

An aerial night view of a city skyline, likely Singapore, with numerous skyscrapers illuminated. Overlaid on the city are numerous vertical lines of varying colors (blue, purple, pink, white) that extend upwards into the dark sky, each ending in a small glowing dot. These lines represent a digital network or data flow. The sky transitions from a deep blue at the top to a soft orange and pink glow near the horizon, suggesting a sunset or sunrise.

**Hiremii Limited**

A.C.N. 642 994 214

# CORPORATE GOVERNANCE PLAN

hiremii

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# SCHEDULE 1: BOARD CHARTER

## Role of the Board

- 1 This Board Charter details the principles for the operation of the board of directors of the Company (Board) and describes the functions of the Board.
- 2 The Board is accountable to shareholders for the performance of the Company. The Board must at all times act honestly, conscientiously and fairly in all respects in accordance with the law applicable to the Company and must act in the best interests of the Company's shareholders and other stakeholders.
- 3 The Board's role includes guiding the Company's strategic direction, driving its performance and overseeing the activities of management and the operation of the Company.
- 4 This Board Charter and the charters adopted by the Board for the committees established by the Board have been adopted on the basis that good corporate governance adds to the performance of the Company and creates shareholder value and engenders the confidence of the investment market.

## Responsibilities of the Board

- 5 The Board is responsible for managing the affairs of the Company, including to:

### Strategic and financial performance

- 5.1 provide leadership and develop and approve the Company's corporate strategy, investment and performance objectives;
- 5.2 evaluate, approve and monitor the Company's strategic, investment and financial plans and objectives;
- 5.3 evaluate, approve and monitor the annual budgets and business plans;
- 5.4 determine the Company's dividend policy (if any), dividend re-investment plan (if any) and the amount and timing of all dividends;
- 5.5 evaluate, approve and monitor major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- 5.6 approve all accounting policies, financial reports and material reporting and external communications by the Company;
- 5.7 assess the solvency and performance of the Company;
- 5.8 appoint the Chair of the Board and, where appropriate, any deputy chairperson or senior independent director, in accordance with to the Company's constitution, as amended from time to time (**Constitution**) and applicable law;

### Executive management

- 5.9 appoint, monitor and manage the performance of the Company's executive directors;
- 5.10 manage succession planning for the Company's executive directors and any other key management positions as identified from time to time, including reviewing any succession plans recommended by the Remuneration and Nomination Committee (if any);
- 5.11 appoint and, where appropriate, remove any Chief Executive Officer, in accordance with the Constitution;
- 5.12 ratify the appointment and, where appropriate, the removal of senior management of the Company and any subsidiaries;
- 5.13 with the advice and assistance of the Remuneration and Nomination Committee (if any), review and approve the performance of individual Board members and senior executives as well as any policies concerned with the remuneration of any employee;
- 5.14 with the advice and assistance of the Remuneration and Nomination Committee (if any), review and approve, subject to other corporate approvals as required in accordance with applicable law, the remuneration of individual Board members and senior executives, having regard to their performance;
- 5.15 ensure appropriate resources are available to senior executives;
- 5.16 advise senior management of its obligation to provide to the Board all information required by it to discharge its responsibilities, including any information specifically requested by the Board;
- 5.17 oversee senior management's implementation of the Company's strategic objectives;

### **Audit and risk management**

- 5.18 with the recommendation of the Risk and Audit Committee (if any), appoint the external auditor and determine its remuneration and terms of appointment, subject to the Constitution and other corporate approvals as required in accordance with applicable law;
- 5.19 ensure effective audit, risk management and regulatory compliance programs are in place to protect the Company's assets and shareholder value;
- 5.20 evaluate, establish, approve and monitor the risk appetite within which the Board expects management of the Company to operate;
- 5.21 approve and monitor the Company's risk and audit framework, including (but not limited to) systems of risk management and internal compliance and control;
- 5.22 approve and, with the assistance and advice of the Risk and Audit Committee (if any), monitor compliance with the Company's Risk Management Policy (if any);
- 5.23 monitor the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements;
- 5.24 approve and oversee the integrity of the accounting, financial and other corporate reporting systems and monitor the operation of these systems;
- 5.25 with the recommendation of the Risk and Audit Committee (if any), review and approve a process by which the integrity of any periodic corporate report released to the market that is not audited or reviewed by the an external auditor can be verified;

### **Strategic planning**

- 5.26 engage in strategic planning including establish goals for management of the Company and monitor the achievement of those goals;
- 5.27 ensure strategic planning is based on the identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing;
- 5.28 on an ongoing basis, review how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;

### **Corporate governance and disclosure**

- 5.29 oversee the affairs of the Company, including its control and accountability systems;
- 5.30 evaluate the overall effectiveness of the Board, its committees and its corporate governance practices;
- 5.31 at least once each year review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amending those policies and procedures or adopting new policies or procedures;
- 5.32 review and approve all disclosures related to any departures from the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council;
- 5.33 review and approve the public disclosure of any Company policy or procedure;
- 5.34 supervise the public disclosure of all matters that the law and the ASX Listing Rules require to be publicly disclosed in a manner consistent with the Continuous Disclosure Policy;
- 5.35 develop and review an appropriate communications policy to promote effective communication with shareholders and participation at general meetings;
- 5.36 disclose the process by which the integrity of any periodic corporate report the Company releases that is not audited or reviewed by an external auditor is verified;
- 5.37 approve, subject to other corporate approvals as required in accordance with applicable law, the appointment of directors to committees established by the Board and oversee the conduct of each committee;
- 5.38 approve and monitor delegations of authority, subject to applicable law;
- 5.39 with the assistance of the Remuneration and Nomination Committee (if any), identify any specific responsibilities of individual Board members, including the Chairperson;
- 5.40 prepare the Company's annual corporate governance disclosure statements as required under the ASX Listing Rules;

### **Performance evaluation**

- 5.41 at least once per year, with the advice and assistance of the Remuneration and Nomination Committee (if any), review and evaluate the performance of the Board, each board committee, and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives;
- 5.42 following each review and evaluation, consider how to improve performance;

- 5.43 agree and set the goals and objectives for the Board and its committees each year, and if necessary, amending the relevant charters, committees, policies or goals and objectives;
- 5.44 with the advice and assistance of the Remuneration and Nomination Committee (if any), review and approve, subject to other corporate approvals as required in accordance with applicable law, the remuneration of the Company's executive and non-executive directors;
- 5.45 disclose the process for periodically evaluating performance and whether, for each reporting period, a performance evaluation occurred;

#### **Code of Conduct and Ethics**

- 5.46 adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business; and
- 5.47 monitor compliance with the Company's Code of Conduct and Ethics; and
- 5.48 ensure that the Board or the Remuneration and Nomination Committee is informed of any material breaches of the Company's Code of Conduct and Ethics.

## **Structure of the Board**

- 6 The Board shall comprise of such number of members as shall be determined in the Constitution from time to time and it is intended that the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of a majority of independent directors. The Board aims to comprise directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds that is appropriate to the Company and its strategy.

## **Independent Director**

- 7 Where this Charter or the charter of a board committee requires one or more 'independent' directors, the following criteria are to be applied.
- 8 An 'independent' director is a non-executive director who:
  - 8.1 is not a substantial shareholder (as defined in the Corporations Act 2001 (Cth)) of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
  - 8.2 within the last three years, has not been employed in an executive capacity by the Company or any of its subsidiaries, or been a director after ceasing to hold any such employment;
  - 8.3 within the last three years has not been a partner, director or senior employee of a provider of material professional services to the Company or any of its subsidiaries;
  - 8.4 within the last three years has not been in a material business relationship (eg. a material supplier or customer) with the Company or any of its subsidiaries, or an officer of, or otherwise associated with, someone with such a relationship;
  - 8.5 has no material contractual relationship with the Company or any of its subsidiaries other than as a director of the Company;
  - 8.6 do not have close family ties with any person who falls within any of the categories described above;
  - 8.7 has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's capacity to bring an independence judgement to bear on issues before the Board and the director's ability to act in the best interests of the Company and its shareholders generally; and
  - 8.8 is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's capacity to bring an independence judgement to bear on issues before the Board and the director's ability to act in the best interests of the Company and its shareholders generally.
- 9 Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by directors to the Board.
- 10 The Board should regularly assess whether each non-executive director is independent. Each non-executive director should provide to the Board all information that may be relevant to this assessment. If a director's independent status changes, this should be disclosed and explained to the market in a timely manner.

## Directors' Responsibilities

- 11 Each director of the Company is bound by the Company's charters and policies, including any of the following policies adopted by the Board:
  - 11.1 Securities Trading Policy;
  - 11.2 Continuous Disclosure Policy;
  - 11.3 Risk and Audit Committee Charter;
  - 11.4 Remuneration and Nomination Committee Charter;
  - 11.5 Diversity Policy;
  - 11.6 Risk Management Policy;
  - 11.7 Code of Conduct and Ethics;
  - 11.8 Shareholder Communications Policy;
  - 11.9 Anti-Bribery and Corruption Policy; and
  - 11.10 Whistleblower Protection Policy.
- 12 The Board may adopt additional policies as required based on the Company's size and operations from time to time.
- 13 The directors of the Company must:
  - 13.1 conduct their duties at the highest level of honesty and integrity;
  - 13.2 observe the rule and the spirit of the laws to which the Company is bound and comply with any relevant ethical and technical standards;
  - 13.3 maintain the confidentiality of all information acquired in the course of conducting their role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board or is required by law or by the ASX Listing Rules;
  - 13.4 observe the principles of independence, accuracy and integrity in dealings with the Board, board committees, internal and external auditors, senior management and employees within the Company;
  - 13.5 act in accordance with this Board Charter and disclose to the Board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the director becomes aware and which the director reasonably believes is material, in that it may or may be perceived to influence his vote or compromise the reputation or performance of the Company; and
  - 13.6 set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of director.

## Role of the Chairperson

- 14 The Company recognises that it is important that the Chairperson has a defined role in the organisation and operates in accordance with clear functional lines.
- 15 The role of Chairperson requires a significant time commitment. The Chairperson's other positions should not be such that they are likely to hinder effective performance in the role.

## Specific Duties of the Chairperson

- 16 The Chairperson will:
  - 16.1 where practicable, be an independent non-executive director and where the Chairperson is not an independent director, the Company will appoint a lead independent director if it is practicable to do so. The lead independent director will take over the role of the Chairperson when the Chairperson is unable to act in that capacity as a result of his or her lack of independence;
  - 16.2 chair board meetings;
  - 16.3 establish the agenda for Board meetings, in consultation with the directors and the Company Secretary; and
  - 16.4 chair meetings of shareholders, including the Annual General Meeting of the Company.
- 17 The roles of Chairperson and Chief Executive Officer (if any) will be exercised by two separate individuals.
- 18 The Chairperson will be selected on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.
- 19 The Chairperson is responsible for:

- 19.1 leadership of the Board and for the efficient organisation and conduct of the Board's functions;
  - 19.2 promoting a constructive governance culture and applying appropriate governance principles among directors and with management; and
  - 19.3 facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between Board and management.
- 20 The Chairperson must ensure that all substantive resolutions at a meeting of security holders must be decided by a poll rather than by a show of hands.

## Specific Duties of the Chief Executive Officer or Managing Director

- 21 The Board will delegate to the Chief Executive Officer or Managing Director the authority and power to manage the Company and its business within levels of authority specified by the Board from time to time. The Chief Executive Officer may delegate aspects of his or her authority and power to other senior executives but remains accountable to the Board for the day to day management of the Company. The Chief Executive Officer's or Managing Director's role includes:
- 21.1 responsibility for the effective leadership of the management team;
  - 21.2 the development of strategic objectives for the business; and
  - 21.3 the day to day management of the Company.

## Confidential Information and External Communication

- 22 The Board has established the following principles to apply in respect of information of the Company:
- 22.1 generally, the Chairperson will speak for the Company. Individual Board members are expected not to communicate on behalf of the Board or the Company without prior consultation with the Chairperson;
  - 22.2 any disclosure of information to a shareholder which is not disclosed to the market must be approved under the Continuous Disclosure Policy and must comply with the ASX Listing Rules; and
  - 22.3 all directors are required to keep all information provided to them in their capacity as a director confidential, unless it is required by law or by the ASX Listing Rules.

## Conflicts of Interest

- 23 The directors of the Company are required to act in a manner which is consistent with the best interests of the Company as a whole, free of any actual or possible conflicts of interest.
- 24 If a director considers that they might be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company, on the one hand, and the interests of the Company or their duties to the Company, on the other hand, the director must:
- 24.1 fully and frankly inform the Board about the circumstances giving rise to the possible or actual conflict;
  - 24.2 if requested by the Board, within seven days or such further period as may be permitted by the Board, take such steps necessary and reasonable to remove any conflict of interest; and
  - 24.3 abstain from voting on any motion relating to the matter and absent themselves from all board deliberations relating to the matter, including receipt of Board papers bearing on the matter.
- 25 If a director believes that they may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chairperson (or, in the case of the Chairperson, the Chairperson should immediately consult with the other non-executive directors).

## Related Party Transactions

- 26 If established, the Board delegates to the Risk and Audit Committee responsibility for reviewing and monitoring, subject to applicable law, related party transactions and investments involving the Company and its directors.

## Meetings

- 27 The Board will meet regularly on such number of occasions each year as the Board deems appropriate.
- 28 A meeting of the Board will usually be convened by the Chairperson.

- 29** All directors are expected to diligently prepare for, attend and participate in all Board meetings. At a minimum, a quorum of directors under the Company's Constitution of association is a majority of the directors then in office. Meetings of the Board may be held or participated in by conference call or similar means. Resolutions of the Board may be passed by circular resolution or in writing in accordance with the Company's Constitution of association.
- 30** The Chairperson should ensure the availability and, if necessary, the attendance at the relevant meeting, of any member of the Company's executive management responsible for a matter included as an agenda item at the relevant meeting.

## Agenda

- 31** An agenda will be prepared for each Board and Board committee meeting. The agenda will be prepared by the Company Secretary.
- 32** The following items will be standing items on the agenda unless otherwise determined by the Chairperson:
- 32.1 approval of minutes of previous Board meeting;
  - 32.2 matters arising from minutes of previous Board meeting (Note: directors are expected to review the minutes carefully and raise any concerns, requested amendments or seek clarification in the following Board meeting);
  - 32.3 consideration of any continuous disclosure matters;
  - 32.4 directors' declarations; and
  - 32.5 items requiring Board approval.

## Board Committees

- 33** Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient size, to assist the Board in fulfilling its duties, the Board may establish the following committees, subject to applicable law:
- 33.1 the Risk and Audit Committee, which is responsible for monitoring and advising the Board on the Company's audit, risk management and regulatory compliance policies and procedures; and
  - 33.2 the Remuneration and Nomination Committee, which is responsible for establishing the policies and practices of the Company regarding the remuneration of directors and other senior executives and reviewing all components of the remuneration framework, advising the Board on the composition of the Board and its committees, reviewing the performance of the Board, its committees and the individual directors, ensuring the proper succession plans are in place and advising the Board in respect of the effectiveness of its corporate governance policies and developments in corporate governance.
- 34** Although the Board may delegate powers and responsibilities to these committees, subject to applicable law, the Board retains ultimate accountability for discharging its duties.
- 35** The composition of the membership, including the Chairperson, of each of these committees will be as determined by the Board from time to time, subject to the following restrictions:
- 35.1 the Risk and Audit Committee must comprise at least three members and the majority of whom will be independent; and
  - 35.2 the Remuneration and Nomination Committee must comprise at least three members and the majority of whom will be independent directors.
- 36** The Board will consider and approve the charters of the various committees. These Charters will identify the areas in which the Board will be assisted by each committee. Each committee will report regularly to the Board in accordance with their respective charters.
- 37** The Board must disclose:
- 37.1 the charters of each committee;
  - 37.2 the members of the Remuneration and Nomination Committee;
  - 37.3 the members of the Risk and Audit Committee and their relevant qualifications and experience;
  - 37.4 at the end of each reporting period:
    - 37.4.1 the number of times each committee met throughout the period and the individual attendances of the members at those meetings;
    - 37.4.2 whether a review of the Company's risk management framework has been reviewed.
- 38** The Board may establish other committees as and when required.



## Company Secretary

- 39** The Company Secretary is directly accountable to the Board through the Chairperson, unless delegated by the Board to another appropriate person. The company secretary's role is to:
- 39.1 advise the Board and its committees on governance matters;
  - 39.2 coordinate all Board business including:
    - 39.2.1 prepare agendas;
    - 39.2.2 coordinate the timely completion and despatch of Board and committee papers;
    - 39.2.3 ensure the business at Board and committee meetings is accurately captured in the minutes;
    - 39.2.4 lodge communications and filings with the ASX;
    - 39.2.5 monitor compliance with Board and committee policy and procedures; and
    - 39.2.6 help to organise and facilitate the induction and professional development of directors.
- 40** The Board will appoint at least one company secretary. Appointment and removal of a company secretary will be subject to Board approval.
- 41** All directors will have direct access to the company secretary.

## Independent Advice

- 42** A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's reasonable expense on any matter connected with the discharge of his or her responsibilities, so long as he or she is acting reasonably in the interests of the Company and in the discharge of his or her duties as a director, in accordance with the procedures and subject to the conditions below:
- 42.1 a director must seek the prior approval of the Chairperson;
  - 42.2 in seeking the prior approval of the Chairperson, the director must provide the Chairperson with details of the nature of the independent professional advice, the likely cost of the advice and details of the adviser he or she proposes to instruct;
  - 42.3 the Chairperson may set a reasonable limit on the amount that the Company will contribute towards the cost of obtaining the advice;
  - 42.4 all documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to the Company and to the director in their professional capacity. However, the right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any dispute between the director and the Company; and
  - 42.5 the Chairperson may determine that any advice received by an individual director will be circulated to the remainder of the Board.
- 43** All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board Papers and, at the Company's expense, Directors and Officers insurance.

## Remuneration

- 44** The level of director remuneration will be approved by the Board and by shareholders as the Company's Constitution of association and applicable law may require.

## Annual Review

- 45** The Board will review and prepare annually:
- 45.1 a self-evaluation of its performance against this Charter;
  - 45.2 recommended goals and objectives for the coming year; and
  - 45.3 recommended changes or improvements to this Charter if necessary.

## Revisions of this Charter

- 46 This Board Charter and any amendments to it must be approved by the Board.
- 47 Each director is responsible for review of the effectiveness of this Charter and the operations of the Board and to make recommendations to the Board of any amendments to this Board Charter.

# SCHEDULE 2: CORPORATE CODE OF CONDUCT

## Objectives

- 1 This Code of Conduct has been established by the board of directors (Board) of the Company and applies to all Personnel of the Company. The Company is committed to complying with all applicable laws and regulations and to delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Company. The Company is also committed to acting ethically and responsibly in its dealings with third parties. The Code of Conduct is designed to establish the practices which are necessary to maintain confidence in the Company's integrity.
- 2 In this Code of Conduct, **Personnel** means a director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of the Company or any subsidiary of the Company, if any.
- 3 The objectives of this Code of Conduct are to ensure that:
  - 3.1 high standards of corporate and individual behaviour are observed by all Personnel;
  - 3.2 Personnel are aware of their responsibilities to the Company; and
  - 3.3 all persons dealing with the Company, whether it be Personnel, shareholders, suppliers or competitors, can be guided by the stated values and practices of the Company.
- 4 The Company is committed to complying with this Code of Conduct and requires all Personnel to comply with it. Personnel must comply with both the spirit as well as the letter of all laws and regulations which apply to the Company and the principles of this Code of Conduct. Further, Personnel should always use due care and diligence when fulfilling their role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company.

## Conflicts of Interest

- 5 A conflict of interest occurs when a Personnel's interests interfere, or appear to interfere, with the Company's interests. The Company expects Personnel to act honestly, with high standards of personal integrity and in good faith at all times and, in a manner which is in the best interests of the Company as a whole and that would not negatively affect the Company's reputation.
- 6 Personnel will conduct their personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between the Personnel's personal interests and those of the Company. Personnel (other than directors) must promptly disclose to HR Manager any actual or potential conflict of interest of which they become aware. Directors (executive and non-executive) must promptly disclose to the Board any actual or potential conflict of interest of which they become aware.

## Corporate Opportunities

- 7 Personnel will not:
  - 7.1 take advantage of the property or information of the Company or its customers, their position or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers;
  - 7.2 use the Company's assets and property (including the Company's name) or information for any purposes other than lawful purposes authorised by the Board;
  - 7.3 enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
  - 7.4 disclose any of the Company's information, except where disclosure is permitted or required by the Company's Constitution of association, law or the ASX Listing Rules; or
  - 7.5 offer or accept bribes, inducements, commissions or misuse Company assets and resources.

## Trading in Securities

- 8 Personnel will ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy. The purpose of the Securities Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Personnel trading in securities while in possession of non-public price sensitive information.

## Confidentiality

- 9 Personnel will maintain and protect the confidentiality of the Company's information, except where disclosure is allowed by the Board or is required by law.
- 10 Personnel will not make improper use of any information acquired by virtue of being a Personnel of the Company, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy.

## Responsibilities to key stakeholders

- 11 Personnel will always deal with shareholders, customers, suppliers, competitors and other Personnel in a manner that is lawful, diligent and fair and with honesty, integrity and respect.

## Compliance with applicable laws, regulations and rules

- 12 Personnel will always act in a manner that is compliant with all laws and regulations that apply to the Company and its operations.
- 13 Personnel will act in compliance with this Code of Conduct and the Company's other policies.
- 14 Personnel will not knowingly participate in any illegal or unethical activity.
- 15 Personnel shall report any actual or potential breaches of law, this Code of Conduct or the Company's other policies to the Company's Audit and Risk Committee. If ever in doubt, Personnel should seek advice immediately.

## Employment Practices

- 16 The Company aims to provide a work environment in which all Personnel can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. The Company will from time to time maintain various policies relating to the workplace, including the Company's Diversity Policy. Personnel should familiarise themselves with these policies and ensure that they comply with them.

## Reporting Concerns

- 17 The Company requires all Personnel who become aware of an actual or suspected violation of this Code of Conduct to report to HR Manager (**Reporting Person**). The Company will ensure that Personnel are not disadvantaged in any way for reporting violations of the Code of Conduct or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.
- 18 Upon receipt and investigation of a notification of an actual or suspected violation of this Code of Conduct, the Reporting Person shall escalate the complaint for further investigation or action to the Chief Executive Officer or the Chairperson as appropriate depending on the nature and circumstances of the reported violation.

## Compliance

- 19 The Board is responsible for monitoring compliance with this Code of Conduct. Any queries in relation to this Code of Conduct should be referred to HR Manager.
- 20 Failure by Personnel to comply with this Code of Conduct may result in disciplinary action, including in serious cases, the termination of engagement.

## Review

- 21 This Code of Conduct is subject to annual review by the Board.

# SCHEDULE 3: RISK AND AUDIT COMMITTEE CHARTER

## Objectives

- 1 The Risk and Audit Committee (**Committee**) has been established by the board of directors (**Board**) of the Company pursuant to **article 9.3** of the Constitution..
- 2 The purpose of the Committee is to:
  - 2.1 oversee, review and supervise the Company's risk management framework and promote a risk management culture;
  - 2.2 assist the Board in discharging its responsibilities relative to the financial reporting process, the system of internal control relating to all matters affecting the Company's financial performance and the audit process;
  - 2.3 recommend to the shareholders of the Company to appoint and approve the compensation of the independent registered public accounting firm (external auditor) engaged to audit the Company's financial statements;
  - 2.4 oversee and monitor (i) the integrity of the Company's financial statements, (ii) the independent registered public accounting firm's qualifications, independence and performance, and (iii) the Company's internal accounting and financial controls;
  - 2.5 assist the Board in monitoring compliance with laws and regulations, especially as they relate to financial statements or accounting matters, and the Company's Code of Conduct and Ethics;
  - 2.6 provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board;
  - 2.7 monitor deficiencies in the management of the Company, inter alia, in consultation with the internal auditor, and advise the Board on how to correct the deficiencies;
  - 2.8 decide whether to approve engagements or transactions that require Committee approval under the Corporations Act 2001 (Cth) (**Corporations Act**) (if applicable), and the ASX Listing Rules, relating generally to certain related party transactions;
  - 2.9 meet and receive reports from both the internal auditors and independent registered public accounting firm dealing with matters that arise in connection with their audits;
  - 2.10 assist the Board to adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business; and
  - 2.11 review the adequacy of the Company's insurance policies.

## Authority

- 3 The Committee has authority to:
  - 3.1 conduct or authorise investigations into any matters within its purpose and have direct access to the independent registered public accounting firm as well as anyone in the organization;
  - 3.2 seek external advice or assistance, at the expense of the Company, including the appointment of consultants and independent external advice; and
  - 3.3 seek information and communicate directly with the Company's senior management, advisers, internal auditor (if appointed) and external auditor at any time.
- 4 The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

## Membership

- 5 Members of the Committee shall comprise directors appointed by the Board, as further detailed in Section 6 below.
- 6 The number of members of the Committee shall be a minimum of three directors, all of whom shall, where practicable, be non-executive directors and, a majority of whom should, where practicable, be independent directors.

- 7 All members of the Committee shall be financially literate and the members of the Committee, between them, should have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively.
- 8 The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be an independent non-executive director who is not Chair of the Board.

## Committee Meetings

- 9 The Committee will meet, independently of the independent registered public accounting firm (external auditor), as often as the Committee members deem necessary to discharge its role effectively, but not less than twice a year having regard to the Company's reporting and financial audit cycle.
- 10 The Committee Chair shall convene a meeting of the Committee at any reasonable time or if required to do so by any Committee member or the Board. The internal auditor shall be invited to all Audit Committee meetings. In addition, the internal auditor may request that the Committee Chair convene a meeting to discuss a particular issue, and the Chair shall convene the Committee within a reasonable period of time, if the Chair finds it appropriate to do so.
- 11 A quorum of the Committee will comprise a majority of the members of the Committee, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.
- 12 The Committee, in its discretion, will ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee will meet separately with the Chief Executive Officer and separately with the Chief Financial Officer of the Company at such times as are appropriate to review the financial affairs of the Company.
- 13 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting.
- 14 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.
- 15 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 16 Each member of the Committee will have one vote. The Committee Chair will not have a casting vote. If there is a tied vote, the motion will be referred to the Board for resolution.
- 17 Following each meeting, the Committee Chair will report to the Board, at the next Board meeting, on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
- 18 The Company Secretary shall co-ordinate the timely completion and dispatch of the Committee agenda, minutes and materials for each meeting. The minutes of each Committee meeting will, following preliminary approval by the Committee Chair, be circulated to the Board.

## Responsibilities

- 19 The responsibilities of the Committee are as follows:

### Risk management

- 19.1 consider the overall risk management framework and risk profile and annually review its effectiveness in meeting sound corporate governance principles and keep the Board informed of all significant business risks;
- 19.2 review with management the adequacy of the Company's systems for identifying, managing, and monitoring the key risks to the Company in accordance with the Company's Risk Management Policy;
- 19.3 obtain reports from management on the status of any key risk exposures or incidents;
- 19.4 review the adequacy of the Company's process for managing risk and provide a recommendation to the Board regarding the same in accordance with the Company's Risk Management Policy;
- 19.5 review any incident involving fraud or other break down of the Company's internal controls in accordance with the Company's Risk Management Policy;
- 19.6 review any incident involving any break down of the Company's risk management framework in accordance with the Company's Risk Management Policy;
- 19.7 review the Company's insurance program having regard to the Company's business and the insurable risks associated with its business and inform the Board regarding the same;

- 19.8 review whether the Company has any material exposure to any economic, environmental and social sustainability risks and if so, develop strategies to manage such risks to present to the Board;

### **Financial statements**

- 19.9 review the half-yearly and yearly financial statements and consider whether they are complete, consistent with information known to the Committee, reflect appropriate accounting policies and principles and otherwise provide a true and fair view of the financial position and performance of the Company;
- 19.10 receive and consider in connection with the Company's half-yearly and yearly financial statements letters of representation to the Board in respect of financial reporting and the adequacy and effectiveness of the Company's risk management, internal compliance and control systems and the process and evidence adopted to satisfy those conclusions;
- 19.11 review the financial sections of the Company's Annual Report and related regulatory filings before release and consider the accuracy and completeness of the information;
- 19.12 review with management and the external auditors the results of the audit;
- 19.13 receive from the Company Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively before the Board approves the half-yearly and yearly financial statements;
- 19.14 review, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements;

### **Internal control**

- 19.15 monitoring of corporate risk assessment and the internal controls instituted in accordance with the Company's Risk Management Policy;
- 19.16 review the effectiveness of the Company's internal controls regarding all matters affecting the Company's financial performance and financial reporting, including information technology security and control;
- 19.17 review the scope of internal (if one is appointed) and external auditors' review of internal control, review reports on significant findings and recommendations, together with management's responses, and recommend changes from time to time as appropriate;

### **Internal audit**

- 19.18 review with management and the internal auditor (if one is appointed) the plans and activities of the internal auditor;
- 19.19 meet with the internal auditor (if one is appointed) to review reports and monitor management response;
- 19.20 review the scope and adequacy of the internal audit work plan (if any);
- 19.21 meet separately, at least once a year, to discuss any matters that the Committee or internal auditor (if one is appointed) believes should be discussed privately;
- 19.22 review the objectivity and performance of the internal audit activity (if any);
- 19.23 review the independence of the internal auditors (if any) and their auditing practices;
- 19.24 ensure there are no unjustified restrictions or limitations placed on the internal audit function, and review and concur in the appointment, replacement or dismissal of the internal auditor (if one is appointed);

### **External audit**

- 19.25 establish procedures for the selection, appointment and removal of the external auditor and for the rotation of external audit engagement partners;
- 19.26 review the external auditors' proposed audit scope and approach;
- 19.27 meet with the external auditor to review reports, and meet separately from management, at least once a year, to discuss in that regard any matters that the Committee or auditors believe should be discussed privately;
- 19.28 establish policies as appropriate in regards to the independence, integrity and performance of the external auditor;
- 19.29 review of the independence of the external auditors and the appropriateness of any services provided by them to the Company (if any), outside their statutory role;
- 19.30 for the purpose of removing or appointing external auditors review their performance, including their proposed fees, and if appropriate conduct a tender of the audit. Any subsequent recommendation

following the tender for the appointment of an external auditor will be put to the Board and then if a change is approved it will be put forward to shareholders for their approval;

- 19.31 review any proposal for the external auditor to provide non-audit services and consider whether it might compromise the independence of the external auditor;

### **Compliance**

- 19.32 consider the workplan for Company compliance activities;
- 19.33 obtain regular updates from management regarding compliance matters;
- 19.34 review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance;
- 19.35 review and assess the management process supporting external reporting;
- 19.36 review the findings of any examinations by regulatory agencies and authorities;
- 19.37 review the process for communicating the Code of Conduct and Ethics to Company personnel, and for monitoring compliance with that Code;

### **Reporting responsibilities**

- 19.38 regularly report to the Board about Committee activities, issues, and related recommendations. Such report should include the results of the Committee's:
- 19.38.1 assessment of whether external reporting is consistent with Committee members' information and knowledge and is adequate for the needs of the Company's shareholders;
  - 19.38.2 assessment of the management processes which supports external reporting;
  - 19.38.3 assessment of the Company's corporate reporting processes;
  - 19.38.4 assessment of the appropriateness of the accounting choices made by management in preparing the Company's financial statements;
  - 19.38.5 procedures for the selection and appointment of the Company's external auditor and for the rotation of external audit engagement partners;
  - 19.38.6 recommendations for the appointment or, if necessary, the removal of the external auditor;
  - 19.38.7 assessment of the performance and independence of the Company's external auditor. Where the external auditor provides non-audit services, the report should also state whether the Committee is satisfied that provision of those services has not compromised the auditor's independence;
  - 19.38.8 assessment of the performance and objectivity of the Company's internal audit function;
  - 19.38.9 review of the Company's risk management and internal control systems; and
  - 19.38.10 recommendations for the appointment, or if necessary, the dismissal of the head of internal audit;
- 19.39 provide an open avenue of communication between internal audit, the external auditors and the Board. For the purpose of supporting the independence of their function, the external auditor and the internal auditor (if one is appointed) will have a direct line of reporting access to the Committee;
- 19.40 review any other reports the Company issues that relate to Committee responsibilities;

### **Related party transactions**

- 19.41 review, monitor and approve related party transactions and investments involving the Company and its directors and/or officers, to the extent required under the Corporations Act and other rules;
- 19.42 review and approve all transactions in which the Company is a participant and in which any parties related to the Company (including its executive officers, Directors, beneficial owners of more than 5% (substantial holding) of the Company's shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of the Company) has or will have a direct or indirect material interest;
- 19.43 the Committee should only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Company and its shareholders, after taking into account all available facts and circumstances as the Committee or the Chair of the Company determines in good faith to be necessary. Transactions with related parties or shareholders who have voting power in at least 10% of the Company may also be subject to shareholder approval to the extent required by the ASX Listing Rules;



### Other responsibilities

- 19.44 review the adequacy of external reporting by the Company to meet the needs of shareholders;
- 19.45 review the adequacy of the Company's and its subsidiaries insurance policies;
- 19.46 perform other activities related to this Charter as requested by the Board including where requested by the Board, evaluate, approve and monitor major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- 19.47 institute and oversee special investigations as needed;
- 19.48 confirm annually that all responsibilities outlined in this Charter have been carried out;
- 19.49 evaluate the Committee's and individual members' performance on a regular basis;
- 19.50 establish and maintaining free and open means of communication between the Committee, the Company's internal auditor, the Company's internal audit/financial control department and management with respect to auditing and financial control matters, including providing such parties with appropriate opportunities to meet privately with the Committee; and
- 19.51 perform such additional activities and consider such other matters within the scope of its responsibilities or duties according to applicable law and/or as the Committee and/or the Board deems necessary or appropriate.

## Review of Committee and Committee Charter

- 20 The Committee will review annually its activities and the manner in which it has carried out its responsibilities, and report to the Board on the outcome of the review.
- 21 The Committee will review annually the terms of the Charter. The Committee may recommend to the Board any changes to this Charter. Any amendments to this Charter must be approved by the Board.

## Compensation

- 22 Members of the Committee may receive compensation for their service as Committee members, subject to the provisions of the Corporations Act and the ASX Listing Rules.
- 23 Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as members of the Board or any committee thereof.

## Delegation of Authority

- 24 Subject to the provisions of the Corporations Act, the Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its scheduled meetings.

# SCHEDULE 4: REMUNERATION AND NOMINATION COMMITTEE CHARTER

## Objectives

- 1 The Remuneration and Nomination Committee (Committee) is a committee established by the board of directors (Board) of the Company. The objectives of the Committee are to:
  - 1.1 review and advise the Board on the composition of the Board and its committees;
  - 1.2 advise on the process of recruitment, appointment and re-election of directors;
  - 1.3 review the performance of the Board, the Chairperson, the executive and non-executive directors and other individual members of the Board;
  - 1.4 ensure proper succession plans are in place for consideration by the Board;
  - 1.5 assist the Board with the establishment of remuneration policies and practices for the Company's Chief Executive Officer, senior managers and staff, as well as to ensure director compensation is fair and current;
  - 1.6 evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence; and
  - 1.7 make recommendations to the Board and shareholders accordingly.

## Authority

- 2 The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility, to undertake the specific duties and responsibilities listed below and such other specific duties as the Board from time to time prescribes, subject to the limitations of the *Corporations Act 2001* (Cth) (**Corporations Act**). It is authorised to:
  - 2.1 retain outside counsel, accountants or other experts, at the expense of the Company, to advise the Committee or assist in the conduct of any matter;
  - 2.2 seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or external parties; and
  - 2.3 meet with Company officers, employees, external auditor, internal auditor (if any) or outside counsel, as necessary and without management present.
- 3 The Committee will make recommendations to the Board on all matters requiring a decision from the Board. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- 4 The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall have sole authority to approve the payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee, and other retention terms.
- 5 The Committee may form and delegate authority to subcommittees when appropriate and subject to the Corporations Act.

## Membership

- 6 Members of the Committee shall comprise members of the Board appointed by the Board.
- 7 The number of members of the Committee shall be a minimum of three directors. The Board will annually appoint the members of the Committee and nominate the Chair of the Committee, as soon as practical after the Company's annual meeting of shareholders. The Committee Chair will be an independent director who is not Chair of the Board.

## Committee Meetings

- 8 Meetings shall be held as required but not less than twice per year having regard to the occurrence of Board vacancies and when director and executive remuneration is due for review. Any member of the Committee may request a meeting at any time if they consider it necessary and the Committee may establish its own schedule, which it will provide to the Board in advance. At least once a year the Committee will consider equity compensation plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package to the Company's executive officers.
- 9 A quorum of the Committee will comprise of a majority of the Committee members. However, all members of the Committee are expected to attend and participate in Committee meetings.
- 10 A member of the Committee must not be present for discussions at a Committee meeting on, or vote on a matter regarding, his or her remuneration, election, re-election, or removal.
- 11 If the Committee Chair is absent from a meeting and no acting chair has been appointed, the Committee members present may choose one of them to act as chair for that meeting. A separate chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Committee Chair.
- 12 Non-Committee members may be invited by the Committee Chair to attend meetings of the Committee.
- 13 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and any other person invited by the Committee to attend.
- 14 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution.
- 15 Each member of the Committee will have one vote. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.
- 16 The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.
- 17 Following each meeting, the Committee Chair will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Committee that requires Board approval or action, and provide the Board with sufficient information upon which to make a decision in that regard.
- 18 Minutes of meetings of the Committee will be prepared for approval by the Committee and be circulated to the members of the Board.
- 19 The Company Secretary will provide such assistance as may be required by the Chairperson in relation to preparation of the agenda, minutes or papers for the Committee.

## Responsibilities

- 20 The responsibilities of the Committee are to:

### Remuneration

- 20.1 set and review separately, the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior management. The Committee may take into account the performance review of senior managers when setting and/or reviewing their remuneration;
- 20.2 review all components of the remuneration framework of the Chief Executive Officer and such other senior managers as the Board may from time to time determine. The components may include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, any equity based remuneration, and all other entitlements and benefits arising from their employment. In reviewing and recommending such matters, the Committee shall consider such matters as it deems appropriate, including the Company's financial and operating performance, the alignment of the interests of the executive officers and the Company's shareholders, the performance of the Company's ordinary shares and the Company's ability to attract and retain qualified individuals. The Chief Executive Officer may not be present during voting or deliberations about his or her compensation;
- 20.3 annually review the remuneration policy and all components of the remuneration of the non-executive directors. Such components shall include base fees, supplemental fees for undertaking additional duties, reimbursable expenses, entitlements on retirement from or termination of Board membership, any equity incentives, the process by which any pool of directors' fees which has been approved by shareholders is allocated to directors, and all other benefits and entitlements arising from their directorships;
- 20.4 review the terms of employment contracts for the personnel referred to above;
- 20.5 review the terms of any Company short or long-term incentive plans including any share and option schemes for employees and/or directors. The Committee shall act as Administrator (as defined therein)

of the Company's equity compensation plans (to the extent allowed by applicable law and the relevant plan) and any subsequent employee benefit plans adopted and approved by the Company's Board and shareholders, if appropriate. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board (i) recommend to the Board the granting of share options, restricted shares or restricted share units or share purchase rights to individuals eligible for such grants, and (ii) amend such share options, restricted shares or restricted share units or share purchase rights. The Committee shall also make recommendations to the Board with respect to amendments to the plans, including changes in the number of shares reserved for issuance thereunder;

- 20.6 review the terms of the Company's superannuation and/or pension schemes;
- 20.7 review any gender or other bias in remuneration for directors, senior managers or other employees of the Company;
- 20.8 review succession plans for the Board, Chief Executive Officer and other senior managers;
- 20.9 review such other matters relating to remuneration issues as may be referred to it by the Board;

### **Nomination**

- 20.10 identify and nominate, for the approval of the Board and the Shareholders, candidates to fill Board vacancies as and when they arise, having regard to the desired composition of the Board as stated in the Board Charter;
  - 20.11 evaluate the competencies required of prospective directors (both non-executive and executive) identify those prospective directors and establish their degree of independence;
  - 20.12 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board in accordance with applicable law and to make recommendations to the Board regarding any changes to ensure a diverse range of candidates are selected and any gaps in the skill or experience of the board are identified;
  - 20.13 inform the Board of the names of directors who are retiring in accordance with the provisions of the Company's Constitution of association and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring director. In order to make these recommendations, the Committee will review the retiring director's performance during the period in which the director has been a member of the Board;
  - 20.14 undertake appropriate checks before appointing a person or putting forward to shareholders a new candidate for election, as a director;
  - 20.15 provide shareholders with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships (if any));
  - 20.16 establish with each candidate for a non-executive directorship their commitments outside the Company and the time involved with each, and obtain from each a written statement confirming they are able to dedicate sufficient time to the position;
  - 20.17 propose measurable objectives to assist the Company to achieve gender diversity for adoption by the Board, annually review the Company's progress in meeting each objective and report to the Board on the effectiveness of the objectives and the Company's progress;
  - 20.18 establish and facilitate an induction program for new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board;
  - 20.19 require non-executive directors to inform both the Chair of the Company and the Chair of the Committee before accepting any new directorships;
  - 20.20 identify any specific responsibilities of individual Board members, including the Company's Chair;
  - 20.21 critically review the skills, performance, and effectiveness of the Board, its committees, and its individual members;
  - 20.22 create and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership; and
  - 20.23 such other matters relating to Board nomination or succession issues as may be referred to it by the Board.
- 21 The Committee may make recommendations to the Board in relation to any of the above.

## Review of the Committee

- 22 The Committee will prepare and provide to the Board annually:
  - 22.1 a self-evaluation of its performance against this Charter;
  - 22.2 recommended goals and objectives for the coming year; and
  - 22.3 recommended changes or improvements to this Charter if necessary.
- 23 The Committee, in order to ensure that it is fulfilling its duties to the Company and its shareholders will periodically:
  - 23.1 obtain feedback from the Board on the Committee's performance and implement any agreed actions; and
  - 23.2 provide any information the Board may request to facilitate its review of the Committee's performance.
- 24 The Board shall review the performance of the Committee, at least once per year.

## Reporting Procedures

- 25 After each meeting, the Chairperson will report the Committee's recommendations and findings to the Board.
- 26 The Chairperson will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

## Revisions of this Charter

- 27 The Committee is responsible for reviewing the effectiveness of this Charter and the operations of the Committee. The Committee may recommend to the Board any changes or improvements to this Charter. Any amendments to this Charter must be approved by the Board.

## Compensation

- 28 Members of the Committee may receive compensation for their service as Committee members, subject to the Corporations Act.

# SCHEDULE 5: CONTINUOUS DISCLOSURE POLICY

## Scope

- 1 This Policy applies to all executive and non-executive directors, officers, employees, contractors and consultants of the Company and its subsidiaries from time to time (Personnel).

## Purpose

- 2 The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth).
- 3 ASX Listing Rule 3.1 details the Company's primary continuous disclosure obligations. The Company must immediately notify ASX of information that a reasonable person would expect to have a material effect on the price or value of the Company's securities when the Company becomes aware of the information (i.e. 'materially price sensitive information'), unless the materially price sensitive information falls within the exemptions in ASX Listing Rule 3.1A. In this context, ASX has confirmed in Guidance Note 8 that 'immediately' means 'promptly and without delay.'
- 4 The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.

## Responsibilities of the Board

- 5 The Company's board of directors (**Board**) bears the primary responsibility for the Company's compliance with its continuous disclosure obligations and is therefore responsible for overseeing and implementing this Policy. The Board makes the ultimate decision on whether there is any materially price sensitive information that needs to be disclosed to the ASX. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to the ASX in accordance with the Company's continuous disclosure obligations.
- 6 The Company has appointed the Company Secretary as the Reporting Officer in order to streamline the day-to-day compliance with its continuous disclosure obligations. All directors are required to notify the Reporting Officer if they believe there is materially price sensitive information which requires disclosure to the ASX. All directors are encouraged to approach the Reporting Officer if they have any queries about what information should be disclosed to the ASX.

## Responsibilities of the Company Secretary

- 7 The Company has appointed the Company Secretary as its ASX liaison officer, being the person responsible for communicating with ASX with respect to all Listing Rule matters. The Company Secretary plays an important role in the Company's continuous disclosure compliance program and is responsible for:
  - 7.1 maintaining, and monitoring compliance with this Policy;
  - 7.2 liaising between themselves, the Board and the ASX;
  - 7.3 overseeing and coordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media, and the public;
  - 7.4 coordinating education within the Company about its continuous disclosure obligations and disclosure compliance program;
  - 7.5 review information obtained through the Company's reporting systems to determine whether the information is materially price sensitive information; and
  - 7.6 coordinating the timely dispatch to the Board of all material market announcements promptly after they have been made; and
  - 7.7 providing reports to the board on the effectiveness of the continuous disclosure program.

## Responsibilities of the Authorised Company Spokesperson(s)

- 8 The Company has appointed the Chairperson and Chief Executive Officer, or in their absence their delegate, as authorised spokespersons. The above people are authorised to make any public statement on behalf of or in relation to the Company following approval of such statements by the Board. Such public statements extend to all responses by the Company to enquiries by the media, analysts or shareholders. All enquiries by regulators should be passed on to the Chief Executive Officer.
- 9 There must be no selective disclosure of materially price sensitive information. The spokesperson should not disclose any materially price sensitive information through public statements which has not already been released to the market through the ASX, but may clarify materially price sensitive information which has already been disclosed to the ASX. Prior to making any public statement, the spokesperson should liaise with the Company Secretary regarding the Company's disclosure history to avoid the inadvertent release of materially price sensitive information.
- 10 The Company may authorise other persons from time to time to make public statements in particular circumstances.
- 11 In the event of inadvertent selective disclosure of previously undisclosed materially price sensitive information, the person or persons involved should immediately contact the Company Secretary. The Board will determine as soon as practicable whether there is a need (based on who received the unintentional selective disclosure and the probability of dissemination) to disclose the materially price sensitive information to ASX, or to require that the party to whom the materially price sensitive information was disclosed enter into a written confidentiality agreement.

## Responsibilities of Personnel

- 12 All Personnel are required to comply with this Policy and the Company's continuous disclosure obligations.

## Reporting Obligations

### Information to be reported

- 13 Subject to the exemption in ASX Listing Rule 3.1A, the Company will notify the ASX as soon as it becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities and make all required securities exchange filings. Examples of types of information that could be materially price sensitive information include:
  - 13.1 material acquisitions or divestitures;
  - 13.2 transactions that will lead to a significant change in the nature or scale of the Company's activities;
  - 13.3 a material change in the Company's financial forecast or expected results;
  - 13.4 declaration of a dividend;
  - 13.5 entry into, variation or termination of material agreements, including financing arrangements;
  - 13.6 events triggering material accelerations of, or increases in, financial obligations;
  - 13.7 a material change in accounting policy adopted by the Company;
  - 13.8 a rating applied by a rating agency to the Company or its securities, and any change in such a rating; and
  - 13.9 a significant change in market or regulatory conditions which is likely to have a material effect on the Company's results.
- 14 The above examples are indicative only, and are not exhaustive. Where the Reporting Officer is unsure whether information is materially price sensitive information, it should take a conservative view and report it to, or discuss it with, the Board. The Company's legal advisers should be consulted where the materiality of information or the obligation to disclose is unclear.
- 15 The Company must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgement that the ASX has released the information to the market.
- 16 The Company must release to market any new and substantive investor or analyst presentation ahead of the delivery of the presentation, irrespective of whether the presentation contains material new information required to be disclosed under Listing Rule 3.1. The Company will make the presentation available electronically as soon as it reasonably can.

## Confidential information

- 17 Certain materially price sensitive information does not need to be disclosed if it falls within the scope of the confidentiality exemption in ASX Listing Rule 3.1A. To fall within the exemption, all of the following conditions must be satisfied:
- 17.1 the information falls within one or more the following categories:
    - 17.1.1 it would be a breach of the law to disclose the information;
    - 17.1.2 the information concerns an incomplete proposal or negotiation;
    - 17.1.3 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - 17.1.4 the information is generated for internal management purposes of the Company; or
    - 17.1.5 the information is a trade secret; and
  - 17.2 the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - 17.3 a reasonable person would not expect the information to be disclosed.
- 18 Once the Reporting Officer determines that information is materially price sensitive information, the Board will consider the confidentiality of the matter and bears the sole authority to determine whether a matter should not be disclosed to the ASX on the basis of the confidentiality exemption.
- 19 The Reporting Officer should disclose all materially price sensitive information to the Board and should not make a final assessment whether materially price sensitive information should not be disclosed on the basis of the confidentiality exemption in ASX Listing Rule 3.1A. However, to assist the Board in making these decisions, the Reporting Officer should provide details as to why they consider the information may be confidential for the purpose of ASX Listing Rule 3.1A.
- 20 The Reporting Officer should take all necessary steps to maintain the confidentiality of all potentially confidential information. For example, potentially confidential information should not be disclosed to external parties except on the basis of a written confidentiality undertaking.
- 21 The Company has also put in place a review process which includes verification testing of content and a review and sign-off by management prior to the Board formally approving the release of any public information.
- 22 ASX Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be a false market in the Company's securities, and requests information from the Company to correct or prevent the false market, the Company must give the ASX the information needed to correct or prevent the false market (ie. a false market may cause the exemption to be lost).

## Reporting obligations of the Reporting Officer

- 23 The Reporting Officer has the following reporting obligations in relation to information that potentially requires disclosure:
- 23.1 immediately report all potentially materially price sensitive information to the Board, either in writing or verbally;
  - 23.2 provide sufficient details of all information to allow the Board to form a view as to whether the potentially materially price sensitive information is in fact materially price sensitive and to prepare the appropriate form of disclosure to the ASX, if necessary; and
  - 23.3 state whether the Reporting Officer considers that the information is confidential for the purpose of ASX Listing Rule 3.1A and the reasons for forming that view.
- 24 In addition, the Reporting Officer should provide a formal report to the Board at the end of each month which either provides details of unreported potentially materially price sensitive information regarding their area of responsibility or states that the Reporting Officer is unaware of any unreported potentially materially price sensitive information at that time.



## Dealing with analysts

- 25 The Company must not give analysts or other select groups of market participants any non-public materially price sensitive information at any time, such as during analyst briefings, when responding to analysts' questions or when reviewing draft analyst research reports. The Company may clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst non-public materially price sensitive information (such as correcting market expectations about profit forecasts). Any non-public materially price sensitive information that may be inadvertently disclosed during dealings with analysts should be immediately disclosed to the ASX.
- 26 All information given to analysts at a briefing, such as presentation slides, and any presentation material from public speeches given by Board members or members of management that relate to the Company or its business should also be given to the Company Secretary for immediate release to the ASX and posted on the Company's website. The information must always be released to the ASX before it is presented at an analyst or investor briefing.

## Review of analyst reports

- 27 If requested, the Company may review analyst reports. The Company's policy is that it only reviews these reports to clarify historical information and correct factual inaccuracies (provided this can be achieved using information that has been disclosed to the market generally).
- 28 No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations detailed in the report. The Company communicates this policy whenever asked to review an analyst report.

## Market speculation and rumours

- 29 In general, the Company does not respond to market speculation and rumours except where:
- 29.1 the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure in the ASX Listing Rules no longer applies;
  - 29.2 the ASX formally requests disclosure by the Company on the matter (under ASX Listing Rule 3.1B); or
  - 29.3 the Board considers that it is appropriate to make a disclosure in the circumstances.
- 30 Only authorised spokespersons may make statements on behalf of the Company in relation to market rumours or speculation. Any person within the Company should report market speculation or rumours to the Company Secretary immediately.

## Trading halts

- 31 It may be necessary to request a trading halt from the ASX to maintain orderly trading in the Company's securities and to manage disclosure issues. The Board will make all decisions in relation to trading halts. No Company Personnel is authorised to seek a trading halt except with the approval of the Board.

## Website

- 32 All Company announcements will be posted on the Company's website immediately after they are released to the ASX to provide accessibility to the widest audience.

## Compliance

- 33 Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Personnel. In serious cases, such action may include dismissal or termination of employment or engagement with the Company. Personnel should report all breaches of this Policy by any person to the Company Secretary.

## Review of the Policy

- 34 This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. Personnel should communicate all comments and concerns about this Policy to the Company Secretary.

## Questions

35 For questions about the operation of this Policy, please contact the Company Secretary.

## Definitions

36 In this Policy, the following definitions apply:

**ASX means ASX Limited or the Australian Securities Exchange as the context requires.**

**Reporting Officer means the Company Secretary or other person appointed to this role by the Company from time to time.**

**shareholder includes holders of shares, options or other securities of the Company.**

# SCHEDULE 6: RISK MANAGEMENT POLICY

## Purpose

- 1 The Company considers ongoing risk management to be a core component of the management of the Company. The Company's ability to identify and address risk is central to achieving its corporate objectives.
- 2 This Policy outlines the program implemented by the Company to ensure appropriate risk management within its systems and culture.

## The Risk Management Program

- 3 The Company's risk management program comprises a series of processes, structures and guidelines which assist the Company to identify, assess, monitor and manage its business risk, including any material changes to its risk profile.
- 4 To achieve this, the Company has clearly defined the responsibility and authority of the Board to oversee and manage the risk management program, while conferring responsibility and authority on the Audit and Risk Management Committee to develop and maintain the risk management program in light of the day-to-day needs of the Company. The Audit and Risk Management Committee is governed by the Audit and Risk Management Committee Charter, a copy of which is available on the Company's website.
- 5 Regular communication and review of risk management practice provides the Company with important checks and balances to ensure the efficacy of its risk management program.
- 6 The key elements of the Company's risk management program are detailed below.

## Risk Identification

- 7 In order to identify and assess material business risks, the Company defines risks and prepares risk profiles in light of its business plans and strategies. This involves applying a disciplined process to risk identification, risk assessment and analysis, risk treatment and monitoring and reporting.
- 8 The Company presently focusses on the following types of material risks:
  - 8.1 regulatory and compliance risks;
  - 8.2 reputational risks;
  - 8.3 risks relating to conduct of business; and
  - 8.4 risks relating to intellectual property.

## Responsibilities of the Board

- 9 The Board acknowledges that it is responsible for the overall system of internal control but recognises that no cost effective internal control system will preclude all errors and irregularities.
- 10 The Board has delegated responsibility for reviewing the risk profile including material business risks and reporting on the operation of the internal control system to the Audit and Risk Management Committee. However, the Audit and Risk Management Committee and management may also refer particular risk management issues to the Board for final consideration and direction.
- 11 The Board will review the effectiveness of the Company's risk management framework and internal control system annually to satisfy itself that it continues to be sound and that the entity is operating within the risk appetite set by the Board.

## Responsibilities of the Audit and Risk Management Committee

- 12 The day-to-day oversight and management of the Company's risk management program has been conferred upon the Audit and Risk Management Committee in accordance with the Audit and Risk Management Committee Charter. The Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes and provides regular reports to the Board on these matters. In addition to the risk management responsibilities in its Charter, the role of the Committee is to:
- 12.1 assist the Board to fulfil its oversight responsibilities for the financial reporting process, the system of internal control relating to all matters affecting the Company's financial performance, the audit process;
  - 12.2 develop processes in relation to ensuring understanding and contribution by foreign directors who do not speak the relevant language;
  - 12.3 assist the Board in monitoring compliance with laws and regulations;
  - 12.4 assist the Board to adopt and apply appropriate ethical standards in relation to the management of the Company and the conduct of its business;
  - 12.5 implement, review and supervise the Company's risk management program; and
  - 12.6 review the adequacy of the Company's insurance policies.

## Responsibilities of Management

- 13 The Company's management will be responsible for designing and implementing risk management and internal control systems which identify material risks for the Company and aim to provide the Company with warnings of risks before they escalate. Management must implement the action plans developed to address material business risks across the Company.
- 14 Management should regularly monitor and evaluate the effectiveness of the action plans. In addition, management should promote and monitor the culture of risk management within the Company and compliance with the internal risk control systems and processes. Management should report regularly to the Board regarding the status and effectiveness of the risk management program. Such reporting by Management should include regular exception reporting to the Board as well as to the Audit and Risk Committee regarding instances of control weaknesses or failures resulting in elevated exposure for the Company.
- 15 The Company's management will be responsible for ensuring and disclosing that there are appropriate processes in place to ensure that directors who do not speak the language in which the board or security meetings are held or key documents are written can understand and contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.
- 16 The Company's management will be responsible for ensuring that meetings of security holders are held in Australia at a reasonable place and time.
- 17 The Company's management will be responsible for having and disclosing a whistle blower policy and ensuring that the Board and the Risk and Audit Committee is informed of any material incidents reported under that policy. This policy will be made available on the Company's website.
- 18 The Company's management will be responsible for having and disclosing an anti-bribery and corruption policy and along side the Risk and Audit Committee, ensuring that the Board is aware of any material breaches of that policy. This policy will be made available on the Company's website.

## Review of Risk Management Program

- 19 The Company regularly evaluates the effectiveness of its risk management program to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.
- 20 The division of responsibility between the Board, Audit and Risk Management Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood. The reporting obligations of Audit and Risk Management Committee ensure that the Board is regularly informed of material risk management issues and actions. This is supplemented by the evaluation of the performance of the risk management program.

# SCHEDULE 7: SECURITIES TRADING POLICY

## Scope

- 1 This policy details the Company's policy on dealing by personnel of the Company and its related bodies corporate (**Group**) in:
  - 1.1 Securities of the Company (Company Securities); and
  - 1.2 Securities of other entities.
- 2 This Policy applies to all 'personnel' of the Group, including all directors, officers, employees and contractors.
- 3 If you do not understand any part of this policy, the summary of the law, or how it applies to you, you should raise the matter with the Company Secretary before dealing with any Securities covered by this policy.

## Purpose

- 4 Under Australian legislation, the insider trading laws operate to prohibit people in possession of non-public price sensitive information from dealing in Securities or passing on the information to other people who may deal in Securities.
- 5 Given the restrictions imposed by law, this policy is relevant to all personnel of the Group and their associates. This policy also imposes additional restrictions (described below) on:
  - 5.1 all Directors and officers of the Group including the Managing Director;
  - 5.2 all persons who report directly to the Chief Executive Officer (Senior Executives);
  - 5.3 all employees and contractors of the Group;
  - 5.4 other persons identified by the Company from time to time; and
  - 5.5 'associates' of the above persons. For the purposes of this policy your 'associates' include:
    - 5.5.1 your spouse or partner;
    - 5.5.2 your dependent children;
    - 5.5.3 any trustee of a trust or other fiduciary arrangement under which you, your spouse or partner or your dependent children, is or may be a beneficiary;
    - 5.5.4 any company in which you hold (directly or indirectly) a majority of the shares or otherwise control (directly or indirectly); and
    - 5.5.5 any other entity in which you are a director, secretary or executive officer; and
  - 5.6 other persons identified by the Company from time to time,  
**(Restricted Persons)**.

## Meaning of Securities

- 6 For the purposes of this policy Securities means shares, debentures, options to subscribe for new shares and options over existing shares, warrant contracts and other derivatives relating to the shares.

## Insider Trading Laws

### Prohibition

- 7 If you have any inside information (as defined below in clauses 9 to 11) about the Company (or another relevant entity, such as a company with which the Company is considering a transaction) which is not publicly known, it is a criminal offence for you to:
  - 7.1 trade in the Company Securities (or Securities of the other relevant entity);
  - 7.2 advise or procure another person to trade in the Company Securities (or Securities of the other relevant entity); or
  - 7.3 pass on (directly or indirectly) inside information (as defined below in clauses 9 to 11) to someone else (including colleagues, family or friends) knowing (or where you should have reasonably known) that the other person will, or is likely to, use that information to trade in, or procure someone else to trade in, the Company Securities (or Securities of the other relevant entity).

### Consequences of insider trading

- 8 This offence, called 'insider trading', can subject you to:
  - 8.1 criminal liability including large fines and/or imprisonment;
  - 8.2 a civil penalty; and
  - 8.3 civil liability, which may include being sued for any loss suffered as a result of illegal trading.

### Inside information

- 9 'Inside information' is information that:
  - 9.1 is not generally available; and
  - 9.2 if it were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities or on a decision to buy or sell Company Securities.
- 10 The financial impact of the information is important, but strategic and other implications can be equally important in determining whether information is inside information. The definition of information is broad enough to include rumours, matters of supposition, intentions of a person (including the Company) and information which is insufficiently definite to warrant disclosure to the public.
- 11 Importantly, you need not be an 'insider' to come across inside information. That is, it does not matter how you come to know the inside information (for example, you could learn it in the course of carrying out your responsibilities or in passing in the corridor or in a lift or at a dinner party).

### Insider trading is prohibited at all times

- 12 If you possess inside information, you must not buy or sell the Company Securities, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.
- 13 The prohibition on insider trading applies not only to information concerning the Company Securities. If a person has inside information in relation to Securities of another company, that person must not deal in those Securities.
- 14 The insider trading prohibitions apply even when a trade falls within an exclusion to the restrictions on trading detailed in this policy if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

### Confidential Information

- 15 Related to the above, personnel also have a duty of confidentiality to the Company. You 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 yourself.

## Trading restrictions imposed by this policy

### Additional restrictions

- 16 Additional restrictions (described below) on trading the Company Securities apply to Restricted Persons (as defined above). The additional restrictions in this policy do not prohibit Restricted Persons from acquiring the Securities under a Company dividend reinvestment plan or an employee equity plan, if either plan exists (however, the additional restrictions will apply to any subsequent trading of the Company Securities acquired under those plans).
- 17 It is important to note that although the additional restrictions do not apply to a Restricted Person's participation in a dividend reinvestment plan or an employee equity plan, a Restricted Person must not make an election to participate or cease participation in a dividend reinvestment plan or employee share plan if they are in possession of 'inside information.'

### Reasons for additional restrictions

- 18 Restricted Persons are in positions where it may be assumed that they may come into possession of inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if a Restricted Person has no actual inside information at the time). This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise due to trading by Restricted Persons in Securities.

### Trading windows

- 19 Restricted Persons may, subject to the prior clearance requirements in clauses 22 to 25, deal in the Company's Securities as a matter of course (unless there is in existence price sensitive information that has not been disclosed as a result of the Company's reliance on an exception under the Listing Rules of the Australian Securities Exchange (**ASX**)) in the following periods:
  - 19.1 20 business days beginning on the first trading day after the Company's annual results are released to ASX;
  - 19.2 20 business days beginning on the first trading day after the Company's half year results are released to ASX;
  - 19.3 20 business beginning on the first trading day after the Company's Annual General Meeting; and
  - 19.4 any other period as the board of directors of the Company may decide.
- 20 All other periods are prohibited periods (i.e. when dealing in Company Securities is prohibited), unless otherwise permitted by this policy.
- 21 The Board may also impose an ad hoc prohibited period during a trading window specified above.

## Clearance procedures

- 22** If a Restricted Person proposes to deal in the Company's Securities at any time, they must first:
- 22.1 obtain prior written clearance to deal in the Company's Securities from the relevant authorising officer noted in the table below (Authorising Officer); and/or
  - 22.2 provide prior written notice of their intention to deal in Company Securities to the relevant person noted in the table below; and
  - 22.3 provide confirmation to the relevant person(s) noted in the table below that they are not in possession of 'inside information',  
at least two trading days before the proposed dealing.

| Restricted Person  | Authorising Officer   | Prior notification to the Company Secretary and Board |
|--|---|---|
| Chair of the Board   | Chair of the Risk and Audit Committee                           | Yes   |
| Other Directors (including Chief Executive Officer)                              | Chair of the Board  | Yes   |
| Senior Executives, and other persons identified by the Company from time to time | Chair of the Board  | Yes   |
| Employees  | Not applicable - authorisation not required (notification only) | Yes   |

- 23** If granted, trading consent is only valid for a period of five trading days after notification of approval, or such other period notified by the Authorising Officer to the Restricted Person. Trading consent is automatically deemed to be withdrawn if the person becomes aware of inside information prior to trading.
- 24** Any approval to trade can be given, withdrawn or refused by the Company in its discretion without giving any reasons. A decision to refuse approval is final and binding on the person seeking the approval. If approval to trade Company Securities is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone. Any approval to trade under this policy is not an endorsement from the Company and the person doing the trade is individually responsible for their investment decisions and their compliance with insider trading laws.
- 25** The insider trading prohibitions apply even when a trade is permitted under this clause if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

## Requirements after trading

- 26** Once a Restricted Person has completed a trade in the Company Securities, the Authorising Officer described in clauses 22 to 25, must be:
- 26.1 advised that the trade has been completed and attach the trade confirmation (which may occur via email); and
  - 26.2 in the case of Directors, provided with sufficient information to enable the Company to comply with its ASX reporting obligations (including date, price, volume and whether the change occurred during a period outside a trading window and if so, whether written clearance was provided). This information must be provided to ASX as soon as reasonably practicable and in any event no later than three business days after the date of the change.

## No speculative short term trading

- 27** Restricted Persons should not trade in the Company's Securities on a short term basis or for speculative trading gain.



## No hedging

- 28** A Restricted Person must not, without prior written approval by the Authorising Officer specified in clauses 22 to 25, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's Securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's Securities.
- 29** This provision includes engaging in hedging or other arrangements that would have the effect of limiting the economic risk in connection with Company Securities including Securities which are unvested, subject to a holding lock or issued pursuant to an equity based remuneration scheme.

## Permitted dealings

- 30** Certain types of dealing are excluded from the operation of this policy and may be undertaken at any time (subject to complying with the insider trading prohibitions outlined above in section 4.4), including the following (and any other permitted dealings as approved by the Board from time to time and notified to Restricted Persons):
- 30.1** employee incentive schemes – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities or exercising an option or right under an employee incentive scheme subject to the terms of the relevant employee incentive scheme. However, the additional restrictions will apply to any subsequent trading of Securities acquired under an employee incentive scheme and the Restricted Person must make an election to participate or cease participation in an employee incentive scheme when they are not in possession of inside information;
  - 30.2** dividend reinvestment plan – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Securities under a dividend reinvestment plan. However, the additional restrictions will apply to any subsequent trading of Securities acquired under a dividend reinvestment plan and the Restricted Person must make an election to participate or cease participation in a dividend reinvestment plan when they are not in possession of inside information;
  - 30.3** rights offers, share purchase plans and buy-backs (or other pro-rata/generalised offers) – trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security plan purchase and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by 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;
  - 30.4** third party discretion – an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Securities) where the assets of the fund or other scheme are invested at the discretion of a third party; and
  - 30.5** disposal under margin lending arrangement – an involuntary disposal of securities that results from a margin lender or financier exercising its rights under a margin lending or other secured financing arrangement that has previously been approved in accordance with this policy.

## Exceptional circumstances

- 31 If a Restricted Person needs to deal in the Company's Securities due to exceptional circumstances but such dealing would breach this policy, the Restricted Person must apply to the Authorising Officer specified in clauses 22 to 25 for a waiver from compliance with the provisions in clauses 22 to 25 or 27.
- 32 Exceptional circumstances include severe financial hardship, compulsion by a court order or any other circumstances that are deemed exceptional by the person described in clauses 22 to 25.
- 33 The Restricted Person seeking a waiver under this clause must apply in writing (which may include an application via email) to the person specified in clauses 22 to 25:
  - 33.1 setting out the circumstances of the proposed dealing (including an explanation as to the severe financial hardship or circumstances that are otherwise exceptional) and the reason the waiver is requested; and
  - 33.2 provide confirmation to the relevant person(s) that they are not in possession of 'inside information'.
- 34 A waiver will only be granted if the Restricted Person's application is accompanied by sufficient evidence (in the opinion of the person specified in clauses 22 to 25) that the dealing of the relevant Securities is the most reasonable course of action available in the circumstances.
- 35 If a waiver is granted, the Restricted Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the waiver to deal in Securities will be five trading days or such other period notified by the Authorising Officer to the Restricted Person.
- 36 Unless otherwise specified in the notice, any dealing permitted under this clause must comply with the other clauses of this policy (to the extent applicable). The insider trading prohibitions apply even when a trade falls within this clause 36 if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

## Breaches of this policy

- 37 Strict compliance with this policy is a condition of employment or engagement by the Company. Breaches of this policy will be regarded as serious misconduct and may lead to disciplinary action, which may include termination of employment or engagement by the Company.

## Business Unit policies

- 38 Dealing in Securities or communicating information may also be subject to Business Unit policies relating to personal dealing, insider trading, conflicts of interest or similar.
- 39 You must also comply with the requirements of those policies in addition to the requirements in this policy. Please contact Risk and Compliance for further information.

## Further Information

- 40 For more information about this policy, contact the Company Secretary.

# SCHEDULE 8: DIVERSITY POLICY

## Scope

- 1 This diversity policy applies to the Company's board of directors (Board), officers and employees (Personnel).

## Purpose

- 2 The Company has a strong commitment to diversity and recognises the value of attracting and retaining Personnel with different backgrounds, knowledge, experiences and abilities. The Company recognises that diversity not only encompasses gender but extends to age, ethnicity, religious or cultural background, language, marital or family status, and disability. Diversity contributes to the Company's business success and benefits individuals, clients, teams, shareholders and stakeholders.
- 3 Our business policies, practices and behaviours promote diversity and equal opportunity and create an environment where individual differences are valued and all Personnel have the opportunity to realise their potential and contribute to the Company's success.

## What is Diversity?

- 4 Diversity recognises and values the contribution of people with differences in background, experience and perspectives. At the Company, diversity means:
  - 4.1 an inclusive workplace that embraces individual differences;
  - 4.2 a workplace that is free from discriminatory behaviours and business practices including discrimination, harassment, bullying, victimisation and vilification;
  - 4.3 equitable frameworks and policies, processes and practices that limit potential unconscious bias;
  - 4.4 equal employment opportunities based on capability and performance;
  - 4.5 awareness of the different needs of employees;
  - 4.6 the provision of flexible work practices and policies to support employees; and
  - 4.7 attraction and retention of a diverse range of talented people.
- 5 The Company aspires to achieve the objectives in this policy and aims to embed a strong diversity framework within its systems and culture.

## Board's Responsibilities

- 6 The Board is responsible for designing and overseeing the implementation of this diversity policy.
- 7 The directors of the Company will be responsible for promoting diversity within the Company's culture and monitoring the effectiveness of this diversity policy. The Company recognises that it needs to provide management with appropriate guidance in order to foster a value for diversity within its management culture. To achieve this, the Company is committed to providing its management with the appropriate training and resources to understand the benefits of diversity in recruitment strategies and day-to-day management strategies. The Board will also be required to develop initiatives that will promote and achieve diversity goals.
- 8 The Board will disclose at the end of each reporting period the measurable objectives for achieving gender diversity as set by the Board and the Remuneration and Nomination Committee in accordance with the diversity policy.
- 9 The Company will make the policy or a summary of it available on its website.

## Remuneration and Nomination Committee's Responsibilities

- 10 The Remuneration and Nomination Committee (if any) is responsible for reviewing this diversity policy and will provide the Board with an annual report on the status of diversity within the Company and the effectiveness of the measurable objectives for achieving gender diversity.

## Personnel's Responsibilities

- 11 All Personnel are required to act in a manner that supports diversity within the workplace and promotes the objectives set out in this diversity policy. Employees are encouraged to provide feedback to management regarding programs or initiatives which will improve the Company's approach to diversity and inclusion in the workplace.

## Measureable objectives

- 12 The Company recognises that gender diversity amongst its Personnel:
- 12.1 broadens the pool of high-quality directors and employees;
  - 12.2 is likely to support employee retention;
  - 12.3 is likely to encourage greater innovation by drawing on different perspectives;
  - 12.4 is a socially and economically responsible governance practice; and
  - 12.5 will improve the Company's corporate reputation.
- 13 Subject to the size and operations of the Company, the Board may adopt measureable objectives to assist the Company to achieve gender diversity and review the Company's progress in meeting these objectives and the effectiveness of these objectives each year.
- 14 The Remuneration and Nomination Committee (if applicable) is responsible for:
- 14.1 recommending such measureable objectives to the Board in light of the Company's general selection policy for Personnel; and
  - 14.2 reporting to the Board on the Company's progress towards achieving its measurable objectives each year. This report will include a review of the relative proportions of men and women at all levels in the organisation.

# SCHEDULE 9: SHAREHOLDER COMMUNICATIONS POLICY

## Purpose

- 1 The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. To achieve this, the Company communicates with shareholders through a range of forums and publications.
- 2 The reference to **shareholder** in this Policy includes holders of shares, options and other securities of the Company.

## Electronic and Written communications

- 3 The Company aims to ensure that its Annual Report provides shareholders with a good understanding of the Company's activities, performance and position for the previous financial year.
- 4 Shareholders can elect to receive an electronic copy or a hard copy of the Annual Report. The Company encourages shareholders to support its commitment to the environment by electing to receive the Annual Report and other communications electronically by registering their email address with the Company's share registry.
- 5 As detailed in its Continuous Disclosure Policy, the Company is committed to complying with, and taking a proactive approach to, its continuous disclosure obligations. This extends to promptly providing all applicable securities regulators (including the ASX), with all necessary information and communications for publication on the ASX website.
- 6 The Company aims to provide shareholders with comprehensive and timely access to Company documents and releases through its website. The Company's website will include:
  - 6.1 copies of the Company's Constitution of association, Board and committee charters and key corporate governance policies;
  - 6.2 copies of all material information lodged with the ASX and any other applicable securities regulators and securities exchanges;
  - 6.3 copies of all announcements, briefings and speeches made to the market, analysts or the media;
  - 6.4 the last three years of press releases or announcements made by the Company;
  - 6.5 the last three years of financial data for the Company;
  - 6.6 the full text of notices of shareholder meetings and explanatory material;
  - 6.7 the Company's Annual Reports for the last three financial years;
  - 6.8 the names, photographs and brief biographical information for each of the Company's directors and senior executives;
  - 6.9 webcasts (as and when available);
  - 6.10 presentations provided to financial analysts; and
  - 6.11 advanced notice of all open briefings to institutional investors and analysts, including presentation materials.
- 7 Other information and updates may be provided to shareholders via periodic mail-outs. In addition, the Company allows shareholders to elect to receive email communications where appropriate.

## Shareholder Participation

- 8 The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website at [www.hiremii.com](http://www.hiremii.com)
- 9 The Company's board of directors encourages all shareholders to attend and participate in the Company's annual meeting of shareholders.
- 10 The Company's external auditor will attend the Company's annual meeting and will be available to answer questions from shareholders about the conduct of the audit and preparation of the auditor's report.

## Share Registry and Contact Details

11 Shareholders who wish to update personal or contact information, elect to receive communications electronically, or wish to ask a question related to their shareholding in the Company should contact their broker or the Company's share registry, Automic Registry Services.

12 The contact details are:

**email:** [hello@automic.com.au](mailto:hello@automic.com.au)

**telephone:** 1300 288 664 & 08 9324 2099

**post:** Level 2, 267 St Georges Terrace, Perth WA 6000

**website:** [automicgroup.com.au](http://automicgroup.com.au)

# SCHEDULE 10: ANTI-BRIBERY AND CORRUPTION POLICY

## Applicability

- 1 A reference to Hiremii in this Policy is a reference to Hiremii Limited ACN 642 994 214 (Company) and each of its child entities.
- 2 This Policy applies to all directors, officers, employees, consultants and contractors of the Hiremii (Personnel).
- 3 This Policy will also apply to agents, third parties and other representatives engaged by the Hiremii to represent its interests or perform services for the Company (Representatives).
- 4 Hiremii expects all its Personnel and Representatives to comply with both the letter and spirit of the laws that govern Hiremii's operations worldwide and with Hiremii policy, and particularly this Policy.
- 5 Each person to whom this Policy applies:
  - 5.1 will be given access to this Policy via the Company's website;
  - 5.2 will be provided with and must attend training and awareness sessions on this Policy;
  - 5.3 must cooperate with any investigation initiated pursuant to this Policy; and
  - 5.4 must report matters of concern in accordance with Hiremii's Whistleblower Policy.
- 6 Adherence to this Policy is a condition of employment or engagement by, or association with, Hiremii.

## Purpose

- 7 Hiremii is committed to ensuring that its corporate culture, in all its offices and operations worldwide, discourages fraudulent and corrupt conduct. Hiremii reserves the right to take disciplinary action, including immediately terminating the employment or engagement of any Personnel, or its association with any Representative, who seeks to illegitimately influence any public official in the exercise of his or her official duties or is involved in any fraudulent or corrupt behaviour.
- 8 The purpose of this Policy is to educate and inform Personnel and Representatives about Hiremii's commitment to anti-corruption and bribery requirements arising from anti-bribery and corruption laws and the various laws prohibiting fraudulent and corrupt behaviour more generally. This Policy is intended to be a common-sense guide to enable Personnel and Representatives to understand and comply with their obligations under these laws.
- 9 This Policy is designed to ensure that Hiremii delivers on its commitment to fostering an anti-corruption culture, but it does not create any rights in any person including any employee, customer, suppliers, competitor, shareholder or other stakeholder.
- 10 This Policy is for the protection of not only Hiremii, but also Personnel and Representatives. Training and awareness sessions on this Policy will be provided to Personnel and Representatives as required and to the level appropriate to them.
- 11 If any Personnel or Representative to whom this Policy applies does not understand any part of this Policy, or how it applies to them, they should contact the Company Secretary located in the Company's office in Perth, Western Australia. Ultimately it is the individual's responsibility to make sure that none of their behaviour or conduct constitutes, or could be seen to constitute, bribery or corruption. This Policy applies in addition to, and not to the exclusion of, Hiremii's other policies and procedures including its Code of Conduct and Whistleblower Policy.
- 12 Hiremii will communicate this Policy to its stakeholders and the wider community by publishing it on the 'Corporate Governance' page of its website.

## What is bribery and corruption?

- 13 A bribe is an inducement or reward offered, promised or provided to gain any commercial, contractual, regulatory or personal advantage. Bribery includes the giving of benefits (such as making payments, giving a gift or a favour) to influence an individual or organisation to award business opportunities to Hiremii or to make business decisions in Hiremii's favour.
- 14 Corruption is the abuse of entrusted power for private gain.

## No bribes policy

- 15 It is Hiremii's policy to conduct all its business in an honest and ethical manner. Hiremii takes a zero-tolerance approach to bribery and corruption, and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates.
- 16 Notwithstanding laws to the contrary, the fact that bribery and corruption may be tolerated or encouraged in some of the countries in which Hiremii operates does not affect Hiremii's commitment to best business practice. Hiremii will make every effort to ensure that it adheres to the laws and regulations which govern its operations, including the Criminal Code Act 1995 (Cth) (Australian Criminal Code) and other laws applicable to Hiremii prohibiting foreign and domestic bribery and fraudulent conduct (Bribery Laws).
- 17 Accordingly, Hiremii prohibits bribery and corruption in any form, whether direct or indirect and no Personnel or Representative should commit, be a party to or be involved in any bribery or corruption. The use of Hiremii funds or assets, either directly or indirectly, for any bribe, kickback or payoff is strictly prohibited.
- 18 The payment of normal discounts and allowances, commissions, fees, entertainment expenses, expenses for normal sale promotion activity and services, expenses related to a contract with a foreign country and other customary payments or courtesies in the ordinary course of business should only be made in accordance with this Policy.

## 5 Facilitation Payments

- 19 Facilitation payments are a form of bribery made for the purpose of expediting or securing the performance by a public official of a routine government action of a minor nature that is part of the public official's duties or functions.
- 20 A "routine government action" is an action which is ordinarily and commonly performed by a public official and does not involve a decision about whether to award new business, whether to continue to do business, or the terms of that business, or encouraging someone to make such a decision. Examples of routine government actions include:
  - 20.1 granting a permit, licence or other official document that qualifies a person to do business in a foreign country;
  - 20.2 processing government papers such as a visa or work permit;
  - 20.3 providing services normally offered to the public, such as police protection, mail collection or delivery, telecommunication services and power and water supply;
  - 20.4 scheduling inspections associated with contract performance or related to the transit of goods;
  - 20.5 loading and unloading cargo; and
  - 20.6 protecting perishable products, or commodities, from deterioration.
- 21 Facilitation payments, whether legal or not in a country, are prohibited under the Policy.

## Gifts and hospitality

- 22 Reasonable gifts and hospitality will not violate the principles set out in this Policy unless they are made with the intention of obtaining or retaining business or a business advantage that is not legitimately due.
- 23 Gifts and hospitality can take many forms. A gift can be a payment, payment in kind (which includes the provision of goods or services), personal favour or anything of value given or received where the recipient does not pay fair market value. Hospitality is providing entertainment or enjoyment where a Personnel or Representatives accompanies the person. It is anything of real value to the recipient. Accepting or offering gifts or hospitality of moderate value is acceptable in situations where it is legal and in accordance with Hiremii's best business practice.
- 24 Personnel and Representatives must not give or accept gifts of any kind that could be reasonably regarded as unduly influencing the recipient or creating a business obligation on the part of the recipient. Advice may always be sought by the CEO (or equivalent) by referral to Hiremii's lawyers if necessary.
- 25 It is essential that all Personnel and Representatives comply with Hiremii policy in relation to gifts and hospitality, and that they be seen to comply with Hiremii's policies and the laws and regulations that govern Hiremii.
- 26 When deciding whether it is appropriate to give or accept a particular gift or hospitality, a number of issues must be considered include:
  - 26.1 The monetary value – is the gift of hospitality excessive or expensive? If so, the gift should not be given or accepted;



- 26.2 the timing of the gift or hospitality, irrespective of its value - are there any negotiations or contracts being settled? If the giving or receipt of a gift or hospitality coincides with an important business decision, the gift or hospitality should not be given or accepted;
- 26.3 the outside impression conveyed by giving or accepting the gift or hospitality – if there may be an impression formed by a third party that there is an improper connection between any gift or hospitality and a particular business opportunity, then the gift or hospitality should not be given or accepted; and
- 26.4 the type of gift - certain gifts should never be given or accepted.

## Examples of appropriate gifts

- 27 Flowers, chocolates, merchandise bearing Hiremii's logo (hats/t-shirts/umbrellas) or small amounts of inexpensive wine.

## Examples of inappropriate gifts

- 28 Cash, vouchers, controlled substances, expensive jewellery, first class airline tickets, holidays, electronic goods, expensive wine or extravagant purchases of any description.
- 29 The above examples are not exhaustive lists.
- 30 If a person can, without hesitation, acknowledge and justify the giving and receiving of a gift or hospitality and its size and nature in a public forum without any adverse impact on the Company's reputation then and only then is it a gift or hospitality within the culture of the host country.
- 31 To quote a US Supreme Court judge, Justice Noonan 'a gift can be disclosed, a bribe needs to be concealed'.
- 32 Reporting and Record keeping
  - 32.1 Personnel and Representatives must declare all gifts and hospitality provided, offered or received that are valued at \$200 or more to the Company Secretary as soon as possible after the event takes place, but within five business days of receiving or being offered or receiving (whichever is the earlier) the gift or hospitality.
  - 32.2 Personnel and Representatives must disclose to the Chairman of all gifts or hospitality provided, offered or received which are valued at more than \$400 before they are provided or offered/received (whichever is the earlier) with the exception of:
    - 32.2.1 working/business lunches;
    - 32.2.2 work related conferences; and
    - 32.2.3 invitations to networking events.
- 33 The Chairman may require that a gift or hospitality is declined, donated or returned.

## Charitable contributions and sponsorships

- 34 Hiremii does not make charitable contributions or enter into sponsorship arrangements that could be perceived as a way of obtaining or retaining an improper advantage for the benefit of Hiremii, or any other person.
- 35 Donations must be solely for charitable and community purposes and sponsorships for business promotion purposes.
- 36 Any charitable contributions and sponsorships must be permitted by law, must be authorised by the CEO (or equivalent) in writing and not provided to individuals or organisations that are linked to a political cause (as defined in section 8 of this Policy).
- 37 Risk based due diligence should be conducted, as appropriate, on the recipients of any charitable contributions or sponsorships and all benefits to be provided to the recipients should be documented in a written agreement. Hiremii will disclose all its charitable contributions and sponsorship arrangements.

## Political contributions

- 38 Hiremii does not make any political contribution in any country.
- 39 A political contribution is a contribution, whether financial or in-kind, support a political cause. A political cause includes political parties, party affiliated organisations, party officers and political candidates.

- 40 If Personnel or Representatives wish to participate in any event or activity for a political cause, they must first obtain the written approval of the CEO (or equivalent). If approval is given, participation is conditional on it being made clear that it is in the person's personal capacity (and not as a representative of Hiremii), and the participant must use their own time and money to participate in the event or activity.

## Internal controls and record keeping

### 41 Internal controls

Hiremii will establish and maintain effective systems of internal controls to counter bribery and corruption. These internal controls will comprise financial and organisational checks and balances over Hiremii's accounting and record keeping practice and other business processes related to its anti-bribery and anti-corruption policies and procedures. The system will be reviewed to ensure that it remains effective.

### 42 Integrity of record keeping and accounts

- 43 Hiremii is committed to maintaining the integrity of all company books and records so that they provide an accurate account of all transactions. The integrity of records is essential for maintaining stakeholder confidence and ensuring compliance with the laws that apply to Hiremii, including the Australian Corporations Act 2001 (Cth).

- 44 The Australian Criminal Code contains false accounting laws. These are in addition to other Commonwealth, State and Territory laws dealing with false accounting. It is an offence for a company or individual to intentionally conceal illegitimate payments by making, altering or destroying accounting records, or by failing to make or alter accounting records that are required by law to be made or altered. The relevant intention is one to facilitate, conceal or disguise the giving or receiving of a benefit that is not legitimately due, or a loss not legitimately incurred. There is another offence where the person is reckless about those matters that is aware of a substantial risk that their conduct would result in the outcomes described. These laws are sufficiently broad to capture not only false accounting connected with foreign bribery, but also false accounting practices connected with domestic bribery offences.

- 45 It is Hiremii's policy that all books and records be kept so that they fully and fairly reflect all receipts and expenditures by Hiremii such that:

- 45.1 no numbered or secret account or undisclosed or unrecorded funds or asset of the Company shall be maintained or established for any purpose;
- 45.2 no false or artificial entries shall be made in the books and records of the Company for any reason and no employee shall engage in any arrangement that results in such prohibited act; and
- 45.3 no transaction shall be effected, and no payment shall be approved or made, on behalf of the Company with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

## Reporting violations

- 46 To be effective, this Policy relies on Personnel and Representatives raising concerns and reporting suspected violations as early as possible.
- 47 Hiremii encourages Personnel and Representatives to notify the Whistleblower Officer in accordance with the procedures set out in the Whistleblower Policy (available on the Company's website), of potential or suspected violations of:
- 47.1 legal or regulatory requirements;
  - 47.2 company policy as set out in the Code of Conduct or this Policy;
  - 47.3 internal policy relating to accounting standards and disclosures;
  - 47.4 internal accounting controls; or
  - 47.5 matters related to the internal or external audit of Hiremii's financial statements.

- 48 The Whistleblower Officer's contact details are as follows:

**Mr Conor O'Brien Director**

**99/101 Francis Street**

**Northbridge WA 6003**

**Australia**

**Tel: + 61 8 9389 2800**

**Email: [conor.obrien@Hiremii.com](mailto:conor.obrien@Hiremii.com)**

- 49 If the matter concerns the Whistleblower Officer, or a person is not comfortable contacting the Whistleblower Officer, they should contact another Board member.
- 50 Hiremii is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report in good faith are treated fairly and do not suffer any detriment.
- 51 This commitment by Hiremii:
- 51.1 provides a strong indicator that Hiremii is committed to and complies with its legal and ethical obligations;
  - 51.2 enables individuals to feel that Hiremii is properly addressing their concerns; and
  - 51.3 ensures that persons are not penalised for fulfilling their obligation to ensure that Hiremii's conduct meets its policies on compliance and ethics.
- 52 Upon receipt of a complaint alleging a violation, the Whistleblower Officer will follow the investigation procedure set out in the Whistleblower Policy. Any findings of non-compliance with Hiremii policy or regulatory non-compliance will be reported the Board via the Chairman. The Board is responsible for ensuring that the appropriate corrective action is taken which may include: dismissal of Personnel, cancelling of contracts with Representatives, and reporting the alleged violation to the appropriate governmental and law enforcement agencies.

## Consequences of breach

- 53 Hiremii is committed to building and maintaining a reputation for integrity and honesty. This reputation depends on its Personnel and Representatives complying with the law.
- 54 Hiremii expects the highest standards of ethical conduct from all its Personnel and, Representatives, regardless of their position in, or relationship with, Hiremii. Hiremii requires adherence to both the letter and the spirit of all laws and regulations that govern Hiremii. Adherence is a term of employment or association with Hiremii. Violation of the law by any Personnel or Representative will be regarded as serious misconduct, which may be subject to disciplinary action including termination of employment or association with Hiremii.
- 55 Personnel and Representatives are responsible for ensuring that their actions do not violate the law. If any Personnel or Representative is directed to do something which they believe to be unlawful, they are expected to report the incident to the Whistleblower Officer in accordance with this Policy and the Whistleblower Policy. All complaints and reports will be treated confidentially and no retaliation against a person making a report will be tolerated.
- 56 Hiremii managers are responsible for their own individual behaviour. To an extent, they are also accountable for the actions of Hiremii employees that report to them. Each manager is responsible for ensuring that the employees who report to them are aware of Hiremii policy as set out in this Policy document and the Code of Conduct. Managers should ensure that new employees attend relevant training sessions to ensure that they understand Hiremii policy. Managers should report any violations of the principles set out in this Policy or the Code of Conduct generally to the Whistleblower Officer.
- 57 Hiremii will, through its directors and senior management, endeavour to maintain a work environment where frank and open discussion is encouraged and expected, without fear of retribution. Hiremii will ensure that any allegations of violation of any laws that apply to Hiremii will be treated confidentially, investigated thoroughly and dealt with appropriately in accordance with the procedures set out in this Policy and the Whistleblower Policy.
- 58 All Personnel and Representatives are required to understand and comply with the laws that apply to Hiremii, including the foreign bribery laws and Bribery Laws.

## Review of this Policy and responsibilities

### 59 Board

The Board has approved this Policy, and the oversight of this Policy is the responsibility of the Board. The Board will review this Policy at least annually, and make any necessary amendments.

The Board is responsible for:

- 59.1 approving, reviewing and amending this Policy, as required;
- 59.2 implementing this Policy in all Hiremii entities, and using its influence to encourage equivalent policies in other entities which it has a significant investment or with which it has a significant business relationship;
- 59.3 monitoring the effectiveness of this Policy;
- 59.4 providing leadership, guidance, and advice to promote compliance with this Policy; and
- 59.5 ensuring effective reporting, escalation and resolution of bribery and corruption compliance issues.

### 60 CEO and senior management

The CEO (or equivalent) and other members of senior management are responsible for:

- 60.1 providing leadership, guidance, and advice to promote compliance with this Policy;
- 60.2 designing and implementing training and awareness programs on this Policy;
- 60.3 ensuring effective reporting, escalation and resolution of bribery and corruption compliance issues; and
- 60.4 reporting to the Board as appropriate.

### 61 Company Secretary

The Company Secretary is responsible for:

- 61.1 maintaining a gifts and hospitality register, and reporting to the Board about any gifts or hospitality provided or received (as required to be reported under this Policy) at each Board meeting; and
- 61.2 maintaining accurate records of all information provided to the Company Secretary under this Policy, including details of any breaches of this Policy or questions about this Policy that are received.

# SCHEDULE 11: WHISTLEBLOWER POLICY

## Applicability

- 1 A reference to Hiremii in this policy is a reference to Hiremii Limited ACN 642 994 214 (Company) and each of its child entities. This policy applies to all directors, officers, employees, consultants and contractors of Hiremii (Personnel). This policy also applies, as far as is reasonably achievable, to Hiremii's service providers, suppliers and third-party contractors (Third Parties). Any of these persons making a report under this policy are referred to as a whistleblower.
- 2 All Personnel and any Third Parties will be provided with access to a copy of this policy via the Company's website. Training or awareness sessions on this policy will be held from time to time, as required.

## Purpose

- 3 As set out in the Hiremii's Code of Conduct, directors, officers, employees, consultants and contractors of Hiremii are expected to not only act in compliance with legal obligations, but also act ethically and responsibly, which involves acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community.
- 4 The purpose of this policy is to encourage the persons to whom the policy applies to raise any concerns or report instances of any potential breach of law, any violations (or suspected violations) of the Hiremii's Code of Conduct or any other legal or ethical concern without the fear of detriment.
- 5 In this policy detriment includes (without limitation) any of the following: dismissal of an employee; injury of an employee in his or her employment; alteration of an employee's position or duties to his or her disadvantage; discrimination between an employee and other employees of the same employee; harassment or intimidation of a person; harm or injury to a person, including psychological harm; damage to a person's property; damage to a person's reputation; damage to a person's business or financial position; and any other damage to a person.
- 6 Unethical, unlawful or undesirable conduct is referred to in this policy as reportable conduct, examples of which are set out in section 3.
- 7 The Board has appointed Mr Conor O'Brien, Director, as the Whistleblower Officer for the purposes of this policy

## Reportable conduct

- 8 A whistleblower may make a report under this policy if they have reasonable grounds to suspect that a person or persons connected with Hiremii (e.g. a director, officer, employee, contractor, supplier, tenderer) has engaged in conduct which is:
  - 8.1 a breach of Hiremii's Code of Conduct;
  - 8.2 dishonest, fraudulent or corrupt, including conduct in breach of Hiremii's Anti-bribery and Corruption Policy;
  - 8.3 illegal (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
  - 8.4 in breach of applicable laws;
  - 8.5 unethical or in breach of Hiremii's policies and procedures (either representing a breach of the Code of Conduct or generally);
  - 8.6 conduct amounting to harassment, discrimination, victimisation or bullying;
  - 8.7 conduct that is potentially damaging to Hiremii, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of Hiremii's property or resources;
  - 8.8 any conduct which may cause financial or non-financial loss to Hiremii or be otherwise detrimental to the interests of Hiremii; or
  - 8.9 any other kind of misconduct or improper state of affairs or circumstances in relation to Hiremii.

## Whistleblower Officer

- 9 The Board will appoint a suitable senior employee to the position of "Whistleblower Officer", whose role it will be investigate the substance of any complaint regarding reportable conduct, to determine whether there is evidence in support of the conduct raised or, alternatively, to refute the report made.
- 10 The Whistleblower Officer has direct, unfettered access to independent financial, legal and operational advice as required for the purposes of effectively carrying out the role. The Whistleblower Officer also has a direct line of reporting to the Chief Executive Officer (or equivalent).
- 11 The current Whistleblower Officer is Mr Conor O'Brien. The Whistleblower Officer's contact details are as follows:

**Mr Conor O'Brien**

**Director**

**99/101 Francis Street**

**Northbride WA 6003**

**Australia**

**Tel: + 61 8 9389 2800**

**Email: conor@oncontractor.com**

## Making a report

- 12 If you become aware of any matter that you consider to be reportable conduct you can:
  - 12.1 report to your direct supervisor or manager. However, if you are not comfortable speaking to your supervisor or manager, or are not satisfied with their response to your report, you are encouraged to speak with anyone in management who you are comfortable approaching;
  - 12.2 report directly to the Whistleblower Officer; or
  - 12.3 if the matter concerns the Whistleblower Officer, or a whistleblower is not comfortable contacting the Whistleblower Officer, they should contact another member of the Board.
- 13 Supervisors, managers and members of senior management are required to make reports of reportable conduct to the Whistleblower Officer, who has specific responsibility to investigate all reports of reportable conduct.
- 14 Whistleblowers need to provide in the report all the information on which they formed the view that they had reasonable grounds to suspect reportable conduct to assist in the investigation of the conduct. By way of example, information in the report could include the date, time and location of the conduct, the name(s) of the persons involved and any witnesses to the events, evidence of the events (e.g. emails, documents) and any steps the whistleblower or another person may have already taken to report or resolve the matter.
- 15 Reports can be submitted verbally or in writing.
- 16 Nothing in this policy restricts you from reporting any matter or providing any information to a regulator (such as the Australian Securities and Investments Commission (ASIC)), the Company's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.
- 17 A false report of reportable conduct could have significant effects on Hiremii's reputation, the reputation of other Personnel and may result in a considerable waste of time and effort. Any deliberately false reporting of reportable conduct will be treated as a serious disciplinary matter.

## Investigation procedure

- 18 The Whistleblower Officer will investigate all matters reported under this policy as soon as possible after the matter has been reported. A Whistleblower Officer may appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, Hiremii will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).
- 19 The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the reportable conduct and the circumstances.
- 20 The person who has had a report of reportable conduct made against them will be informed and given the opportunity to respond to the report and will be presumed innocent until proven otherwise. Their defence will be fairly set out in any report arising from the investigation and they will be kept informed of the progress of the investigations and the outcome as is reasonable and appropriate having regard to the nature of the reportable conduct and any legal considerations.
- 21 If the report is not submitted anonymously, a whistleblower may be contacted to discuss the investigation process. However, if a report is submitted anonymously, the investigation will be conducted based on the information provided by the whistleblower in their report.

## Protection of whistleblowers

- 22 The Company is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer any detriment.
- 23 **No detriment**  
A whistleblower who reports reportable conduct will not be personally disadvantaged by having made the report by suffering detriment.  
  
Where detriment is suffered, or is claimed to have been suffered, by a whistleblower, the whistleblower should report it immediately to the Whistleblower Officer. If the matter is not remedied, then it should be reported in accordance with section 5 of this policy.
- 24 Confidentiality and privacy
  - 24.1 Subject to compliance with legal requirements and paragraph (b) below, upon receiving a report under this policy, the Company will not, nor will any supervisor, manager or Whistleblower Officer, disclose your identity as a whistleblower or information that is likely to lead to the identification of your identity as a whistleblower unless:
    - 24.1.1 you consent; or
    - 24.1.2 the disclosure is made to ASIC, the Australian Prudential Regulation Authority (APRA), a member of the Australian Federal Police (as defined in the Australian Federal Police Act 1979 (Cth)) or a legal practitioner for the purposes of obtaining legal advice or legal representation.
  - 24.2 If the Company needs to investigate a matter it may disclose information that may be likely to lead to the identification of a whistleblower provided that the disclosure is not of the identity of the whistleblower, the disclosure of the information is reasonably necessary for the purposes of investigating the matter and the Company takes all reasonable steps to reduce the risk that the whistleblower will be identified as a result of the disclosure.
- 25 The Company will also ensure that any records relating to a report of reportable conduct are stored securely and are able to be accessed only by authorised staff.
- 26 Unauthorised disclosure of:
  - 26.1 the identity of a whistleblower; or
  - 26.2 information that is likely to lead to the identification of a whistleblower, will be a breach of this policy and the offender(s) will be subject to disciplinary action, which may include termination.
- 27 Special protection under the Corporations Act and the Taxation Administration Act  
The Corporations Act 2001 (Cth) (Corporations Act) and the Taxation Administration Act 1953 (Cth) (Taxation Administration Act) provide special protections to disclosures about breaches of those Acts (and other Acts as set out in Annexures A and B) provided certain conditions are met. Please refer to Annexures A and B of this policy for further details.

## Monitoring the welfare of whistleblowers and persons against whom allegations of reportable conduct have been made

- 28 The Company acknowledges that both whistleblowers and persons against whom allegations of reportable conduct have been made may suffer stress and emotional reactions. The Company will take reasonable steps to maintain processes to monitor the welfare of both whistleblowers and persons against whom allegations of reportable conduct have been made.

## Review

- 29 The Board will review this policy at least annually and update it as required.

## Annexure A: Protections for whistleblowers under the Corporations Act

- 30 Part 9.4AAA of the Corporations Act contains a whistleblower protection regime. Under this regime, disclosure about any misconduct or improper state of affairs relating to Hiremii will qualify for the protections provided under the Corporations Act if the following conditions are satisfied:
- 30.1 **Eligible whistleblower:** The whistleblower is or has been: (a) an officer or employee of the Hiremii; (b) an individual who supplies services or goods to Hiremii (whether paid or unpaid) or an employee of a person who supplies services or goods to Hiremii (whether paid or unpaid); (c) an individual who is an associate of Hiremii; (d) a relative of an individual referred to in any of paragraphs (a) to (c); a dependant of an individual referred to in any of paragraphs (a) to (c), or of such an individual's spouse.
- 30.2 **Eligible recipient:** The report is made to: (a) an officer or senior manager of Hiremii or of a related body corporate; (b) an auditor, or a member of an audit team conducting an audit of Hiremii or a related body corporate; (c) an actuary of Hiremii or a related body corporate; (d) a person authorised by Hiremii to receive disclosures that may qualify for protection under the Corporations Act, e.g. the Whistleblower Officer; (e) a legal practitioner for the purposes of obtaining legal advice or legal representation; (f) ASIC; or (g) APRA.
- 30.3 **Reasonable grounds:** The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to Hiremii. This may include a breach of legislation including the Corporations Act<sup>1</sup>, an offence against the Commonwealth punishable by imprisonment for 12 months or more or conduct that represents a danger to the public or financial system.
- 31 **Summary of protections**  
When the above conditions are met, the Corporations Act provides the following protections:
- 31.1 The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure.
- 31.2 No contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the whistleblower on the basis of the disclosure.
- 31.3 In certain circumstances<sup>2</sup>, the information will not be admissible in evidence against the whistleblower in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.
- 31.4 Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages.
- 31.5 A whistleblower's identity, or information that is likely to lead to the identification of the whistleblower, cannot be disclosed to a Court or tribunal except where it is necessary to do so to give effect to Part 9.4AAA of the Corporations Act (which contains the whistleblower protection regime) or the Court or tribunal thinks it is necessary in the interests of justice to do so.

<sup>1</sup> Examples of conduct which may amount to a breach of the Corporations Act include insider trading, insolvent trading, breach of continuous disclosure obligations, failure to keep accurate financial records; breach of director duties by a director or directors (e.g. duty exercise their powers and discharge their duties with the care and diligence that a reasonable person would exercise; duty not to improperly use position or information; duty to act in the best interests of the company and for a proper purpose.

<sup>2</sup> For example where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure under section 1317AAD of the Corporations Act.



- 31.6 The person receiving the report commits an offence if they disclose the identity of the whistleblower, information that is likely to lead to the identification of the whistleblower, unless the whistleblower consents; or the disclosure is made to ASIC, APRA, a member of the Australian Federal Police (as defined in the Australian Federal Police Act 1979 (Cth)) or a legal practitioner for the purposes of obtaining legal advice or legal representation.
- 32 Except as provided for in paragraph 3 above, the protections do not prevent the whistleblower being subject to any civil, criminal or administrative liability for conduct of the whistleblower that is revealed by the disclosure.
- 33 The offence in paragraph 6 does not apply if the disclosure is not of the identity of the whistleblower and is reasonably necessary for the purposes of investigating a matter and all reasonable steps are taken to reduce the risk that the whistleblower will be identified as a result of the disclosure.
- 34 'Public interest' and 'emergency' disclosure
- 35 A 'public interest disclosure' may be made 90 days after the original disclosure where the whistleblower has reasonable grounds to believe that their original disclosure is not being acted on. Where the whistleblower has reasonable grounds to believe that a further disclosure is in the public interest, they must then give notice of their intent to go public before telling a member of Parliament and/or a journalist.
- 36 An 'emergency disclosure' is one in which the whistleblower 'has reasonable grounds to believe that the information concerns a substantial and imminent danger the health or safety of one or more persons, or to the natural environment'. To be protected, the whistleblower must notify the Hiremii Company of their intent to make an emergency disclosure before telling a member of Parliament and/or a journalist.
- 37 This Annexure A set out a summary of the whistleblower protection regime in Part 9.4AAA of the Corporations Act. A person seeking to rely on the protections afforded in Part 9.4AAA of the Corporations Act should seek specific legal advice.

## Annexure B: Protections for whistleblowers under the Taxation Administration Act

- 38 Part IVD of the Taxation Administration Act 1953 (Cth) (Taxation Administration Act) contains a whistleblower protection regime. Under this regime, disclosure about any misconduct or improper state of affairs or circumstances, in relation to the tax affairs of Hiremii or an associate within the meaning of section 318 of the Income Tax Assessment Act 1946 (Cth) (Associate) of the Company if the following conditions are satisfied:
- 38.1 Eligible whistleblower: The whistleblower is or has been: (a) an officer or employee of the Hiremii; (b) an individual who supplies services or goods to Hiremii (whether paid or unpaid) or an employee of a person who supplies services or goods to the Hiremii (whether paid or unpaid); (c) an individual who is an Associate of the Hiremii; (d) a spouse or child of an individual referred to in any of paragraphs (a) to (c); a dependant of an individual referred to in any of paragraphs (a) to (c), or of such an individual's spouse.
- 38.2 Eligible recipient: The report is made to: (a) an auditor, or a member of an audit team conducting an audit of Hiremii; (b) a registered tax agent or BAS agent who provides tax agent services or BAS services to Hiremii; (c) a person authorised by Hiremii to receive disclosures that may qualify for protection under the Corporations Act, e.g. the Whistleblower Officer; (d) a director, secretary or senior manager of Hiremii; (e) any other employee or officer of Hiremii who has functions or duties that relate to the tax affairs of Hiremii; (f) the Commissioner of Taxation; (g) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of Part IVD of the Taxation Administration Act. The persons referred to paragraphs (a) to (e) are Company recipients.
- 38.3 Reasonable grounds where report made to a Company recipient: The whistleblower has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Hiremii or an associate and the whistleblower considers that the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of Hiremii or an Associate of Hiremii.
- 38.4 Reasonable grounds where report made to the Commissioner of Taxation: The whistleblower considers that the information may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Hiremii or an Associate of Hiremii.

**39 Summary of protections**

When the above conditions are met, the Taxation Administration Act provides the following protections:

- 39.1 The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure.
  - 39.2 No contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the whistleblower on the basis of the disclosure.
  - 39.3 If the disclosure was a disclosure of information to the Commissioner of Taxation – the information will not be admissible in evidence against the whistleblower in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.
  - 39.4 Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages.
  - 39.5 A whistleblower's identity, or information that is likely to lead to the identification of the whistleblower, cannot be disclosed to a Court or tribunal except where it is necessary to do so to give effect to Part IVD of the Taxation Administration Act (which contains the whistleblower protection regime) or the Court or tribunal thinks it is necessary in the interests of justice to do so.
  - 39.6 The person receiving the report commits an offence if they disclose the identity of the whistleblower, information that is likely to lead to the identification of the whistleblower, unless the whistleblower consents; or the disclosure is made to a member of the Australian Federal Police (as defined in the Australian Federal Police Act 1979 (Cth)) or a legal practitioner for the purposes of obtaining legal advice or legal representation.
- 40** Except as provided for in paragraph 3 above, the protections do not prevent the whistleblower being subject to any civil, criminal or administrative liability for conduct of the whistleblower that is revealed by the disclosure.
- 41** Without limiting the protections in paragraphs 1 to 3 above, the whistleblower has qualified privilege in respect of the disclosure and a contract to which the whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.
- 42** The offence in paragraph 6 does not apply if the disclosure is not of the identity of the whistleblower and is reasonably necessary for the purposes of investigating a matter and all reasonable steps are taken to reduce the risk that the whistleblower will be identified as a result of the disclosure.
- 43** This Annexure B set out a summary of the whistleblower protection regime in Part IVD of the Taxation Administration Act 1953 (Cth). A person seeking to rely on the protections afforded in Part IVD of the Taxation Administration Act 1953 (Cth) should seek specific legal advice.

**Hiremii Limited**  
A.C.N. 642 994 214  
198 Stirling Street  
Perth, Western Australia 6000

**hiremii.com**

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