation will be fair and reasonable and the rules of natural justice will be observed. The Audit and Risk Committee will provide the disclosing individual with feedback in relation to the status and outcome of an investigation, as appropriate.

Can disclosures be made to external parties?

The purpose of this Policy is to facilitate and encourage the reporting of Improper Conduct to the Company and within the Company's internal structures.

Nothing in this Policy is intended to obstruct any person from reporting possible violations of law or regulation to any government agency or entity, or making other disclosures that are protected under the whistleblower provisions of relevant law or regulation. Individuals may also be legally required to report certain matters to government or regulatory authorities.

It is recommended that individuals contemplating reporting matters outside the Company first seek independent legal advice in relation to their rights and obligations.

Investigation of Improper Conduct

What steps will be taken by the organisation following a Protected Disclosure?

The Company will investigate Improper Conduct reported in Protected Disclosures or refer the matter or the complainant to an appropriate third party, subject to:

1. the extent any investigation is permitted by law and the powers of the Company;
2. the extent it is practicable given the nature of the Protected Disclosure, the capacity of the Company to conduct any investigation or reach a relevant conclusion; and
3. common sense constraints such as the skills and resources of the Company, risk to the Company of any legal claim and any other relevant factors.

Investigations will be conducted independently of the individual whistleblower or any person involved in the Improper Conduct.

Investigations will be coordinated by the Audit and Risk Committee and may involve other personnel within the Company including the Executive Team or the Board. Individuals will be provided with an opportunity to discuss the general investigation process and steps to be taken by the Company in response to their Protected Disclosure.

To the extent permitted by law and where appropriate to do so, the Audit and Risk Committee will communicate the outcomes of an investigation arising from a Protected Disclosure to an individual whistleblower as soon as practicable after the investigation has concluded. Unless otherwise provided by law, the decision of whether to communicate the outcomes of an investigation arising from a Protected Disclosure will be made by the Company in its absolute discretion.

Will a Protected Disclosure be disclosed to other parties?

Files and records relating to Protected Disclosures will be maintained by the Company as applicable on a confidential basis and stored securely.

Protected Disclosures will be treated in a sensitive manner and will only be disclosed to people who are relevant to the investigation, other than in the following circumstances:

- the individual whistleblower has been consulted and consents in writing to the disclosure;
- it is appropriate, based on independent legal advice received by the Company, to do so or is compelled by law to do so;
- disclosure is reasonably necessary to prevent or lessen a serious and imminent threat to the life or health of a person; or
- disclosure is necessary for the purposes of the Company obtaining independent legal advice.

Following an internal investigation arising from a Protected Disclosure, it may be necessary for the Company to disclose information independently obtained during the investigation process for the purposes of protecting or enforcing a legal right or interest. To the extent permitted by law, such information will not be subject to the same obligation of confidentiality applying to the Protected Disclosure.

Protections of Whistleblowers

The Company is committed to protecting an individual from reprisals or personal disadvantage as a result of making a Protected Disclosure. Such protections are an essential element of creating an environment in which all individuals are comfortable reporting any Improper Conduct internally.

A person purporting to be a protected whistleblower who is implicated in any Improper Conduct, whether the subject of the relevant Protected Disclosure or not, may not be entitled to all of the protections conferred by this Policy. If you have engaged in Improper Conduct, you may want to consider seeking independent advice in relation to your liability and the protections that may or may not be available to you if you make a disclosure.

Subject to the terms of this Policy, the Company will take all reasonable steps to ensure that a protected whistleblower will not be personally disadvantaged as a result of having made a Protected Disclosure. In particular, the Company will not take any such retaliatory action against a whistleblower including but not limited to:

- any form of harassment;
- any form of discrimination; or
- current or future bias.

The protections conferred by this Policy are intended to be in addition to any rights and protections otherwise legally conferred on protected whistleblowers.

A protected whistleblower who suspects to have been, or has in fact been, subject to retaliation as a result of making a Protected Disclosure should report this matter to the Audit and Risk Committee.

What are the consequences for vexatious or disingenuous disclosures?

Where it is established by the Audit and Risk Committee that a person purporting to be a protected whistleblower has made a vexatious or disingenuous report of Improper Conduct, that conduct will itself be considered a serious matter and may render that person subject to disciplinary action by the Company.

Review

The Company will review this Policy from time to time as circumstances require.

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ANNEXURE C – ANTI-BRIBERY AND CORRUPTION POLICY

27th May 2019

Anti-Bribery and Corruption Policy

Introduction

The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance. The Company is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its directors, officers, employees or any other party acting on its behalf. To achieve this objective:

- the Company will not engage in corrupt business practices;
- the Company will implement measures to prevent bribery and corruption by any director, officer, employee, contractor, consultant or other party representing the Company; and
- the Company will, at a minimum, comply with all applicable laws, regulations and standards (including anti-bribery and corruption laws) or, where internal policies require a higher standard, will apply and comply with such higher standard.

The purpose of this Policy is to:

- supplement the Company's Corporate Code of Conduct by setting out the conduct expected by the Company to minimise the risk of bribery or corruption occurring in connection with its operations and activities; and
- provide guidance on how to deal with instances of bribery or corruption.

What is Bribery and Corruption?

- **Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages; and
- **Corruption** is the abuse of entrusted power for private gain.

Application of this Policy

This Policy applies to anyone who is employed by the Company, including employees (whether permanent, part-time, fixed-term or temporary), contractors, consultants, directors and officers wherever located.

Prohibition on Corruption

The Company prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector, anywhere in the world. Most countries have laws prohibiting bribery of private individuals and government officials. There are potentially serious consequences (for the Company and persons representing the Company) for contraventions of anti-bribery and corruption laws. These consequences can include civil and criminal penalties, including substantial fines and imprisonment. Employees who engage in any conduct involving bribery or corruption will be subject to disciplinary action, up to and including termination of employment, in addition to civil and criminal penalties.

To this end:

- You must not offer, pay, solicit or accept bribes in any form;
- You must not engage in any form of corrupt business practice, whether for the benefit of the Company, yourself or another party;
- Facilitation payments are prohibited; and
- Requests for bribes or facilitation payments must be reported to the Chief Executive Officer/Managing Director.

This prohibition is not subject to any local customs or business practices.

Gifts and Entertainment

The Company does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence.

The offer or acceptance of gifts or hospitality is permitted where it:

- is for a legitimate business purpose, which may include developing business relationships;
- does not take place with public officials from which a decision regarding any licence, permit, authorisation or any other official act or decision is pending;
- involves, or is reasonably likely to involve, a third party paying for travel or accommodation, and that payment is approved by the Chief Executive Officer/Managing Director or the relevant Group Executive;
- complies with the local law and government policies of the country in which the expenditure is made;
- is given in an open and transparent manner;
- does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and
- complies with the financial approval requirements referred to below.

You must obtain approval from your direct supervisor (or in the case of directors or officers from the Chief Executive Officer/Managing Director or the relevant Group Executive before accepting or offering any gift or hospitality where it is reasonably foreseeable that the gift or hospitality will exceed AU$200 in value.

A declaration must be made in the Gifts and Entertainment Register where the offer or acceptance of gifts (including personal favours) or hospitality is over AU$200 in value. The entry must include the value (or approximate value) of the gift or hospitality and whether the gift or invitation to participate in hospitality was accepted or declined and must be accurate and must not distort or disguise the true nature of the entry.

If you are uncertain whether it is appropriate to offer or receive gifts or entertainment in any particular circumstance, you should speak with your manager or the Chief Executive Officer/Managing Director before doing so.

Political donations and attendance at political functions

You must not, on behalf of the Company, make a political donation to any political party, politician or candidate for public office in any country unless the donation has been approved in advance by the Board and complies with the local law and government policies of the jurisdiction where the donation is made. It must also be recorded accurately in the Company's accounts.

Attendance at political gatherings, meetings and functions in a professional capacity is permitted where there is a legitimate business purpose. Records of attendance (and the cost of attendance) must be declared in the Gifts and Entertainment Register.

Charitable Contributions

The Company's support of global communities allows employees to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable (and indeed are encouraged by the Company). However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

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

No donation must be offered or made on behalf of the Company without the prior approval of the Chief Executive Officer/Managing Director.

Local agents and representatives

It is prohibited by this Policy and the law to offer, give, solicit or receive a bribe indirectly, through a third party. It may, in certain circumstances, be necessary for the Company to engage a local agent or representative to represent the Company's interests. The prior approval of the Chief Executive Officer/Managing Director is required for the appointment or engagement of any local agent or representative.

Local agent or representative means a third party person or entity which, through its scope of activities, will act for or represent the Company in the Company's business dealings with public sector and/or private sector third parties, in overseas countries or overseas markets.

The Company remains responsible for the acts of its local agents and representatives. Therefore, any local agents or representatives must be chosen with care following the process set out below:

- the agent's or representative's reputation and qualifications must be thoroughly checked;
- the agent or representative must be made aware of, and agree in writing to comply with, the Company's policies including this Policy;
- the remuneration payable to the agent or representative must be clear, reasonable for the services being rendered and not provide incentives to act improperly; and
- the appointment of the agent or representative must be documented in a written agreement which must contain suitable anti-bribery and corruption clauses, performance monitoring and audit rights to ensure compliance and termination rights for failure to comply with the anti-bribery and corruption laws.

Record Keeping

The Company 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 declare and enter in the Gifts and Entertainment Register within five (5) business days. The Gifts and Entertainment Register may be subject to managerial review and internal and external audit. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's policies 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. Noting it is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

Reporting Violations

You must immediately report any suspected or actual violation of this Policy. The report may be made in accordance with the Company's Whistleblower Policy.

Protection from sanction

You will not be subjected to any form of punishment or reprisal from the Company for:

- raising a concern regarding, or reporting, any instance of, non-compliance or suspected non-compliance with this Policy, provided the report is made in good faith; or

- refusing to provide or receive a bribe or for refusing to participate in corrupt activity.

The Company prohibits retaliatory action by employees, contractors or officers against any individual who:

- refuses to follow a directive or participate in any activity in circumstances where they are concerned that doing so may amount to a breach of this Policy; and/or

- is involved in the reporting of conduct which they believe or suspect amounts to non-compliance with this Policy.

Consequences

Any breach of this Policy is a serious matter which will be investigated and addressed by the Company. Disciplinary action will be taken against anyone who breaches this Policy. Disciplinary action will depend on the severity of the breach but may include:

- reprimands;

- formal warnings;

- demotions; or

- termination of contracts of employment.

Matters may also, depending on the circumstances, be referred to law enforcement agencies.

Review

The Company will review this Policy from time to time as circumstances require.

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