

1 Introduction

- 1.1 The Company is committed to complying with its legal obligations and acting ethically and responsibly. The Company is concerned to make positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with its core principles of honesty, integrity, fairness and respect.
- 1.2 The purpose of this Code is to provide a framework for decision and actions in relation to conduct in respect of employment. It underpins the Company's commitment to adhere to the highest standards of professionalism in the delivery of its services and its duty of care to all employees, stakeholders and clients receiving those services. It should be read in conjunction with the Company's Diversity Policy.
- 1.3 The Company's Employees are expected to act consistently with the fundamental principles set out in this Code at all times. The Company's consultants, contractors and partners working with or for the Company should be informed of these principles, the Company's expectations and their obligation to act in accordance with them.
- 1.4 The Board has adopted this Code to provide a set of guiding principles which are to be observed by its Employees. This Code has been prepared in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition, 2014).
- 1.5 This code of conduct aims to encourage the appropriate standards of conduct and behaviour of the directors, officers, employees and contractors (collectively called the employees) of the Company.

2 Purpose Of The Code

All Workers are bound by the Code and each Worker is expected at all times to act consistently with the values, commitments and ethical standards set out in the Code.

The objective of the Code is to ensure that:

- High standards of corporate and individual behaviour are observed by all Workers in the context of their employment with or engagement by the Company;
- Workers are aware of their responsibilities to the Company under their contract of employment or engagement and all relevant legislation; and
- All persons dealing with the Company, whether they are Workers, shareholders, service providers, or competitors can be guided by the values and policies of the Company.

3 Primary Obligations Of The Code

3.1 All Workers are required to meet the following standards of ethical behaviour both at the office premises, anywhere else work is performed for the Company (for example, at a client's premises), and at any other time when an activity is being undertaken in connection with employment or engagement, including outside the workplace:

- Act honestly and with integrity, fairness and equity in all aspects of their employment with or engagement by the Company;
- Do not discriminate against, harass, bully, victimise or vilify other Workers, clients or other persons;
- Take reasonable care to ensure the health and safety of themselves and other Workers;
- Observe the rule and spirit of all laws and regulations which govern the operation of the Company, its business environment, and its employment practices;
- Exercise due care and diligence in fulfilling their duties and exercising the powers that may be attached to their position;
- Act in the best interests of the Company;
- Avoid any real or perceived conflict of interest;
- Observe the principles of independence in decisions and dealings with both internal and external stakeholders;
- Respect the confidentiality of all confidential information acquired in the course of their duties and do not use or disclose such information to third parties without authorisation or unless required by law;
- Uphold fiduciary responsibilities to the Company's shareholders;
- Respect the rights of Workers, shareholders, service providers, and the community at large and ensure that the Company and its Workers meet their legal and other obligations to these parties;
- Do not take advantage of Company property, information, or their position, or opportunities arising from these, for personal gain or to compete with the Company;
- Set a standard of honesty, fairness, integrity, diligence and competency in all that they do, so that their conduct will not discredit the Company;
- Do not knowingly participate in any illegal or unethical activity;
- Actively promote compliance with laws, rules, regulations and this Code;
- Not do anything which could reasonably be perceived to negatively affect the Company's reputation; and
- Conduct themselves in such a way that the Company will be held in high regard by the general public and within the industry.

4 Management Ethics

Management of the Company is to be conducted at the highest standards. The Board will ensure that the Directors, officers and employees of the Company act with integrity and observe the highest standards of behaviour in their corporate activities. In doing so Directors, officers and employees must, in conducting the affairs of the Company:

- Comply with the law;
- Act in the best interests of the company;
- Be responsible and accountable for their actions; and
- Observe the ethical principles of fairness, honesty and truthfulness, including disclosure of potential conflicts, in relation to employees, customers, suppliers and shareholders and the communities in which the company operates

5 Directors

5.1 Fiduciary Duties

All directors have a fiduciary relationship with the shareholders of the Company. A director occupies a unique position of trust with shareholders, which makes it unlawful for directors to improperly use their position to gain advantage for themselves.

5.2 Responsibilities of Directors

- Directors will acquaint themselves with obligations imposed on them and the Company by the Companies Act and the policies of the Company to meet corporate governance requirements.
- The more important legal obligations are as follows:
 - ✓ Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
 - ✓ Directors or former directors will not make improper use of information acquired by virtue of his or her position;
 - ✓ Directors will not make improper use of his or her position to gain a direct or indirect advantage for themselves or any other person; and
- Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

6 Employees

- Employees must act honestly and observe high standards of personal integrity in the course of carrying out their duties;
- Employees must not knowingly participate in any illegal or unethical arrangements, including without limitation offering any bribe, facilitation payment, secret commission or other unlawful or unethical payment;
- Employees will treat each other and parties who have an interest in or dealings with the Company with professionalism, courtesy and respect. They will work cooperatively to achieve agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Employees will deal fairly with all parties who have a legitimate business with the Company;
- Directors and Officers are obliged to exercise sound judgement in their decision-making processes and will not attempt to influence their colleagues improperly in relation to issues or matters where independent judgements is expected of the other person; and
- Directors and Officers who may communicate publicly on material related to the Company's affairs will in general convey the views agreed by the Board. Any views attributed publicly to the Board or the Company should be cleared in advance (preferably by the full Board), but at least by the Chair.

The Company views breaches of this code as serious misconduct. Employees who have become aware of any breaches of this code must report the matter immediately to their manager or the Company Secretary. The manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant employee of the outcome and actions implemented.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report. Employees who breach the policies outlined in this code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

7 Conflicts Of Interest

- 7.1 All Workers must ensure that they do not accept or perform (directly or indirectly) any other work which may give rise to any real or perceived conflict of interest. A conflict of interest occurs if a Worker's loyalties are divided, for example if a Worker or a family member or friend of a Worker has a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of that Worker's duties and responsibilities to the Company, making it difficult for that Worker to perform their role objectively and effectively.
- 7.2 Any Worker who becomes aware of a potential conflict of interest must immediately inform the Company of the potential conflict of interest and work with the Company to take action to remove or manage the potential conflict so as to avoid detriment to the Company. The Worker may be required to stop performing the other work which has given rise to the potential conflict.
- 7.3 All Workers must also ensure that they do not perform work which may give rise to any real or perceived conflict between one client of the Company and another without first disclosing the potential conflict of interest to each client and the Company and receiving each client's written confirmation that it wishes to proceed despite the potential conflict and the Company's consent to do so.

8 Policy Review

Any questions in relation to this Policy should be directed to the Chairman.
This policy is reviewed annually by the Board.

