
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.

The Board has adopted this Board Charter (**Charter**) to outline the manner in which the respective roles and responsibilities of its Board and Management will be exercised and discharged having regard to principles of effective corporate governance.

2. 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) Demonstrating leadership.
- (b) Defining the Company's purpose and driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- (c) Approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly.
- (d) Overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally.
- (e) Appointment, and where necessary, the replacement, of the Chair and the Company Secretary and the determination of their terms and conditions including remuneration and termination.
- (f) Appointment, and where necessary, the replacement, of the Chief Executive Officer/Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.
- (g) Approving the Company's remuneration framework and satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite.
- (h) Monitoring the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.
- (i) Reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating

beyond acceptable risk parameters.

- (j) Satisfying itself that an appropriate framework exists for relevant information to be reported by Management to the Board.
- (k) Whenever required, challenging Management and holding it to account.
- (l) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- (m) 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.
- (n) Approving the annual, half yearly and quarterly accounts.
- (o) Approving significant changes to the organisational structure.
- (p) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- (q) 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 ASX Listing Rules if applicable).
- (r) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- (s) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

3. COMPOSITION OF THE BOARD

- (a) The Directors will determine the Board size and composition, subject to the limits set out in the Company's constitution.
- (b) 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.
- (c) In appointing new members to the Board, the Board will undertake appropriate checks and give consideration 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.

- (d) 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.
- (e) Where practical, the majority of the Board should be comprised of independent directors.
 - (i) An independent Director is a director who is free of any interest, position, association 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 and its security holders generally.
 - (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**).
 - (iii) The independence of Directors will be assessed annually or as soon as practicable after there is a change in circumstances in respect of a Director which may affect their independence.
- (f) 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.
- (g) The Company must disclose the length of service of each Director in, or in conjunction with, its Annual Report.
- (h) The Company must disclose the relevant qualifications and experience of each Board Member in, or in conjunction with, its Annual Report.

4. DIRECTOR RESPONSIBILITIES

- (a) Where a Director has an interest, position, association 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, position, association or relationship in question and an explanation of why the Board is of that opinion.
- (b) Directors must disclose their interests, positions, associations 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) 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.

5. THE ROLE OF THE CHAIRMAN

- (a) The Chairman 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 should be a non-executive Director. If a Chairman 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 Company during his term as Chief Executive Officer/Managing Director or in the future.
- (d) The Chairman must be able to commit the time to discharge the role effectively.
- (e) The Chairman 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 is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting in an Acting capacity

6. 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 and Management, subject to those powers reserved to the Board in accordance with this Charter and any specific delegations of authority approved by the Board.
- (b) Specific limits on the authority delegated to the Chief Executive Officer/Managing Director and the Management must be set out in the Delegated Authorities approved by the Board from time to time.
- (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, 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 Group to facilitate the carrying out of their duties as Directors.
- (e) The Board will regularly review the division of functions between the Board and Management to ensure that it continues to be appropriate to the needs of the Company.

7. SPECIFIC RESPONSIBILITIES OF MANAGEMENT

The specific responsibilities of Management are set out below.

- (a) Implementing the Company's strategic objectives and instilling and reinforcing the Company's values all while operating within the values, code of conduct, budget and risk appetite set by the Board.
- (b) Providing the Board with accurate, timely and clear information on the Company's operations, including but not limited to information about the financial performance of the Company, compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or code of conduct of the Company to enable the Board to perform its responsibilities.
- (c) Support a culture with the Company that promotes ethical and responsible behaviour.

8. 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.

9. 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 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

10. 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 Chair, 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.

11. 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 may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) 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. A copy of any such advice received is made available to all members of the Board.

12. INDUCTION AND TRAINING

- (a) New Directors will be provided with an induction program to assist them in becoming familiar with the Company, its managers and its business following appointment.
- (b) The Board will periodically review whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their roles as directors effectively. Where there is such a need, Directors may, with the approval of the Chair, undertake professional development opportunities at the expense of the Company.

13. PERFORMANCE REVIEW

The Nomination Committee shall conduct an annual performance review of:

- (a) the Board that compares the performance of the Board with the requirements of its Charter;
- (b) the mix of qualifications, experience and expertise on the Board;
- (c) each Board Committee that compares the performance of the Board Committee with its respective Charter; and
- (d) the Company's senior management.

The Board will disclose in the Company's Annual Report whether a performance evaluation has been undertaken during the relevant reporting period.

14. REVIEW OF CHARTER

The Board Charter will be reviewed periodically and updated as required to ensure that it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website or obtained from the Company Secretary.

ANNEXURE A - GUIDELINES OF THE BOARD OF DIRECTORS – INDEPENDENCE OF DIRECTORS

Section 3 (e) of the Board Charter refers to the 'independence' of Directors.

Without limiting the Board's discretion, the Board has adopted the following guidelines to assist in considering the independence of Directors.

The Board considers an independent Director to be a non-executive Director who is free of any interest, position, association 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.

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

- a) is, or has been, employed in an executive capacity by the Company or any of its subsidiaries 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) from, or participates in an employee incentive scheme of, the entity;
- c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the Company or any its subsidiaries, 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;
- e) has close personal ties with any person who fall within any of the categories described at paragraphs (a) to (d) 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.

Materiality thresholds

The Board will consider thresholds of materiality for the purposes of determining 'independence' on a case by case basis, having regard to both quantitative and qualitative principles. Without limiting the Board's discretion in this regard, the Board has adopted the following guidelines:

- a) The Board will determine the appropriate base to apply (eg revenue, equity or expenses), in the context of each situation.
- b) In general, the Board will consider a holding of 5% or more of the Company's shares to be material.
- c) In general, the Board will consider an affiliation with a business which accounts for

less than 5% of the relevant base to be immaterial for the purposes of determining independence. However, where this threshold is exceeded, the materiality of the particular circumstance with respect to the independence of the particular Director should be reviewed by the Board.

- d) Overriding the quantitative assessment is the qualitative assessment. Specifically, the Board will consider whether there are any factors or considerations which may mean that the Director's interest, business or relationship could, or could be reasonably perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

SCHEDULE 2 – CORPORATE CODE OF CONDUCT

1. PURPOSE

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. 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 document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees, directors and senior executives (**Officers**).

This Code of Conduct is underpinned by and should be read together with the Company's Statement of Values.

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.

2.2 Employees

All employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out duties, employees, directors and senior executives should:

- (a) act in accordance with the Company's stated values, including:
 - we are decent human beings
 - we get sh!t done
 - we create unforgettable experiences
- (b) behave honestly and with high standards of personal integrity and report other employees who are behaving dishonestly;

- (c) carry out work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (d) comply with all laws and regulations which apply to the Company;
- (e) act ethically, responsibly, and in the best interests of the Company;
- (f) follow the policies of the Company; and
- (g) act in an appropriate business-like manner when representing the Company in public forums.

4. 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, property or opportunities that can be used for personal gain or that can cause detriment to the Company or its customers; 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 not submit or accept any bribe, or other improper

inducement. Any such inducements are to be reported to your manager.

5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company 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".

6. 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 property 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.

7. 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.

8. 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 before making any use of that property for purposes other than as required in their role as employee.

9. DISCRIMINATION AND HARASSMENT

Employees must treat other employees with respect and not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender status.

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

10. CORRUPT CONDUCT

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.

11. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with 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 potential problem in safety and reporting suspicious occurrences; and
 - (c) minimising risks in the workplace.
-

12. 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.

13. 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.

14. 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 time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

15. RESPONSIBILITIES TO INVESTORS

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

16. BREACHES OF THE CODE OF CONDUCT

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

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.

17. 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.

The Board should be informed of any material breaches of this Code of Conduct.

18. REVIEW OF CODE

This Code will be reviewed periodically to assess whether it is operating effectively, and whether any changes are required. The latest version of this Code can be found on the Company's website.

SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER

1. ROLE

The role of the Audit and Risk Committee (**Committee**) is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

In discharging its duties, the Committee will co-ordinate its activities with the Remuneration Committee and Nomination Committee where appropriate. The Chairmen of all committees should liaise in an ongoing basis to ensure smooth co-operation.

2. 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.

3. 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. Accordingly, the Board may not meet the composition requirements as below from time to time, however, the rationale will be explained in the Company's corporate governance statement.

- (a) The Committee must comprise at least three members.
- (b) Where practicable, 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 (as assessed by the Board in accordance with the Board Charter).
- (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 Committee will be chaired by an independent Director who will be appointed by the Board, and who must not be the Chairman of the Board of Directors.
- (g) The Chairman 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.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Review of Financial and Corporate Reporting

- (a) Oversee the Company's financial and corporate reporting processes and the results of the external audits of those reports.
- (b) Assist the Board in determining whether the adopted accounting principles, financial, and corporate reporting reflect a true and fair view of the position and performance of the Company.
- (c) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (d) Assess whether external reporting is adequate for shareholder needs.
- (e) Assess management processes supporting external reporting.
- (f) Establish procedures for treatment of accounting complaints.
- (g) Review the impact of any proposed changes in accounting policies on the financial statements.
- (h) Review the quarterly, half yearly and annual results as well as any accompanying statements or commentary to be released to the ASX.

- (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 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.
- (j) Where period corporate reports are released to the market, and they are not audited or reviewed by an external auditor, the Company will disclose the process used to verify its integrity. The Board ensures that any periodic corporate report the Company releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.
- (k) Monitor related party transactions.

4.2 Relationship with External Auditors

- (a) Recommend to the Board procedures for the selection and appointment or removal 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 and non-audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly 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) Determine the scope and adequacy of the external audit, and provide appropriate 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, including whether it may compromise the independence of the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their performance and 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.
- (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 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) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) 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, including whether it is operating within the risk appetite set by the Board.
- (b) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and in line with the risk appetite set by the board.
- (d) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures, as well as on emerging sources of risk and how they can be mitigated and controlled.
- (e) Review any material incidents involving fraud or a breakdown of risk management systems and report these to the Board, together with and assessment of any appropriate changes to mitigate and manage future breaches.
- (f) Oversee the Company's insurance program, having regard to the Company's business and the insurable risks associated with its business.

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) As contemplated by the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, 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 "Corporate code of conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) The Committee shall perform other duties and activities that it or the Board considers appropriate, including special reviews or investigations.

5. REPORTING 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.

6. 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 Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (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.
- (g) The Committee Chairman, 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.

- (h) Minutes of each meeting are included in the papers for the next full Board meeting.

7. 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.

8. 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.

9. AUTHORITY AND ACCESS

In carrying out its role, members of the Committee:

- (a) 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) may meet with an employee, or the auditors, both internal and external, without management being present, for the purpose of seeking explanations and additional information; and
- (c) 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. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

10. 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 the 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.

11. DISCLOSURE

The Committee will disclose in the Company's Annual Report:

- (a) the members of the Committee and their relevant qualifications;
- (e) In relation to each reporting period, the number of times the Committee met throughout the period, and the individual attendances of the members at those meetings; and
- (f) Whether the Company undertook a review of the Company's risk management framework.

SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER

1. ROLE

The role of the Remuneration Committee (**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.

In discharging its duties, the Committee will co-ordinate its activities with the Audit and Risk Committee and the Nomination Committee where appropriate. The Chairmen of all committees should liaise in an ongoing basis to ensure smooth co-operation.

2. 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 Group, the performance of the executive and the prevailing remuneration expectations in the market;
- (e) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- (f) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives; and
- (g) reviewing and approving any equity based plans and other incentive schemes.

3. 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. Accordingly, the Board may not meet the composition requirements as below from time to time, however, the rationale will be explained in the Company's corporate governance statement.

- (a) The Committee shall comprise at least three members.

- (b) Where practicable, 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 (as assessed by the Board in accordance with the Board Charter).
 - (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
 - (e) The Committee will be chaired by an independent Director who will be appointed by the Board, and who must not be the Chairman of the Board of Directors.
 - (f) A member must not be present for discussions at a Committee meeting on or vote on a matter regarding their own remuneration or a specific remuneration policy that affects them. Non-executive directors may be present and vote in relation to the remuneration of all non-executive directors.
-

4. DUTIES AND RESPONSIBILITIES

4.1 Executive and Senior Management Remuneration

- (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 high quality 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, including by considering the interest of encouraging senior executives to pursue growth and success guided by the Company's values and risk appetite, the Company's commercial interests in controlling expenses, and the reputational impact of being seen to pay excessive remuneration to directors and senior executives.
- (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.

Review and recommend to the Board matters relating to the remuneration policy to ensure consistency with the Company's Diversity Policy and to ensure there is no gender or other inappropriate bias in remuneration.

- (d) 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.

- (e) 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.
- (f) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.
- (g) 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.
- (h) Review and recommend superannuation arrangements for directors, senior executives and other employees.

4.2 Non-Executive Directors

- (a) Review and approve remuneration arrangements for non-executive directors including by monitoring compliance with the non-executive director remuneration pool as established by the Constitution or as subsequently amended by shareholders and recommending contractual terms and participation in any short or long-term incentive plans.

4.3 Executive Incentive Plans (including Equity Based Plans)

- (a) Review and approve the design of any executive incentive plans (**Plans**).
- (b) Review and approve any Plans that may be introduced in the light of legislative, regulatory and market developments.
- (c) For each Plan, determine each year whether awards will be made under that Plan.
- (d) Review and approve total proposed awards under each Plan.
- (e) 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.
- (f) Review, approve and keep under review performance hurdles for each Plan.
- (g) 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. REPORTING 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.

6. MEETINGS

- (a) The Committee will meet at least once 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 way of a circular written resolution or a conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (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.
- (g) The Committee Chairman, 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.
- (h) Minutes of each meeting are included in the papers for the next full Board meeting.

7. 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.

8. 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.

9. AUTHORITY AND ACCESS

In carrying out its role, members of the Committee:

- (a) 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) may meet with an employee or management for the purpose of seeking explanations and additional information; and
- (c) 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. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

10. DISCLOSURE

The Committee will disclose in the Company's Annual Report:

- (a) the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives, and as otherwise required by law;
- (b) the members of the Committee;

- (c) in relation to each reporting period, the number of times the Committee met throughout the period, and the individual attendances of the members at those meetings.

11. REVIEW OF CHARTER

- (d) 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 the Charter as required or as a result of new laws or regulations.
- (e) 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.

SCHEDULE 5 – NOMINATION COMMITTEE CHARTER

1. ROLE

The role of the Nomination Committee (**Committee**) is to assist the Board in monitoring and reviewing any matters of significance affecting the composition of the Board and the Executive Team. This Charter defines the Nomination Committee's function, composition, mode of operation, authority and responsibilities.

In discharging its the Committee will co-ordinate its activities with the Audit and Risk Committee and the Remuneration Committee where appropriate. The Chairmen of all committees should liaise in an ongoing basis to ensure smooth co-operation.

1. 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 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.

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 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) The Committee will be chaired by an independent Director who will be appointed by the Board, and who, where possible, is not be the Chairman of the Board of Directors.

3. 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, to ensure the Board is of sufficient size to meet business demands without undue disruption, while not being so large as to be unwieldy.
- (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 assessment of how the candidates can contribute to the strategic direction of the Company, and the best interests of the Company and security holders as a whole.
- (d) Undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director or senior executive, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate), the capacity of the candidate to devote necessary time and commitment to the role, and potential conflicts of interest and independence.
- (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, any material adverse information revealed by the checks, details of any interest, position, association or relationship that might materially influence their capacity to be independent and act in the best interests of the Company and its shareholders, 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.
- (f) Ensure that each Director and senior executive is 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), other than a Director.

- (g) Prepare and maintain a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve). The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- (h) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
- (i) 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.
- (j) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.
- (k) Review and manage potential conflicts of interest and the independence of individual Directors by including, reviewing Directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (l) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board, and to manage the succession of the Chief Executive Officer and other senior executives.
- (m) Arrange an annual performance evaluation of the Board, its Committees, individual Directors and senior executives as appropriate according to the company's disclosure statement on Performance Evaluation.

4. REPORTING 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.

5. MEETINGS

- (a) The Committee will meet at least once 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 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 Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman of that meeting.
- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
- (f) 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.
- (g) The Committee Chairman, 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.
- (h) Minutes of each Committee meeting are included in the papers for the next full Board 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 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. AUTHORITY AND ACCESS

In carrying out its role, members of the Committee:

- (a) 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) 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. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. DISLCOSURE

The Committee will disclose in the Company's Annual Report:

- (a) the members of the Committee;
- (b) the policies and practices regarding the nomination of non-executive directors, executive directors and other senior executives in, or in conjunction with, and as otherwise required by law; and
- (c) in relation to each reporting period, the number of times the Committee met throughout the period, and the individual attendances of the members at those meetings.

10. 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 the 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.

SCHEDULE 6 – DISCLOSURE – PERFORMANCE EVALUATION

The Nomination Committee will arrange a performance evaluation of the Board, its Committees, individual Directors and 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; and
- (d) management's performance in assisting the Board to meet its objectives.

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.

SCHEDULE 7 – DISCLOSURE – CONTINUOUS DISCLOSURE

1. INTRODUCTION

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

The Company has in place a written policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and ensuring that the market is provided with timely, complete and accurate information about concerning the Company, including its financial position, performance, ownership and governance.

This policy should be read together with the Company's Shareholder Communications Strategy Policy.

2. APPLICATION OF THIS POLICY

This policy applies to:

- (a) all Directors and officers of the Group;
- (b) all employees of the Group, whether full time, part time or casual; and
- (c) all contractors and consultants working for the Group, (each **Personnel**).

3. CONTINUOUS DISCLOSURE

3.1 Continuous disclosure obligation

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 or value of the Company's securities, the Company must immediately disclose that information to the ASX.

The Company becomes aware of information if any of its Directors or officers has, or ought reasonably to have, come into possession of the information while performing his or her duties as a Director or officer of the Company.

3.2 When is information market sensitive?

Information is market sensitive if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.

Whether or not the Company is aware of information that is market sensitive is to be determined in accordance with this policy.

3.3 When is disclosure of market sensitive information required?

If information is market sensitive, and the exception from immediate disclosure does not apply (see section 3.4 below), then the information must be immediately disclosed to ASX.

ASX interprets "immediately" to mean "promptly and without delay". Although the length of time required to notify will depend on the circumstances, the

information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred or postponed to a later time.

The Company must not release market sensitive information to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.

3.4 Exceptions to continuous disclosure obligation

The exceptions under Listing Rule 3.1A provide that disclosure under Listing Rule 3.1 is not required where all of the following three conditions are satisfied:

- (a) one or more of the following applies:
 - (i) it would be a breach of a law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes of the Company; or
 - (v) the information is a trade secret; AND
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; AND
- (c) a reasonable person would not expect the information to be disclosed.

All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, the Company must immediately disclose the information to the ASX in accordance with this policy.

3.5 Confidentiality

If the Company is relying on an exception to ASX Listing Rule 3.1 or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality procedures must be observed. A leak of confidential information will immediately deny the Company the benefit of the exception.

3.6 False market obligation

In accordance with ASX Listing Rule 3.1B, if ASX considers that there is or is likely to be a false market in the Company's securities and asks the Company to give ASX information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market (ASX Listing Rule 3.1B). This obligation to give information to ASX arises even if the exception outlined in section 3.5 applies.

4. DISCLOSURE RESPONSIBILITIES AND PROCEDURES

4.1 Reporting process

All Personnel have a responsibility to comply with the Company's disclosure obligations. The process for reporting potentially market sensitive information is as follows:

- (a) if a Director considers that he or she is in possession of potentially market sensitive information, they should discuss the matter with the Chairperson or the Managing Director;
- (b) senior managers reporting to either the Managing Director or the CFO must immediately make the Managing Director or CFO aware of any matter that they consider may be material for continuous disclosure purposes;
- (c) other Personnel who consider that they may be aware of potentially market sensitive information must immediately inform their manager who should ensure that it is passed on to an appropriate senior manager to ensure that the Managing Director or CFO are informed.

Personnel must disclose all potentially significant information concerning the Company even if they consider that the information is not market sensitive or an exception to disclosure applies.

4.2 Role of the Company Secretary

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.

4.3 Content of disclosure

All announcements (and media releases) must be:

- (c) prepared in compliance with ASX Listing Rules continuous disclosure requirements;
- (d) factual and not omit material information; and
- (e) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.

4.4 Approval for disclosure to ASX

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

- (a) all key announcements at the discretion of the Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) all members of the Board are required to seek to provide to the Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution of each key announcement, prior to its release.
- (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) the Managing Director (and in his/her absence, the Chairman) is to be given the final signoff before release to the ASX of the announcement.

4.5 Request for information by ASX – False Market

If ASX asks the Company for information to correct or prevent a false market, the Managing Director must consider the request and seek approval for any disclosures in accordance with section 4.4 above.

4.6 Disclosure to ASX and dissemination

When disclosure of information under section 4.5 has been approved, the Company Secretary must immediately lodge that information with ASX in the manner prescribed by the ASX Listing Rules.

Information is 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 audience.

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

4.7 Request for trading halts

In some circumstances it may be necessary to allow the Company a period of time to prepare and release an announcement to ASX in a timely manner while ensuring trading on ASX is not occurring in an uninformed manner. In these circumstances, the Company may request a trading halt from ASX.

4.8 Analyst briefings and meetings of security holders

If market sensitive information which has not been given to ASX has been released to a section of the market (e.g. at an investor or analyst briefing or at a meeting of security holders) or to a section of the public (e.g. at a media briefing or through its publication on a website or in social media), the Company must immediately give the information to ASX under ASX Listing Rule 3.1 in a form suitable for release to the market.

A copy of new and substantive investor or analyst presentation materials will be released on ASX market announcements platform ahead of the presentation.

5. BOARD REVIEW OF CONTINUOUS DISCLOSURE MATTERS

The Company must ensure that the Board receives copies of all material market announcements promptly after they have been made. Additionally, as a standing agenda item at each Board meeting, the Directors will raise and consider whether there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to the Company's continuous disclosure obligation.

The Board will monitor compliance with this policy and will regularly, either through Board meetings or through any disclosure committee formed by the Board.

6. REVIEW OF POLICY

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

SCHEDULE 9 – TRADING POLICY

1. INTRODUCTION

The Company is committed to comply with insider trading laws and establishing a best practice procedure for dealing in securities. These guidelines set out the Company's policy on the sale and purchase of securities in the Company by its Directors and employees. The purpose of these guidelines is to assist the Company's Directors and employees 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. WHO DOES THIS POLICY APPLY TO?

Unless otherwise stated, this policy applies to:

- (a) all Directors of the Company;
- (b) all employees of the Company, whether full time, part time or casual; and
- (c) all contractors and consultants working for the Company, (each, **Personnel**).

3. 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.

4. WHAT IS INSIDER TRADING?

4.1 Prohibition

Insider trading is a criminal offence. It may also result in civil and criminal 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 (i.e. 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.

4.2 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;
- (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; and
- (h) a share issue proposal;

4.3 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).

4.4 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.

4.5 Confidentiality

Related to the above, Personnel also have a duty of confidentiality to the Company. Personnel must not reveal any confidential information concerning the Company, use that information in any way which may injure or cause loss to the Company, or use that confidential information to gain an advantage for themselves.

4.6 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share 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. 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.

5. TRADING RESTRICTIONS IMPOSED BY THIS POLICY

5.1 Additional restrictions

Additional restrictions (described below) on trading in the Company's securities apply to Key Management Personnel.

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 its Directors and those employees directly reporting to the Managing Director. Key Management Personnel are in positions where it may be assumed that they may come into possession of inside information and therefore, this policy is designed to avoid the possibility that misconceptions,

misunderstandings or suspicions might arise and also to protect the reputation of the Company and Key Management Personnel.

5.2 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 Financial Report;
- (b) two weeks prior to, and 48 hours after the release of the Half Year Financial Report of the Company;
- (c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable); and
- (d) within 48 hours of release of price sensitive information to the market, (together the **Closed Periods**).

The Company may at its discretion impose additional Closed Periods or 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. 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.

5.3 Close family members and entities closely connected with Key Management Personnel

Key Management Personnel must ensure that their close family members and any closely connected entities are aware of this policy and the restrictions it contains and that any trading undertaken by those persons or entities are undertaken in accordance with this policy.

5.4 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 where the shares will be sold shortly thereafter.

5.5 Hedging transactions

Key Managing Personnel are prohibited from entering into an arrangement or transaction which would have the effect of limiting their exposure to risk in respect of any securities received under an equity-based remuneration scheme.

5.6 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.

5.7 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) dispose of rights under a pro rata issue;
 - (iv) an acquisition of securities in a company under a pro rata issue;
 - (v) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - (vi) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
 - (vii) 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;
 - (viii) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
 - (ix) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (x) 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;
 - (xi) 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;
 - (xii) undertake to accept, or accept, a takeover offer;
 - (xiii) 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;
 - (xiv) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin

lending arrangement;

- (xv) 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
 - (xvi) 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 or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

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.

5.8 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 4.1.

6. APPROVAL AND NOTIFICATION REQUIREMENTS

6.1 Approval requirements

- (a) Any Key Management Personnel (other than the Chairman) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairman or the Board before doing so.
- (b) If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Board before doing so.
- (c) All requests to buy or sell securities as referred to in paragraph 5.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (d) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

6.2 Decision to grant approval

- (a) A decision to grant approval to trade may be given or refused by the Board or Chair (as applicable), without giving reasons. Once given, the approval can also be withdrawn if new circumstances come to light.
- (b) Approval will not be granted if the Board or Chair (as applicable) are aware that the Company is likely in the short term to:
 - (i) release a periodic financial report or other financial data that might come as a surprise to the market; or
 - (ii) make an announcement of market sensitive information under its continuous disclosure requirements.
- (c) If the Board or Chair (as applicable) refuses to grant approval:
 - (i) the decision is final and binding on the person seeking the approval; and
 - (ii) the person seeking the approval must keep that information confidential.
- (d) The Board or Chair (as applicable) may seek appropriate legal advice to discharge its responsibilities under this policy, and the cost of such advice shall be borne by the Company.
- (e) Any approval granted under this trade is not an endorsement of the proposed trade. Key Management Personnel are individually responsible for their investment decisions and their compliance with insider trading laws.

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 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.

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 (i.e. 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, 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. REVIEW OF POLICY

This policy will be reviewed periodically and updated as required to ensure it continues to operate effectively. The latest version of this Policy can be found on the Company's website or obtained from the Company Secretary.

SCHEDULE 10 – DIVERSITY POLICY

1. INTRODUCTION

The Company and all its 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, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but is not limited to, gender, age, ethnicity, cultural background, religious beliefs, disability, gender identity, marital or family status socio-economic background and sexual orientation.

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* where appropriate to the Company.

The 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) improved employment and career development opportunities for women;
- (d) 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
- (e) 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 employee 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 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.

3.3 Measurable Objectives

Each year, the Board will set measurable objectives for achieving positive diversity outcomes in the composition of its Board, senior management and workforce generally. The Board will set measurable objectives that include appropriate and meaningful benchmarks that are able to be monitored and measured, such as:

- (a) setting specific numerical targets for diversity in the composition of the

board, senior executive roles and the workforce generally within a specified timeframe;

- (b) setting specific numerical targets for diversity in key operational roles within a specified timeframe with the view to developing a diverse pipeline of talent that can be considered for future succession to senior executive roles; or
- (c) if applicable, achieving specific targets for Gender Equality Indicators as defined in the Workplace Gender Equality Act 2012 (Cth).

4. MONITORING AND EVALUATION

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

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

Measurable Objectives (if any) as set by the Board will 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 (if any) as a key performance indicator in its annual performance assessment.

The Board will consider the extent to which the achievement of these measurable objectives should be tied to key performance indicators for the Board, the CEO and other senior executives.

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. RECRUITMENT, SELECTION AND SUCCESSION PLANNING

6.1 Recruitment, selection and promotion

The Company will ensure that recruitment, selection and promotion processes at all levels in the company, including at the Board level, are designed so that a diverse range of candidates are considered. The Company will ensure that:

- (a) recruitment and selection is based on merit;
- (b) the Company complies at all times with equal opportunity and anti-discrimination requirements;
- (c) the Company encourages management involved in recruitment to consider workplace diversity when making selection decisions;
- (d) the Company make its recruitment process accessible to a diverse range of candidates by advertising positions broadly and by using professional recruitment agencies where required; and
- (e) the Company considers programs and initiatives that assist in the development of a broader pool of skilled and experienced employees which, over time, will prepare them for senior executive and Board positions.

6.2 Succession Planning

The Board will be responsible for the development and succession planning process for the CEO and other senior executive roles. In discharging this responsibility, the Board will consider diversity as a relevant consideration.

6.3 Board Appointment Process

The Board will consider all facets of diversity during the selection and appointment of new directors in order to ensure transparency and avoid "groupthink" or other cognitive biases in decision making. The Board will have regard to the following when appointing new directors:

- (a) whether the skills, expertise and background of the candidate add to and complement the range of skills, expertise and background of the existing Directors;
- (b) diversity; and
- (c) the extent to which the candidate would fill a present need on the board

7. REVIEW OF POLICY

The policy will be reviewed periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website.

SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY

1. INTRODUCTION

The Company recognises the value of providing current and relevant information to its shareholders and facilitating effective two-way communication with its investors. The purpose of this policy is to ensure that the Company provides timely and accurate information equally to all Company shareholders and market participants regarding and in relation to the Company's financial performance, objectives, activities and governance.

2. METHODS OF COMMUNICATION

Information is communicated to shareholders through:

- (a) Publishing information on the Company's website;
- (b) Continuous disclosure of all relevant financial and other information to the Australian Securities Exchange (ASX);
- (c) Periodic disclosure through the Annual Report and half year financial report;
- (d) Notice of meetings and explanatory material; and
- (e) The Annual General Meeting (AGM) and other general meetings.

3. WEBSITE

The Company Website is one of the means to actively communicate with shareholders and the market. Information about the Company is freely and readily available online on the Company Website and is kept available for a reasonable period. In particular, the 'Investors' section on the Company Website is kept up to date to with the Company's investor communications and corporate governance information.

The following information is readily accessible on the Company's website:

- (a) the Company's statement of values;
- (b) the Company's key corporate governance documents, including the Constitution, Board Committee Charter and corporate governance policies;
- (c) information on the Company's directors and senior executives;

- (d) copies of the Company's annual directors' reports, financial statements and other corporate reports;
- (e) copies of the Company's announcements to the ASX;
- (f) copies of notices of meetings and any documents tabled or otherwise made available at meetings of security holders;
- (g) copies of any materials distributed at investor or analyst presentations;
- (h) an overview of the Company's current business and structure and a summary of the Company's history;
- (i) key dates for investors including results presentations, closing dates for determining entitlements to dividends or distributions and ex-dividend and payment dates for dividends or distribution;
- (j) the time, venue and other details for results presentations and the Annual General Meeting (**AGM**);
- (k) a summary of the different classes of securities on issue and the rights attaching those securities;
- (l) a summary of the Company's dividend and distribution history;
- (m) details of the Company's historical share prices and dividend distributions;
- (n) media releases made by the Company;
- (o) contact details for enquiries from security holders, analysts or the media;
- (p) contact details for the Company's share registry; and
- (q) links to download key security holder forms such as transfer and transmission forms.

4. CONTINUOUS DISCLOSURE TO THE ASX

4.1 Continuous Disclosure

As a public company listed on ASX, the Company is subject to continuous and

periodic disclosure requirements under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The Company has adopted a Continuous Disclosure Policy to ensure compliance with its continuous disclosure obligations.

In addition to continuous disclosure, the Company will make certain periodic disclosures as required by law (as well as the ASX Listing Rules) and/or contemplated by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations which will be made available on the ASX website.

All ASX announcements will be made available on the website promptly following ASX's confirmation that the information has been released on the ASX market announcements platform.

4.2 Communications with the ASX

All communications with the ASX will be made in accordance with the ASX Listing Rules.

The Company Secretary or his or her representative is responsible for all communications with ASX.

5. WRITTEN COMMUNICATION AND ANNUAL 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, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders have been given the opportunity to elect and receive a printed copy of the Annual Report from the Company. In addition, the Company publishes its Annual Report on the Company Website and the ASX website.

6. COMPANY MEETINGS

The Company recognises the importance of shareholder participation at its meetings, including the AGM and extraordinary general meetings which may be convened from time to time. The Company seeks to maximise shareholders' ability to participate in the general meeting process by:

- (a) distributing notice of meetings to shareholders in accordance with the provisions of the *Corporations Act 2001* (Cth);
- (b) where practicable, ensuring that all directors of the Company, members of the management team and the external auditor are available to shareholders at the meeting;

- (c) allowing shareholders in attendance a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report;
- (d) providing shareholders who are unable to attend the meeting with an opportunity to submit questions in advance of the meeting;
- (e) allowing shareholders to lodge proxies electronically;
- (f) ensuring all substantive resolutions at a meeting of shareholders are decided by a poll rather than a show of hands; and
- (g) where practicable, using technology to encourage shareholder participation at meetings (which may include, for example, live webcasting of meetings, holdings meetings across multiple venues linked by live telecommunications and hybrid meetings).

7. ELECTRONIC COMMUNICATION

Technology has allowed the Company to more effectively communicate with its stakeholders. Accordingly, the Company has put in place arrangements such that:

- (a) shareholders can elect to receive communications from, and send communications, to us and the Company's share registry electronically;
- (b) the Company's email system allows team members and stakeholders to communicate simply and easily with management and our wider team; and
- (c) shareholders can elect to receive the Company's annual report electronically or in hard copy through the mail.

8. REVIEW OF POLICY

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

WHISTLEBLOWER POLICY

**LiveTiles Limited
ACN 066 139 991**

Adopted on 30 June 2021

WHISTLEBLOWER POLICY

1 INTRODUCTION AND PURPOSE

1.1 Introduction

LiveTiles Limited ACN 066 139 991 (**Company**) and its subsidiaries (collectively, **Group**) are committed to maintaining high standards of integrity, ethical behaviour and corporate governance and conducting business in compliance with all legal requirements. The Company encourages the reporting of suspected unethical, illegal, fraudulent, corrupt or dishonest conduct and shall ensure that those persons who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

This policy has been developed to align with, and is underpinned by the Group's values, which are set out in the Company's Code of Conduct.

1.2 Purpose

The purpose of this Whistleblower Policy (**Policy**) is to:

- (a) establish a system for the reporting, investigation and rectification of wrongdoing;
- (b) encourage the reporting of wrongdoing and ensure that any such reports are dealt with appropriately;
- (c) set out how the Company will support and protect individuals who make reports in accordance with this Policy (**Whistleblowers**);
- (d) ensure the Company complies with its legal and regulatory obligations, including those under the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- (e) align with the ASX Corporate Governance Principles and Recommendations.

Nothing in this Policy should be taken as restricting anyone from reporting any matter or providing any information to a regulator (such as ASIC or APRA), the police or any other person in accordance with any relevant law, regulation or other requirement.

1.3 Relevant documents

This Policy should be read together with the Company's other policies, including the Code of Conduct and the Anti-bribery and Corruption Policy.

2 WHO DOES THIS POLICY APPLY TO?

This Policy applies to anyone who is, or has been, any of the following in relation to the Company:

- (a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);

-
- (b) a supplier of services or goods to the Company (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
 - (c) an associate (within the meaning of the Corporations Act) of the Company; or
 - (d) a relative, dependant or spouse of an individual mentioned in paragraphs (a) to (c) above,
- (collectively, **Personnel**).

3 REPORTABLE MATTERS

3.1 What wrongdoing is reportable?

Personnel may report any conduct, whether actual, reasonably suspected or intended, by the Company or an officer or employee of the Company (acting in that capacity) that is:

- (a) dishonest, fraudulent or unethical;
- (b) illegal, corrupt or constitutes an irregular use of Company funds;
- (c) oppressive, discriminatory or grossly negligent;
- (d) an unsafe work-practice or contributes to an unsafe work practice;
- (e) a serious breach of the Company's policies (including the protections afforded to Whistleblowers under this Policy);
- (f) an improper or misleading practice regarding accounting or financial reporting;
- (g) a failure to comply with any legal or regulatory obligation or the ASX Listing Rules;
- (h) a serious risk to public safety, the financial system or the environment;
- (i) a 'disclosable matter' under section 1317AA of the Corporations Act (see the Annexure);
- (j) a deliberate concealment of any conduct referred to in paragraphs (a) to (i) above; or
- (k) a matter which is stated to be reportable under this Policy in another policy of the Company,

(each a **Reportable Matter** and, collectively, **Reportable Matters**). Conduct may constitute a Reportable Matter even if it does not involve a contravention of a particular law.

Examples of Reportable Matters include:

- (a) an employee offering or accepting a bribe in course of their employment;
 - (b) misuse of customer health information; and
 - (c) misleading practices in the preparation of the Company's financial statements.
-

3.2 Personal work-related grievances

This Policy does not apply to conduct that is not a Reportable Matter or conduct concerning a person's current or former employment which does not:

- (a) have any significant implications for the Company; or
- (b) relate to any conduct, or alleged conduct, about a Reportable Matter,

although it may have personal implications for the person.

Such conduct should be reported and handled in accordance with the Company's usual procedures and policies regarding such matters.

Examples of conduct to which this Policy does not apply include:

- (a) an interpersonal conflict between the person and another employee;
- (b) a decision relating to the terms and conditions of engagement of the person; or
- (c) a decision to suspend or terminate the engagement of the person, or otherwise to discipline the person,

unless it involves retaliation or victimisation against the person for making a report in accordance with this Policy.

4 REPORTING

4.1 Responsibility to report

The Company relies on its Personnel to help maintain its commitment to honest and ethical behaviour. The Company expects all Personnel to report any wrongdoing in accordance with this Policy.

4.2 How to make a report

- (a) A report can be made to:
 - (i) the Whistleblower Investigations Officer, who is the Chair of the Audit and Risk Committee; or
 - (ii) if (i) above is not applicable for any reason, any director of the Company,in person, by email or by letter sent to the Company and marked for the attention of the relevant person.
- (b) If it is not appropriate to make a report internally, or should Personnel feel uncomfortable doing so, a report can also be made via the Company's external whistleblowing facility administered by the Automic Group (**Automic**) by:
 - (i) calling the hotline number 1300 661 167 and leaving a voice message; or

-
- (ii) emailing whistleblower@automicgroup.com.au

Automic will, as soon as practicable after receiving a report, provide particulars of the report to the Whistleblower Investigations Officer, who will then follow the procedures set out in this Policy for handling and investigating reports. If a Whistleblower wishes to remain anonymous, he or she should expressly state so in his or her voice message or email, in which case the Whistleblower's identity and contact details will not be provided to the Company.

- (c) Personnel are encouraged, where possible, to raise issues with the Whistleblower Investigations Officer first. However, Personnel may at any stage skip a person in the chain outlined above if that person is the subject of the report, if there is a reason to believe that the person is not likely to deal with, or has not dealt with, the report properly or are otherwise uncomfortable with making the report to that person.
- (d) In order to further qualify for protection as a whistleblower under the Corporations Act, a report must be made directly to an 'eligible recipient' set out in clause 1.9 of the Annexure. For the purpose of paragraph 1.9(c) of the Annexure, a person authorised by the Company to receive disclosures is the Whistleblower Investigations Officer. In addition, a report may also be made in accordance with clauses 1.1(b) to (d) of the Annexure to afford protection under the Corporations Act (including to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act).
- (e) Any such report should, where possible, be in writing and contain details of:
- (i) the nature of the alleged conduct and when it is alleged to have occurred;
 - (ii) the person or persons responsible for or involved in the alleged conduct;
 - (iii) the facts on which the Whistleblower's belief that the alleged conduct has occurred, and has been committed by the persons named, are founded; and
 - (iv) the nature and whereabouts of any further evidence that would substantiate the allegations contained in the report, if known.
- (f) Reports can be made anonymously by sending a sealed letter to the Company at its registered office. The letter should be marked 'Private and Confidential' and for the attention of the Company and a person listed in paragraph (a) above. It will be delivered unopened to that person. The Company will investigate anonymous reports with the same level of diligence as other reports. However, reports made anonymously may affect the Company's ability to investigate the matter properly and to communicate with a Whistleblower about their report. Accordingly, it is crucial that anonymous reports contain sufficient detail for the Company to investigate the matter.
- (g) Where a Whistleblower wishes to remain anonymous, the Company will take measures to protect the Whistleblower's anonymity by:
- (i) assigning a pseudonym to the Whistleblower in circumstances where the Whistleblower's identity is known to the recipient of a report but does not wish to disclose his or her identity to others; and

-
- (ii) providing the Whistleblower with access to an anonymised email address for the purposes of facilitating ongoing communication with the Whistleblower about their report.
 - (h) To avoid jeopardising an investigation, prior to the resolution of the matter, Whistleblowers are required to keep confidential the fact that a report has been made (subject to any legal requirements). However, this does not prevent the Whistleblower from making the same or further disclosures to any other person listed in paragraph (a) above.

4.3 Deliberate false reporting

A false report of a Reportable Matter could have significant effects on the Company's reputation and the reputations of other staff members and could also cause considerable waste of time and resources.

Anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of a report, breaches this Policy and may:

- (a) be subject to disciplinary action, including dismissal (the disciplinary action or sanction will depend on the severity, nature and circumstance of the false report); and
- (b) not be afforded the protections given to Whistleblowers under this Policy.

However, the fact that a report turns out to be false will not of itself constitute a breach of this Policy and prevent the Whistleblower from being afforded the protections under this Policy.

5 INVESTIGATIONS

5.1 Investigation process

The key steps which the Company will take following the receipt of a report are as follows:

- (a) The recipient of the report (which must be a person listed in section 4.2(a)) (**Recipient**) will assess the report to determine whether it is a report to which this Policy applies.
- (b) If the Recipient determines that it is a report to which this Policy applies, he or she must as soon as practicable, refer it to the Whistleblower Investigations Officer and the Chair of the Audit & Risk Committee of the Company, who will then consider the parameters of a formal investigation. The Whistleblower's identity must not be provided to anybody if the Whistleblower has requested that his or her identity be kept confidential.
- (c) The Whistleblower Investigations Officer is responsible at first instance for investigating reports made under this Policy, although it will be conducted under the governance of the Audit & Risk Committee. Investigation processes will vary depending on the nature and substance of the report, and whether the report was made anonymously. The purpose of an investigation is to determine whether or not a report is substantiated. The Company will rectify any wrongdoing uncovered to the extent that this is practicable in all the circumstances.
- (d) The investigation will be conducted in a confidential, fair, thorough, objective and reasonably timely manner. If the Whistleblower Investigations Officer, a member of the Audit & Risk

Committee or a member of the Board is allegedly involved in the alleged conduct, he or she must not take part in the investigation except to the extent required to respond to the allegation.

- (e) The principles of procedural fairness will be observed to the extent possible when investigating a report. The individual against whom the allegation is made must be provided with the right to respond prior to the conclusion of the investigation (where appropriate).
- (f) In investigating reports, the Whistleblower Investigations Officer (in consultation with the Audit & Risk Committee) may:
 - (i) designate a person to lead the investigation (this person must not be someone implicated in the alleged conduct);
 - (ii) delegate investigation of a report to another person or committee (whether internal or external to the Company) so long as they are not implicated in the alleged conduct; and/or
 - (iii) subject to compliance with the Company's procedures and policies, seek independent professional advice (e.g. from lawyers or auditors).
- (g) The exact process and timing of the investigation will vary depending on the nature of the report. Where practicable, Whistleblowers will be provided with initial feedback within two weeks of making a report, and any further feedback on a fortnightly basis as the matter progresses.
- (h) The outcome of all investigations will be documented in a register securely maintained by the Company having regard to the principles of preserving confidentiality (see section 7).

5.2 Action taken if wrongdoing found

The Company may take a range of actions if the investigation finds that wrongdoing has occurred, including:

- (a) appropriate sanctions against the wrongdoer in accordance with applicable law;
- (b) where illegal conduct has occurred, reporting the matter to the relevant authorities; and
- (c) changes to the Company's procedures to prevent reoccurrence of similar wrongdoing.

5.3 Board to be informed

The Board of Directors of the Company and the Company Secretary must be informed of any material incidents reported under this Policy immediately.

5.4 Communicating with Whistleblowers about their report

- (a) Where reports have not been made anonymously, Whistleblowers will be provided with regular updates and informed of the outcome of the investigation arising from their report, subject to considerations of the privacy of anyone who is the subject of the report, confidentiality requirements and applicable law.

-
- (b) Where reports are made anonymously, updates on, and the results of, an investigation may only be provided if practicable communication methods are specified by the Whistleblower.

6 WHISTLEBLOWER PROTECTION

6.1 Confidentiality and anonymity

- (a) Whistleblowers are entitled to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. However, the effectiveness of an investigation may be hindered if a report is made anonymously and the Whistleblower has not provided a means of contacting them.
- (b) Unless required by law, a court or as consented to by the Whistleblower:
 - (i) the person to whom a report is made under this Policy must not disclose the identity of the Whistleblower to anyone else;
 - (ii) the identity of the Whistleblower must be kept confidential from any person not involved in the investigation of the report; and
 - (iii) all files relating to the report must be kept secure and information received from a Whistleblower must be held in confidence.
- (c) Practical measures which the Company may take to protect a Whistleblower's identity include:
 - (i) redacting all personal information or reference to the Whistleblower;
 - (ii) referring to the Whistleblower in a gender-neutral context;
 - (iii) where possible, consulting with the Whistleblower to help identify certain aspects of their report that could inadvertently identify them; and
 - (iv) restricting access to information and records concerning reports made under this Policy.
- (d) A breach of the confidentiality requirements set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.
- (e) Despite these protections, it is possible that someone might deduce a Whistleblower's identity without there having been a breach of this Policy because, for example, the nature of the report points to one particular individual having made it or otherwise as a consequence of the investigation process.

6.2 Retaliation prohibited

- (a) The Company is absolutely committed to ensuring all persons who make a report in accordance with this Policy are afforded absolute confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for reporting a Reportable Matter.

-
- (b) Whistleblowers must not be personally disadvantaged for making a report in accordance with this Policy, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias. The Company will take whatever action is possible, consistent with this Policy, to make sure that this is the case.
 - (c) Examples of how the Company will, in practice, protect Whistleblowers from detriment include:
 - (i) allowing Whistleblowers to perform their duties from another location such as from home; and
 - (ii) making support services (including counselling or other professional or legal services) available to Whistleblowers.
 - (d) Whistleblowers are also encouraged to seek independent legal advice or contact regulatory bodies, such as ASIC, if they believe they have suffered detriment as a result of making a report in accordance with this Policy.
 - (e) A breach of the protections set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.

6.3 Whistleblower's own involvement in wrongdoing

- (a) If a Whistleblower is implicated in a Reportable Matter, making a report in accordance with this Policy will not protect the Whistleblower from the consequences flowing from his or her involvement in the wrongdoing. A person's liability for their own conduct is not affected by their report of that conduct under this Policy, although active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.
- (b) For the avoidance of doubt, despite a Whistleblower's involvement in a Reportable Matter, they must not be subjected to, and the Company will ensure they are protected from, any actual or threatened retaliation or victimisation in reprisal for reporting that Reportable Matter in accordance with this Policy.

6.4 Protection under law

Additional protections may be afforded to Whistleblowers under applicable law including the *Taxation Administration Act 1953* (Cth) and the Corporations Act. Please see the Annexure for further information about the protections afforded to whistleblowers under the Corporations Act.

7 RECORDS

7.1 Maintaining records

The Company will maintain a secure and confidential record of all reports made and all actions taken under this Policy including:

- (a) reports of Reportable Matters;

-
- (b) complaints of breaches of this Policy; and
 - (c) the results of any investigations conducted under this Policy.

7.2 Identity of Whistleblowers not recorded

Unless required by law, a court or as consented to by the Whistleblower, the identity of the Whistleblower, or information that is likely to lead to the identification of the Whistleblower, must be redacted from the records referred to in section 7.1.

8 TRAINING

The Company will:

- (a) provide for the training of Personnel about this Policy and their rights and obligations under it; and
- (b) provide for the training of those who may receive reports under this Policy about how to respond to them.

9 ADDITIONAL INFORMATION

Personnel should contact the Whistleblower Investigations Officer if they wish to seek additional information before formally making a report. The Whistleblower Investigations Officer will endeavour to respond to all queries in a timely manner.

10 REVIEW OF POLICY

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

11 POLICY CONTACTS

Whistleblower Investigations Officer (Chair of the Audit & Risk Committee)	Jesse Todd	jesse.todd@livetilesglobal.com
---	------------	--------------------------------

Chief Financial Officer	Jarrold Magee	jarrod.magee@livetilesglobal.com
-------------------------	---------------	----------------------------------

12 MATERIAL REVISIONS

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0	30 JUNE 2021	30 JUNE 2021	Policy approved by the Board.

ANNEXURE

WHISTLEBLOWING UNDER THE CORPORATIONS ACT

Part 9.4AAA of the Corporations Act contains a whistleblower protection regime that applies to the Company. This Annexure contains only a summary of the regime and is not exhaustive. It should not be relied upon as legal advice. Furthermore, the Corporations Act may have been amended since the date this Policy was published, meaning this information may no longer be current. Protection may also be provided under other applicable laws such as the *Taxation Administration Act 1953* (Cth).

1 PROTECTED DISCLOSURES

1.1 **(Conditions)** The Corporations Act affords protections to disclosers where the following conditions are met:

- (a) the discloser is an individual who is, or has been, any of the following in relation to the entity:
 - (i) an officer or employee;
 - (ii) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
 - (iii) an associate of the entity; and
 - (iv) a relative, dependant or spouse of an individual mentioned above,

and:

- (b) the discloser has made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (c) the discloser has made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- (d) the discloser has made an 'emergency disclosure' or 'public interest disclosure' (in which case, the disclosure can be made to a journalist or parliamentarian and still qualify for protection under the Corporations Act).

1.2 It is important for disclosers to understand the criteria for making an 'emergency disclosure' or a 'public interest disclosure' prior to making the disclosure. Refer to section 1317AAD of the Corporations Act for further details and seek advice from a legal practitioner.

1.3 Disclosures can be made anonymously and still be protected under the Corporations Act.

1.4 **(Disclosable matters)** Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to:

- (a) the entity; or

(b) a related body corporate of the entity,

and includes information which the discloser has reasonable grounds to suspect indicates those entities (including their employees or officers) have engaged in conduct that:

(c) constitutes an offence against, or a contravention of, a provision of any of the following:

- (i) the Corporations Act;
- (ii) the *Australian Securities and Investments Commission Act 2001* (Cth);
- (iii) the *Banking Act 1959* (Cth);
- (iv) the *Financial Sector (Collection of Data) Act 2001* (Cth);
- (v) the *Insurance Act 1973* (Cth);
- (vi) the *Life Insurance Act 1995* (Cth);
- (vii) the *National Consumer Credit Protection Act 2009* (Cth);
- (viii) the *Superannuation Industry (Supervision) Act 1993* (Cth); or
- (ix) an instrument made under an Act referred to above;

(d) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

(e) represents a danger to the public or the financial system; or

(f) is prescribed by regulation.

1.5 Disclosable matters include conduct that may not involve a contravention of a particular law.

1.6 Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act. If a disclosure about a Reportable Matter under the Policy is not a 'disclosable matter' (e.g. reports of breaches of the Company's policies), it does not qualify for protection under the Corporations Act.

1.7 **(Personal work-related grievances)** Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Corporations Act. Personal work-related grievances are those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

(a) have any other significant implications for the entity (or another entity); or

(b) relate to any conduct, or alleged conduct, about a disclosable matter.

-
- 1.8 A personal work-related grievance may still qualify for protection if:
- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
 - (b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
 - (c) the discloser suffers from or is threatened with detriment for making a protected disclosure; or
 - (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

1.9 **(Eligible recipients)** An 'eligible recipient' includes:

- (a) an officer or senior manager of the entity or related body corporate;
- (b) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of the entity or related body corporate; and
- (c) a person authorised by the entity to receive disclosures that may qualify for protection.

2 PROTECTION UNDER THE CORPORATIONS ACT

2.1 If a person makes a disclosure that qualifies for protection under the Corporations Act:

- (a) that person will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against that person on the basis of the disclosure;
- (c) it will be an offence to disclose the identity of that person or information that is likely to lead to the identification of that person, without the consent of that person (subject to limited exceptions such as disclosures to ASIC, APRA, a legal practitioner or the AFP); and
- (d) it will be an offence to cause or threaten to cause any detriment to that person due to a belief or suspicion that the person made, or proposes to make, a disclosure. The definition of detriment includes dismissal, injury, discrimination and a range of other actions.

2.2 These protections apply not only to internal disclosures, but also to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

2.3 A contravention of these provisions can incur hefty civil and criminal penalties as well as result in compensation being paid to the person who has made the protected disclosure.

-
- 2.4 A discloser (or any other employee or person) can seek compensation and other remedies through the courts if:
- (a) they suffer loss, damage or injury because of a disclosure; and
 - (b) the entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

ANTI-BRIBERY AND CORRUPTION POLICY

**LiveTiles Limited
ACN 066 139 991**

Adopted on 30 June 2021

ANTI-BRIBERY AND CORRUPTION POLICY

1 INTRODUCTION AND PURPOSE

1.1 Introduction

LiveTiles Limited ACN 066 139 991 (**Company**) and its subsidiaries (collectively, **Group**) has zero tolerance for bribery and corruption in any form and acknowledges that, in addition to being unethical and harmful to the reputation of the Company, there are severe criminal and civil penalties applying to those involved in bribery and corruption. It is the policy of the Company to conduct its business with complete integrity, and in a manner that applies the highest ethical standards and is in compliance with the letter and the spirit of all relevant laws, including all relevant anti-bribery and corruption laws.

This Policy has been developed to align with, and is underpinned by the Group's values, which are set out in the Company's Code of Conduct.

1.2 Purpose

The purpose of this Policy is to:

- (a) set out the responsibilities of the Company and its personnel in observing and upholding the Company's position on bribery, corruption and related improper conduct;
- (b) provide information and guidance on how to recognise, deal with and report instances of bribery and corruption;
- (c) establish a process for the reporting of any instances of bribery, corruption or material breaches of this Policy and ensure that any such reports are dealt with appropriately; and
- (d) ensure compliance applicable anti-bribery and corruption legislation and regulations, and with the ASX Corporate Governance Principles and Recommendations.

1.3 Relevant documents

This Policy should be read together with the Company's other policies, including the Code of Conduct and the Whistleblower Policy.

2 DEFINITIONS

In this Policy, unless the context otherwise requires:

Agent means contractors, sub-contractors, suppliers, consultants, agents, intermediaries, finders, brokers, advisors and any other third parties performing services for, or on behalf of, the Company.

Benefit includes any advantage and is not limited to property. It can include (but is not limited to) cash, vouchers, Gifts to family members, loans, personal favours, entertainment, meals and travel, political and charitable contributions, sponsorships, job opportunities, medical care, services, loans and loan guarantees, transportation, favours, the payment or reimbursement of debts, preferential treatment in the provision of, or preferential access to, business opportunities, goods or services.

Bribe or Bribery means to provide, promise, offer or cause a Benefit to be provided to another person, either directly or indirectly, with the intention to influence that person to obtain or retain a Benefit or business advantage that is not legitimately due. For the purpose of determining if a Benefit or business advantage is legitimately due, these circumstances should be disregarded: the fact that the Benefit or business advantage may be (or be perceived to be) customary, the value of the Benefit or business advantage and official tolerance of the Benefit or business advantage.

Company means LiveTiles Limited ACN 066 139 991 and any direct and indirect subsidiaries, affiliates and joint ventures.

Facilitation Payment means unofficial payments of small sums to induce a Public Official to facilitate the performance of their government functions, such as issuing licences or permits to obtain routine services.

Gift(s) means free or heavily discounted items, money or other intangible Benefits offered in relation to work activities. Examples include, but are not limited to, a gift basket, wine, tickets to a sporting event or concert, or any other item of value.

Government Body means: (i) a national (domestic or foreign) government, political subdivision thereof or local jurisdiction therein; (ii) an instrumentality, board, commission, court or agency, whether civilian or military, of any of the above, however constituted; (iii) a government-owned/government-controlled association, organization, business or enterprise (for example a state-owned bank); (iv) or a political party.

Personnel means by all employees, officer, directors and any Agents providing services or acting for, or representing, the Company, in all their dealings in connection with the Company including (but not limited to) interactions with customers, retailers, local authorities, Government Bodies, Public Officials, subcontractors or service providers.

Hospitality means any form of entertainment including meals, drinks, sporting events, movie or theatre visits and hotel accommodation and includes any travel associated with that hospitality.

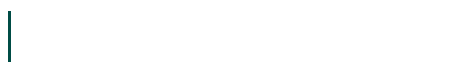
Policy means this Anti-Bribery and Corruption Policy.

Public Official means employees or officers of a Government Body including individuals who perform work under contract for a Government Body or hold or perform the duties of an appointment, office or position of a Government Body. This includes employees or officers of government owned or controlled enterprises such as public institutions and state-owned enterprises. Examples of Public Officials include, without limitation, members of judiciary and politicians at any level of government, employees of financial regulators, employees of state-owned banks.

Secret Commission(s) means a situation where an Agent, or someone acting in a fiduciary capacity, accepts a commission or other unauthorised payment or Benefit from a third party, without the consent or knowledge of their principal, for services rendered or other benefits provided which are connected with the relationship between the Agent/fiduciary and their principal.

3 WHO DOES THIS POLICY APPLY TO?

This Policy must be strictly complied with by all Personnel. All individuals, regardless of their position, are responsible for their own behaviour and the consequences of their actions and decisions. Personnel



engaging in prohibited conduct may be liable for disciplinary or administrative action, and in some cases, legal proceedings and investigations by the relevant government authorities.

4 SUMMARY OF THE PROHIBITED CONDUCT

Personnel must not, either directly or indirectly:

- (a) offer, promise, give, solicit or accept any Bribe or Facilitation Payments (section 5);
- (b) offer or provide Gifts, Hospitality or any other Benefit to Public Officials without prior written approval of the Company's senior management, or provide/receive any Gifts or Hospitality which do not comply with the Gifts and Hospitality guidelines (section 6) and Travel and Expenses Policy;
- (c) make any political or charitable donations on behalf of the Company which are or could be perceived to be a Bribe or contrary to this Policy (section 7);
- (d) engage with or deal with Agents acting for or representing the Company in a manner contrary to this Policy (section 8). This includes the prohibition of offering or giving Secret Commissions to those acting in an agency or fiduciary capacity;
- (e) falsify any books, records or accounts relating to the Company (section 10); or
- (f) cause, authorise or wilfully ignore any conduct that is believed or suspected to be contrary to this Policy or any anti-corruption laws, or to aid or abet such conduct. Any notice of such conduct or suspected conduct must be immediately reported (section 11).

There are serious criminal and penalties that may be incurred, and significant reputational damage that may be done, if the Company or any of its Personnel are involved in Bribery or corruption.

If there is any doubt about whether a particular conduct may violate this Policy, or if there are any questions about the application of the Policy, you should contact your manager for clarification.

5 BRIBES AND FACILITATION PAYMENTS

It is prohibited to promise, offer, provide (or cause to be provided) any Bribe or Facilitation Payment, whether directly or indirectly, with the intention of securing business or a commercial advantage for the Company.

This prohibition applies to dealings with private and public businesses and individuals, as well as Public Officials.

Laws in relation to Bribery of Public Officials are especially strict. Consequently, dealings with Public Officials are particularly high risk, and extra care must be taken when dealing with Public Officials. Any Benefits (including Hospitality or Gifts) offered or provided to a Public Official must be in compliance with this Policy, and can only be made with the prior written approval from the Company's senior management (for further details see section 6.3 below).

There will be no penalty or adverse consequences for refusing to pay a Bribe or Facilitation Payment, even if it may result in the Company losing business.



6 GIFTS AND HOSPITALITY

6.1 Guidelines for accepting gifts and hospitality

Gifts and Hospitality offered by directors, officers or employees for the purpose of establishing and strengthening business relationships are acceptable from a commercial perspective. This Policy does not prohibit Gifts and Hospitality being offered, given or accepted in good faith provided that:

- (a) it is not made/received in explicit or implicit exchange for favours or Benefits;
- (b) it complies with all relevant local laws;
- (c) it is given in the Company's name, not in the names of the director/employee;
- (d) it does not include cash or a cash equivalent (*e.g.*, cash cards, shopping gift cards, jewellery, etc.);
- (e) it is given or received openly, not secretly, and does not give rise to a perceived, potential or actual conflict of interest;
- (f) it could not be perceived as bringing the Company into disrepute;
- (g) a Company director, officer or employee must be present for any Hospitality provided;
- (h) it is not given within three months prior to, or after, the completion of a competitive bid, tender exercise, contract negotiation or the like with the recipient;
- (i) it is not received by or given to the same person more than 4 times a year. Approval from the Company's senior management is required to exceed this limit; and
- (j) it is not given to a family member or extended family member of the person giving the Gift or Hospitality (*e.g.*, a spouse, partner, child, grandparent, parent, sibling, uncle, aunt, nephew, niece, grandchildren, first cousin; the spouse of any of the foregoing people; or, any other individuals who share the same household as you), unless approved by the Company's senior management in writing.

However, it becomes a criminal offence when such Gifts and Hospitality are offered in order influence the other party to obtain a Benefit. Agents are prohibited from offering any Gifts or Hospitality in connection with their services for, or on behalf of, the Company.

6.2 Gifts and Hospitality to Non-Public Officials

The financial thresholds and approval guidelines for giving and receiving Gifts and Hospitality to and from parties Non-Public Officials are as follows:

- (a) Gifts valued at AUD\$250 or less may be received or given provided that the guidelines at section 6.1 are met;
- (b) Gifts valued at AUD\$250 or more may only be received or given with the written approval of the Company's senior management, provided that the guidelines at section 6.1 are met;

-
- (c) Hospitality valued at AUD\$500 or less may be received or given provided that the guidelines at section 6.1 are met;
 - (d) Hospitality valued at AUD\$500 or more may be received or given with the written approval of the Company's senior management, provided that the guidelines at section 6.1 are met; and
 - (e) Gifts and/or Hospitality with a combined total value of more than AUD \$1,000 per year from or to the same person or entity is not permitted, unless prior written approval from the Company's senior management is obtained to exceed this limit.

A request for written approval must be made in writing by completing and submitting the Gifts Hospitality & Donations Approval Form in Appendix B.

6.3 Gifts and Hospitality to Public Officials

Gifts and Hospitality provided to Public Officials attract additional risks for the Company. Written approval from Company's senior management must be obtained before giving Gifts or Hospitality of any value to a Public Official. Prior approval should be requested by completing the Gifts, Hospitality & Donations Approval Form provided in Appendix B. Pre-approvals must take into account any relevant local prohibitions or governmental policies against the receipt of Gifts or Hospitality by Public Officials.

All offers and acceptances of Gifts and Hospitality (to both Public Official and non-Public Officials) should be recorded in the Gifts and Hospitality Register and each entry must indicate whether the Gift or Hospitality was accepted or declined. Promotional items of a nominal value such as pens, drink bottles etc are exempt.

7 CHARITABLE AND POLITICAL DONATIONS

7.1 Charitable Donations

Charitable donations can be used as a form of Bribe. Therefore, charitable donations must not be made, offered or promised on behalf of the Company, without prior written approval from the Company's senior management by completing and submitting the Gifts, Hospitality & Donations Approval Form at Appendix B, and anti-bribery and corruption due diligence must be conducted on the recipient of the donation.

All charitable donations must:

- (a) be made only to not-for-profit organisations;
- (b) be accurately recorded in the Company's records;
- (c) be tax-deductible; and
- (d) not be made in cash or to private accounts.

All approvals in relation to charitable donations, along with the relevant details of the donations, must be recorded in the Donations Register.

Personnel are permitted to make charitable donations in their personal capacity so long as they are not made in order to obtain or retain any business or business advantage.

7.2 Political Donations

Any financial or other support or assistance to, including a Gift made to or for the benefit of, political parties, political campaigns, individual politicians, government departments or administrative bodies on behalf of the Company can only be made with the prior written approval from the Company's senior management by completing the Gifts, Hospitality & Donations Form at Appendix B, and if the necessary limits on amounts and disclosure requirements are complied with.

A political donation includes payments such as memberships, entry fees and tables purchased at political fundraising events.

8 ENGAGING AGENTS

The Company could potentially become criminally liable and suffer damage to its reputation as a result of an act of Bribery by its Agents, regardless of whether or not the Company approved, or even had knowledge of, the Bribery. All Agents engaged by the Company must act with complete integrity and undertake their business without Bribery when providing services for or on behalf of the Company.

Any employee, director or officer that deals with Agents is responsible for taking reasonable precautions to ensure that those Agents are ethical in their conduct of business and compliant with this Policy.

It is important for the Company to ensure that there is a clear business rationale for engaging an Agent and that a fulsome anti-bribery and corruption due diligence review of each Agent is undertaken prior to any engagement.

Payments to Agents may only be made upon the presentation of a valid invoice or statement that evidences the services were provided. Any commissions or service fees made to Agents should be comparable to the prevailing market rates for similar services and must be made by bank transfer into an account in the name of the Agent. All contracts with Agents must include anti-bribery clauses requiring the Agent to comply with all relevant anti-bribery legislation, to disclose any connections to Public Officials and Government Bodies, and to provide audit rights.

The offering or giving of Secret Commissions is prohibited. Likewise, the receipt of any Secret Commissions is also prohibited.

If there are any concerns or red flags about the conduct of Agents in their business dealings which may be contrary to this Policy, such concerns must be reported to the Company's senior management prior to proceeding or continuing with the engagement to ensure compliance with the applicable anti-bribery and corruption laws.

Some examples of red flags could include:

- (a) unusual or excessive payment requests, including upfront payments, suspicious commissions or payments into separate accounts in a country foreign to the nationality or business of that third party;

-
- (b) reluctance or refusal by that Agent to disclose the company's beneficial owners, partners or principals, or respond to anti-bribery due diligence questions;
 - (c) the Agent has little experience in the industry but "*knows the right people*"; or
 - (d) the Agent is, or is affiliated to, a Government Body or Public Official.

Upon receiving a report, the Company shall conduct relevant investigations and may suspend further payments to the Agent pending the outcome of that investigation.

9 PERSONAL SAFETY EXCEPTION

A person will not be in breach of this Policy if a payment or Benefit is provided to a Public Official or another party, due to an imminent risk of serious physical harm.

Where a payment or Benefit is provided under such circumstances, that person must promptly report the payment or Benefit made to the Company's senior management and set out the full circumstances of that payment (including the value of the payment, the recipient and the nature of the threat).

10 COMPLIANCE AND REPORTING

10.1 Compliance and disclosure

Personnel must read, understand and comply with this Policy and they will be required to ensure they avoid any actions that may lead to or suggest a violation of this Policy.

Personnel must complete and sign the Policy Acknowledgment and Commitment Statement when they first receive this Policy and on an annual basis thereafter (provided in Appendix A), which confirms their commitment to comply with this Policy.

Given the stringent anti-bribery and corruption laws in respect of dealing with Public Officials, employees, directors and officers must disclose in writing to the Company's senior management whether they, or any of their family members up to a second degree (which includes a spouse or companion, children or step-children, grandchildren, parents, grandparents, siblings and half siblings, uncles, aunts, nephews, and nieces) are current or former Public Officials.

10.2 Training

The Company will also offer periodic compliance training to ensure that all Personnel are up-to-date on their obligations under the Policy and the relevant anti-corruption laws. All Personnel must participate in such training whenever they are requested to attend. Such training will include, but is not limited to, the following:

- (a) the obligations of employees, directors and officers under this Policy;
 - (b) how to recognise Bribery and corruption; and
 - (c) how to effectively deal with and report Bribery, corruption or other breaches of this Policy.
-

11 REPORTING

Personnel that becomes aware of or suspects the Policy has been breached by any person acting for or representing the Company, must report the known or suspected breach to the Company's senior management and include the basis for their suspicion and/or knowledge. Reports may be made confidentially and on an anonymous basis. Please refer to the Whistleblower Policy for more details.

Personnel in breach of this Policy or fails to report known or suspected breaches of the Policy will face disciplinary action, which may result in dismissal for misconduct. Personnel in breach of this Policy may also face legal proceedings and be subject to investigations by the relevant government authorities.

The Board will be informed of any material breaches under this Policy.

12 REVIEW OF POLICY

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

13 MATERIAL REVISIONS

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0	30 JUNE 2021	30 JUNE 2021	Policy approved by the Board.

APPENDIX A

POLICY ACKNOWLEDGEMENT AND COMMITMENT STATEMENT FOR ALL EMPLOYEES, DIRECTORS AND OFFICERS

I acknowledge that I have received my personal copy of the Anti-Bribery and Corruption Policy (the "**Policy**"). I understand that I am responsible for knowing, understanding and adhering to the standards and requirements of the Policy and that a violation would constitute a disciplinary offence that could result in a penalty, which may include termination of my contract of employment.

In particular, I acknowledge and affirm that in all of my work for and activities on behalf of the Company:

- (a) I will comply with all anti-bribery and corruption laws, the Policy, and the Gifts and Hospitality guidelines;
- (b) I will maintain accurate books and records in relation to the Company's business;
- (c) I will be vigilant in identifying any violations of the Policy. When I have a concern about a possible violation of the Policy, I will report the concern to the Company's senior management according to the procedures described in section 11 of the Policy and will participate in any investigation in relation to such report or any other aspect of the Policy or related laws; and
- (d) I understand my obligation to disclose any connections to current/former Public Officials/Government Bodies set forth in section 11 of the Policy, and I confirm that I do not have any such connections to Public Officials/Government Bodies other than those disclosed below.

Disclosure of Connections to Public Officials/Government Bodies:

Signature

Print Name

Position / Company

Date

APPENDIX B

GIFTS, HOSPITALITY AND DONATIONS APPROVAL FORM

(A) Background		
Name of Applicant:		Position/Department:
Reporting Item (please select as appropriate):		
Gift <input type="checkbox"/>	Hospitality <input type="checkbox"/>	Political Donation <input type="checkbox"/>
Charitable Donations <input type="checkbox"/>	Sponsorship/Community Project(s) <input type="checkbox"/>	
Given or Received		
Given <input type="checkbox"/>	Received <input type="checkbox"/>	
(B) Details of the reporting item		
Details of giver or recipient:		
<i>Name of individual:</i>		
<i>Position:</i>		
<i>Name of Organization:</i>		
(Proposed) Date offered:		
Business purpose / justification:		
Value (Recommended Retail Price):		
Nature and value of other Gifts, Hospitality, donations and sponsorship to/from the same individual and / or organization during the current financial year (as known):		
Are you aware of any current, proposed or anticipated business between the Company and the giver/recipient?	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
<i>Details:</i>		
(C) Public Officials		
Is the giver/recipient a Public Official?	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
<i>Details:</i>		
<i>(only complete this question if the reporting item concerns a Public Official)</i>	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Does the Public Official have authority to award contracts to, approve licenses and / or examine or regulate the Company?		
<i>Details:</i>		
(D) Supporting Documents		
Invoice(s) / Receipt(s) / <input type="checkbox"/> Proof of Payment	Other: <input type="checkbox"/>	
(E) Declaration		
<input type="checkbox"/> I confirm that, to the best of my knowledge, the above details are complete and correct and that I shall notify my Supervisor of any additions and/or changes in the information provided at such times that these may arise immediately.		
Name and signature of Applicant: _____		
Name, capacity and signature of Approver/s: _____		
If not approved , please provide reasons: _____		
