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Corporate Governance Plan

Qoria Limited
ACN 167 509 177



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Schedule 1 - Board Charter

In carrying out the responsibilities and powers set out in this Charter, the board of directors of the Company (the Board):

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, customers and the community.

1. The specific responsibilities of the Board

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

- (a) appointment, and where necessary, the replacement, of the Chief Executive Officer/Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination;
- (b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (c) reviewing and ratifying systems of internal compliance and control, codes of conduct and legal compliance;
- (d) identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks through a risk management framework (for both financial and non-financial risks) which adequately deals with contemporary and emerging risks such as AI-related risks, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change;
- (e) setting the risk appetite within which the Board expects management to operate;
- (f) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (g) ensuring accountability for capital allocation decisions, including acquisitions and restructures, and will disclose remediation plans where such decisions result in material destruction of shareholder value;
- (h) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- (i) approving the annual, half yearly and quarterly accounts;

- (j) approving significant changes to the organisational structure;
- (k) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable);
- (l) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (m) approving the Company's remuneration framework;
- (n) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (o) defining the Company's purpose and approving and instilling the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- (p) monitoring material breaches of the Company's code of conduct and Anti-bribery and Corruption Policy and any material incidents reported under the Company's Whistleblower Policy to determine whether they are indicative of issues with the culture of the Company and ensuring any such issues are adequately addressed;
- (q) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable); and
- (r) meeting with the external auditor, at their request, without management being present.

2. Composition of the Board

- (a) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.
- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) Where practical, the majority of the Board should comprise non-executive Directors. Where practical, at least 50% of the Board should be independent. The Board must disclose the independence of each Director as determined by the Board.
- (d) An independent Director is a director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before

the Board and to act in the best interests of the Company and its security holders generally.

- (e) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition as set out in Annexure A (Independence Tests).
- (f) Where a Director has an interest, position, association or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion.
- (g) Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (h) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (i) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market any loss of independence.
- (j) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
- (k) The Board must disclose the length of service of each Director in its Annual Report.
- (l) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Nomination Committee to ensure that they continue to contribute effectively to the Board.
- (m) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (n) The Board must disclose the relevant qualifications and experience of each Board Member.

3. The role of the Chair

- (a) Where practical, the Chair should be a non-executive Director. If a Chair ceases to be an independent Director then the Board will consider appointing a lead independent Director.

- (b) Where practical, the Chief Executive Officer/Managing Director should not be the Chair of the Company during his term as Chief Executive Officer/Managing Director or in the future.
- (c) The Chair must be able to commit the time to discharge the role effectively.
- (d) The Chair is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.
- (e) The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chair is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting.
- (g) The Chair with the Company Secretary is to facilitate the induction and professional development of Directors.

4. Board committees

- (a) Once the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
 - (i) Audit and Risk Committee;
 - (ii) Remuneration Committee; and
 - (iii) Nomination Committee.
- (b) The charter of each Committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Board must disclose the members and Chair of each Committee.
- (f) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

- (g) The Board must disclose, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (h) Where the Board does not consider that the Company will benefit from a particular separate committee:
- (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
 - (ii) the Company must disclose:
 - (1) the fact a Committee has not been established;
 - (2) if a Nomination Committee has not been established, the processes to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively; and
 - (3) if an Audit and Risk Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

5. Board meetings

- (a) The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chair and circulated to Directors after each meeting.
- (e) The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (f) The Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.

- (g) Minutes of meetings must be approved at the next Board meeting.
- (h) Further details regarding Board meetings are set out in the Company's Constitution.

6. The Company Secretary

- (a) When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.
- (b) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (c) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (d) The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- (e) All Directors have access to the advice and services provided by the Company Secretary.
- (f) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

7. Access to advice

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair. A copy of any such advice received is made available to all members of the Board.

8. The Board's relationship with management

- (a) The role of management is to support the Chief Executive Officer/Managing Director and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.
- (b) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director.
- (c) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

9. Performance review

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

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and
- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

10. Disclosure policy

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

Schedule 2 - Code of Conduct

1. Purpose

The purpose of this Code is to explain the Company's values and how they relate both to our day-to-day work and the key ethical issues we face. The Code also provides information and guidance in relation to how we should conduct ourselves when carrying out the Company's business.

This Code applies to all persons working for us, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns and individual temporary or fixed-term contractors, wherever located.

This Code does not form part of any Contract of Employment or Contract to Provide Services, and we may amend it at any time.

2. Statement of our core values

Purpose

To keep every child safe and thriving in their digital life.

Values

→ Care, always.

We remember the importance of what we do. We don't just turn up; we show up with integrity and will not give up

- ✓ until the job is done;
- ✓ the customer is happy;
- ✓ the teammate is supported; and
- ✓ the child is protected.

We own what we do, and we stand behind it.

→ Learn. Solve. Repeat.

We're curious, and we start with questions.

We're open to new ideas, taking risks, and learning from our mistakes.

We want to be challenged in an ongoing pursuit of excellence.

→ Win together.

We want others to win. So we support, challenge and champion them.

We play our own part, with the team, customers and community front of mind.

We're transparent, and we communicate openly.

We trust and believe in each other. So we ask for help, and we get it.

3. Build trust and credibility

The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honourable conduct. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask:

- (a) Will this build trust and credibility for the Company?
- (b) Will it help create a working environment in which the Company can succeed over the long term?
- (c) Is the commitment I am making one I can follow through with?

The way to maximise trust and credibility is by answering “yes” to these questions.

4. Respect for the individual¹ - discrimination & harassment

We are committed to creating a work environment where employees are treated with dignity and respect, to ensure we bring out the full potential in each of us, which, in turn, contributes directly to our business success.

The Company is an equal employment employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behaviour. Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, gender, gender identity, sexual orientation, parental status, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), disability, association with the LGBTQ+ community, and/or any other protected groups. Such harassment or discrimination may constitute an offence under any applicable legislation in the jurisdictions where the Company operates. Employees who feel harassed or discriminated against or witness such behaviour should report the incident to their manager or the People Team.

¹ **Note for US Employees:** Nothing in this policy is intended to, nor should be construed to limit or interfere with employee rights as set forth under all applicable provisions of the National Labor Relations Act, including Section 7 and 8(a)(1) rights to organize and engage in protected, concerted activities regarding the terms and conditions of employment.

All employees are also expected to support an inclusive workplace by adhering to the following conduct standards:

- (a) treat others with dignity and respect at all times, while not limiting the ability of employees to organise and engage in protected concerted activity regarding the terms and conditions of employment;
- (b) address and report inappropriate behaviour and comments that are discriminatory, harassing, abusive, or offensive;
- (c) foster teamwork and employee participation, encouraging the representation of different employee perspectives;
- (d) seek out insights from employees with different experiences, perspectives and backgrounds;
- (e) avoid slang or idioms that might not translate across cultures;
- (f) to the extent possible, and in line with business requirements, support flexible work arrangements for co-workers with different needs, abilities and/or obligations;
- (g) confront the decisions or behaviours of others that are based on conscious or unconscious biases;
- (h) be open-minded and listen when given constructive feedback regarding others' perceptions of your conduct;
- (i) carry out your work with integrity and to a high standard and, in particular, commit to the Company's policy of producing quality goods and services;
- (j) operate within the law at all times;
- (k) act in the best interests of the Company;
- (l) follow the policies of the Company and comply with any workplace training within the required timeframes; and
- (m) act in an appropriate, business-like manner when representing the Company in public forums.

5. Create a culture of open and honest communication

Everyone should feel comfortable to speak their mind, particularly with respect to ethical concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking questions.

The Company will investigate all reported instances of questionable or unethical behaviour. In every instance where improper behaviour is found to have occurred, the Company will take

appropriate action. We will not tolerate victimisation² against employees who raise genuine ethical concerns in good faith. For further information, see our Whistleblower Policy.

Employees are encouraged, in the first instance, to address such issues with their managers or the People Team, as most problems can be resolved swiftly. If for any reason this is not possible, or if an employee is not comfortable raising the issue with their manager or the People Team, the Company's Managing Director operates with an open-door policy.

5.1 Set the tone at the top

Management must actively demonstrate the significance of the Code of Conduct through their actions. Ethical behaviour doesn't happen by chance; it requires clear communication of expectations, exemplified from the top down. Managers play a crucial role in addressing and resolving ethical concerns raised by employees promptly. Such concerns should be viewed as constructive communication rather than challenges to authority. Encouraging an open dialogue about ethics should be integrated into daily work routines.

5.2 Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the People Team.

The Company takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

6. Standards of conduct

To ensure safety and security and provide the best possible work environment, we expect employees to follow basic, common-sense rules of conduct that will protect everyone's interests and safety. It is not possible to list all the forms of behaviour that are considered unacceptable in the workplace, but the following are examples of conduct that may result in disciplinary action, including suspension or termination of employment:

- (a) falsification of employment records, employment information or other records;
- (b) employees must not record the work time of another employee, and must not allow another employee to falsify their time cards;
- (c) theft or the deliberate or careless damage of any Company property or the property of any employee or client;
- (d) significant use of Company materials, supplies, tools or products for personal reasons without advanced permission from management;

² Note for US employees: US legislation refers to victimisation as retaliation.

- (e) abuse of the Company's electronic resources, including sending personal emails during working time in a manner that interferes with the employee's work performance;
- (f) possessing, distributing, selling, transferring, using or being under the influence of illegal drugs in the workplace;
- (g) provoking a physical fight or engaging in physical fighting during working hours or on premises owned or occupied by the Company;
- (h) carrying firearms, weapons or dangerous substances at any time, on premises owned or occupied by the Company, unless state law provides otherwise;³
- (i) using abusive, violent, threatening or vulgar language at any time during working hours or while on premises owned or occupied by the Company;
- (j) absence without a legally authorised reason for doing so, and failing, without notice, to appear at work on even one occasion;
- (k) failing to obtain permission to leave work during normal working hours;
- (l) failing to observe working schedules, including meal and rest breaks;
- (m) abusing or misusing the Company's leave policies, whether paid or unpaid. For employees subject to mandatory sick leave laws, the applicable policy provisions govern sick leave issues;
- (n) failing to provide a certificate from a health care provider when requested or required to do so in accordance with applicable law;
- (o) working overtime without authorisation or refusing to work assigned hours;
- (p) violating any safety, health or security policy, rule or procedure of the Company; or
- (q) committing a fraudulent act or intentional breach of trust under any circumstances.

The Company reserves the right to determine which type of disciplinary action to issue in response to any type of performance issue or rule violation.⁴

The Company reserves the right to consider alternative disciplinary actions that are less severe than termination, where appropriate and legally permitted in each region. These may include verbal warnings, written warnings, demotion, or suspension. While one or more of these actions may be taken, formal procedures are not always required and may vary depending on the applicable regional disciplinary processes.

³ **Note:** This prohibition applies only to the extent allowed by applicable laws. In those regions that specifically give the employee the right to maintain a lawfully possessed firearm in a locked vehicle in the employer's parking lot, employees will be permitted to maintain a firearm in their own locked vehicle in compliance with the law. Under those circumstances, employees are strictly prohibited from removing the firearm from their vehicle or carrying it on their person or into a building.

⁴ **For employees in the United States:** This statement of prohibited conduct does not alter or limit the policy of at-will employment. Either the employee or the Company may terminate the employment relationship at any time for any reason, with or without cause, and with or without notice. As previously set forth in this Code, only the owner of the Company or that person's authorized representative has the authority to enter into an employment agreement that alters the fact that the employment relationship is at-will, and any such agreement must be in writing and signed by the owner of the Company or an authorized representative.

7. Uphold the law

The Company's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, all employees must have an understanding of the Company's policies and the laws, rules and regulations that apply to their specific roles. If you are unsure of whether a contemplated action is permitted by law or a Company policy, seek advice from the People Team.

Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

8. Competition

We are dedicated to ethical, fair and vigorous competition. We will sell Qoria's products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for the Company or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

9. Confidential and proprietary information

Integral to the Company's business success is our protection of confidential Company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential suppliers and vendors.

Employees must ensure that confidential and sensitive information is kept out of reach from unauthorised individuals. This means securely storing sensitive documents when not in use. It's important to only share or discuss confidential details with those with proper authorisation. Deliberately sharing such information with unauthorised individuals is a serious violation and could lead to disciplinary measures.

In addition, the Company will implement protective measures to further safeguard confidential and sensitive information, including restricting access when the information is no longer required for operational purposes. Access will be limited solely to the exercise or defence of legal claims. Once the applicable legal limitation periods have expired, this information will be securely deleted.

9.1 Competitor's proprietary information

It is important that we respect the property rights of others. We will not acquire, or seek to acquire, by improper means a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorised use, copying, distribution or alteration of software or other intellectual property.

10. Intellectual property

Intellectual property includes, but is not limited to, scientific breakthroughs, industrial designs, trademarks, service names, commercial identities, artistic creations, and innovations - all of which are valuable assets of the Company.

When employees create intellectual property as part of their job, or when such creations are otherwise the result of the use of Company materials or knowledge provided by the Company to employees, the Company generally holds the ownership rights, unless there's an agreement stating otherwise beforehand.

Employees will need to get written approval from the People Team to use any of this intellectual property for reasons outside their job duties.

11. Use of company resources

Company resources, including time, material, equipment and information, are provided for Company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees, and those who represent the Company, are trusted to behave responsibly and use good judgement to conserve Company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use Company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for Company-requested support to nonprofit organisations. We will not solicit contributions nor distribute non-work-related materials during work hours or through the use of Company resources.

To protect the interests of the Company network and our employees, and to ensure compliance with employment and contractual obligations (both internal and with third parties), the Company reserves the right to monitor or review all data and information contained on an employee's Company-issued computer or electronic device, the use of the internet or the Company's intranet. We will not tolerate the use of Company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Requests to use Company resources outside of core business hours should be referred to management for approval. If employees are authorised to use Company resources outside core business hours they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

While the Company takes steps to limit indiscriminate access to employee information, employees should understand that they cannot expect privacy over any content or personal information stored on the Company's systems unless it is clearly marked or identified as private.

Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

Questions about the proper use of Company resources should be directed to your manager.

12. Insider trading

All employees are required to follow the Company's rules on buying and selling securities as set out in the Securities Trading Policy. This is to make sure no one uses private information that could affect the share price unfairly. The Company has set certain periods when Directors, Managers, and employees can buy or sell Company securities.

13. Conflicts of interest

We must avoid any relationship or activity that might impair or appear to impair our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of the Company may conflict with our own personal or family interests. We owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. We must never use Company property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with the Company.

Here are some other ways in which conflicts of interest could arise:

- (a) secondary employment by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment;
- (b) hiring or supervising family members or closely related persons;
- (c) serving as a board member for an outside commercial company or organisation;
- (d) owning or having a substantial interest in a competitor, supplier or contractor;
- (e) having a personal interest, financial interest or potential for personal gain in any Company transaction;

- (f) placing Company business with a firm owned or controlled by a Company employee or their family; or
- (g) accepting gifts, discounts, favours or services from a customer/potential customer, competitor or supplier, unless equally available to all employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict-of-interest question should seek advice from management.

Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the People Team, and attempt to resolve any conflicts that may exist.

You should never offer or accept bribes or any other inappropriate incentives. If you come across any such activities, it's important to report them to your manager immediately.

14. Health and safety

The Company is dedicated to maintaining a healthy work environment. A Health and Safety Policy has been designed for each of the Company's regions, to educate you on safety in the workplace. If you do not have a copy of this policy, please reach out to the People Team.

15. Gifts, gratuities and business courtesies

We are committed to competing solely on the merit of our products and services. We should avoid any actions that create a perception that favourable treatment of outside entities by the Company was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom the Company does, or may do, business.

We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate laws, regulations or policies of the Company or customers, or would cause embarrassment or reflect negatively on the Company's reputation.

Generally speaking, you may accept or offer business courtesies so long as they are:

- (a) legal;
- (b) customary and commonly accepted;
- (c) intended to promote successful working relationships with persons or firms with whom the Company maintains or may establish a business relationship;
- (d) not excessive in value;
- (e) appropriate for the job function of the recipient;

- (f) not associated with purchasing, procurement or contracting decisions; and
- (g) given and accepted without an express or implied understanding that the recipient is in any way obligated by acceptance of the gift.

15.1 Accepting business courtesies

Most business courtesies offered in the course of employment are offered because of our positions at the Company. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at the Company to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and goodwill with the companies with which we maintain or may establish a business relationship.

Employees who award contracts, influence the allocation of business, create specifications that result in business placement, or participate in contract negotiation must be careful to avoid actions that create the appearance of favouritism that may adversely affect the Company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when the Company is in the process of choosing or reconfirming a supplier, or under circumstances that would create an impression that offering courtesies is the way to obtain the Company's business.

15.2 Accepting gifts

Employees are permitted to accept unsolicited gifts, excluding money, adhering to reasonable marketplace ethical standards, such as:

- (a) modest gifts for special occasions, such as flowers, fruit baskets, and similar items; and
- (b) tokens of nominal value, like calendars, pens, mugs, caps, or promotional items.

However, acceptance of compensation, honoraria, or any monetary gifts from current or potential business partners is generally prohibited. Tangible gifts, including tickets exceeding a market value of the corporate thresholds contained in section 6 of the Anti-Bribery and Corruption Policy, require prior approval as per the Anti-Bribery and Corruption Policy.

Employees seeking guidance on accepting business courtesies should consult their managers or the People team.

15.3 Offering gifts and business courtesies

In some business situations, giving gifts or offering hospitality may be appropriate. Any gifts or business courtesies offered on behalf of the Company must be legal, modest in value, infrequent, and approved by management in line with Company procedures.

The Company strictly prohibits bribery in any form. Employees must never offer or give anything of value to improperly influence a business decision or gain an unfair advantage. For further guidance, employees should refer to the Company's Anti-Bribery and Corruption Policy.

Gift-giving practices may vary across cultures, but no gift or courtesy should be provided if it is prohibited by local law or the policies of the recipient's organisation. For example, many government entities do not permit their employees to accept gifts or hospitality. If you are unsure, seek guidance from the region's People & Culture Manager or relevant executive before proceeding.

Employees offering business courtesies must comply with approved procedures and ensure they do not imply an unfair advantage or harm the Company's reputation.

Personal funds must not be used to circumvent Company policy or approval processes.

Non-monetary gifts (e.g., company-branded apparel) may be permitted for customers. Management may also approve reasonable-value courtesies like meals or entertainment, providing they comply with applicable laws, the recipient's organisational policies and industry practices.

16. Anti-corruption statement

Corrupt conduct involves the dishonest or partial use of power or position which results in one person or group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; or
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

The Company has adopted an Anti-Bribery and Corruption Policy which sets out the Company's guidelines on what conduct constitutes bribery and corruption, the procedures the Company has in place for preventing conduct involving bribery and corruption and how to raise a concern regarding corrupt conduct.

17. Public and media comments

The Company is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the Company, we should direct all media inquiries to the Marketing Department.

No one may issue a press release, or make public comments about the Company, without first consulting with the Marketing Department, or with approval from the EVP of Global Marketing or the Company Director, unless authorised or required to by law.

Employees can share their views on political and social topics on social media, however, they should avoid claiming or implying that they are speaking on the Company's behalf. For guidelines on using social media for both work and personal reasons, please refer to our Social Media Policy.

18. Reporting

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation of such reports. We don't allow the pursuit of business goals to justify giving false information or tampering with records.

Keeping accurate business records is crucial for maintaining stakeholder trust and adhering to legal standards. Our employees must always record financial activities lawfully and truthfully. If an employee discovers that any public information was incorrect or misleading, they should report it to the Executive Management and the People Team.

19. Breaches of the Code

The Company treats any violation of our Code very seriously, viewing such actions as significant misconduct. All employees need to understand that failing to adhere to the Code could lead to disciplinary measures. In severe cases, this might include termination of employment.

To avoid any breaches as an employee, it's your responsibility to familiarise yourself with the Code, ensuring you fully understand and adhere to its provisions. This includes:

- (a) reporting any suspected violations of the Code promptly. This can be done by speaking to a manager or reaching out to the People Team;
- (b) cooperating in any investigations the company conducts into alleged breaches of the Code;
- (c) seeking clarification or advice from your manager or the People Team if you're unsure about any part of the Code or how it applies to your role;
- (d) understanding and observing the specific laws and regulations relevant to your position; and
- (e) completing any mandatory training related to the Code.

All employees are expected to maintain the confidentiality of any information related to suspected breaches of this Code, including details of internal investigations or disciplinary processes. This includes not sharing information about the matter, the individuals involved, or any related findings with others outside the formal process, unless required by law or authorised by the Company.

The Board (or a designated committee of the Board) will receive regular updates about significant breaches of the Code. The Company will also periodically review our compliance with the Code by engaging with the Board, Management, and staff. This process helps the Company identify any challenges and gather suggestions for improving the Code. If you have ideas for enhancements or changes to the Code, you're encouraged to submit them in writing to the Chief People Officer.

Schedule 3 - Audit and Risk Committee Charter

1. Role

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

2. Composition

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chair of the Committee must not be the Chair of the Board of Directors and must be independent.
- (g) The Chair shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

3. Purpose

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

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business, economic, environmental and social sustainability risks; and
- (g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

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

4. Duties and responsibilities of the Committee

4.1 Review of financial reports

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (h) Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer/Managing Director and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give

true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.2 Relationship with external auditors

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.
- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

4.3 Internal audit function

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.

- (e) Review the Internal Control Reports on a quarterly basis.

4.4 Risk management

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (c) Review the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.
- (d) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

4.5 Other

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will oversee procedures for whistleblower protection pursuant to the Company's Whistleblower Policy.
- (c) As contemplated by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "Corporate code of conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) Monitor related party transactions.

5. Meetings

- (a) The Committee will meet at least once in each financial quarter and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

- (d) A quorum shall consist of two members of the Committee. In the absence of the Chair of the Committee or their nominees, the members shall elect one of their members as Chair of that meeting.
- (e) Decisions will be based on a majority of votes with the Chair having a casting vote.
- (f) The Committee Chair, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.
- (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

7. Reliance on information or professional or expert advice

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

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. Access to advice

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

- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

9. Review of Charter

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. Report to the Board

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

Schedule 4 - Remuneration Committee Charter

1. General scope and authority

The Remuneration Committee is a Committee established by the Board. This Charter defines the Remuneration Committee's function, composition, mode of operation, authority and responsibilities. The Charter may be subject to review by the Board at any time.

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

- (a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) recommending to the Board the remuneration of executive Directors;
- (d) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
- (e) ensuring incentives for non-executive Directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
- (f) reviewing and approving any equity based plans and other incentive schemes; and
- (g) engaging with shareholders where required in regards to executive and non-executive Director remuneration matters, including responding to shareholder concerns and feedback.

The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

2. Composition

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.

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

3. Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. Meetings

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their members as Chair.
- (d) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chair having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

5. Access

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

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

6. Duties and responsibilities

In order to fulfil its responsibilities to the Board the Committee shall:

(a) Executive Remuneration Policy

- (i) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (ii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(b) Executive Directors

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

(c) Executive Incentive Plan

- (i) Review and approve the design of any executive incentive plans.

(d) Equity Based Plans

- (i) Review and approve any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.
- (iv) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.
- (v) Review, approve and keep under review performance hurdles for each equity based plan.
- (vi) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into

transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

(e) Other

- (i) The Committee shall perform other duties and activities that it or the Board considers appropriate.
- (f) Disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives.

7. Approvals

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors. Termination payments to other departing executives should be reported to the Committee at its next meeting.

Schedule 5 - Nomination Committee Chair

1. General scope and authority

The Nomination Committee is a Committee of the Board. Due to the current size and stage of development the Company does not currently have a Nomination Committee. Rather, the duties are overseen by the full Board. The Charter may be subject to review by the Board at any time.

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

- (a) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
- (b) ensuring that the Board comprises Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

2. Composition

- (a) The Committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Committee Chair.
- (b) The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

3. Secretary

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

4. Meetings

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair.
- (e) Decisions will be based on a majority of votes with the Chair having a casting vote.
- (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

5. Access

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

6. Responsibilities

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, in addition to any other specific responsibility given to the Committee under the Corporate Governance Plan, the Committee is to:

- (a) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;

- (b) undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a senior executive or Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate);
- (c) ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
- (i) biographical details (including relevant qualifications and experience and skills);
 - (ii) details of any other material directorships currently held by the candidate;
 - (iii) where standing as a Director for the first time, any material adverse information revealed by the checks, details of any interest, position, association or relationship that might materially influence their capacity to be independent and act in the best interests of the Company and its shareholders, and a statement whether the Board considers the candidate is considered to be independent;
 - (iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
 - (v) a statement by the Board whether it supports the election or re-election of the candidate;
- (d) ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment;
- (e) prepare and disclose a Board skill matrix setting out the current mix of skills and backgrounds of the Board;
- (f) approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities;
- (g) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board;
- (h) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (i) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (j) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;

- (k) arrange an annual performance evaluation of the Board, its Committee, individual Directors and senior executives;
- (l) make recommendations to the Board on the appropriate size and composition of the Board;
- (m) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board;
- (n) regularly review the Company's Equal Opportunity and Inclusion Policy; and
- (o) regularly review and consider and note the relative proportion of women and men comprising the Board, the Company's senior executives and the Company's workforce generally and make decisions about ensuring a safe workplace culture that is rooted in respect and equal opportunity for all people at each of those three levels.

For the purposes of the above, a senior executive is a member of key management personnel (as defined in the Corporations Act) other than a Non-Executive Director.

Schedule 6 - Performance Evaluation

The Board will arrange a performance evaluation of the Board, its Committees (if any), individual Directors and senior executives on an annual basis. To assist in this process an independent advisor may be used.

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

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

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

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

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

Schedule 7 - Continuous Disclosure Policy

This policy addresses the Company's disclosure obligations as required under the Corporations Act 2001 (Cth) (Corporations Act) and the ASX Listing Rules.

The Company has established this policy to guide the Company's compliance with ASX Listing Rule disclosure requirements and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under this policy.

The policy is designed to ensure that procedures are in place so that the securities exchange in which the Company's securities are listed is properly informed of matters which may have a material impact on the price at which the Company's securities are traded.

The Company is committed to:

- (a) complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing Rules;
- (b) preventing the selective or inadvertent disclosure of material price sensitive information;
- (c) ensuring shareholders and the market are provided with full and timely information about the Company's activities; and
- (d) ensuring that all market participants have equal opportunity to receive externally available information issued by the Company.

1. Disclosure Officer

The Board has designated the Chair, Managing Director, Chief Financial Officer and the Company Secretary as the Company's disclosure officers, being the persons responsible for ensuring that this policy is implemented and enforced and that all required price sensitive information is disclosed to the ASX as required. The disclosure officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

In the absence of the Managing Director (where one has been appointed) and Company Secretary, any matters regarding disclosure issues are to be referred to the Chair (or if the Chair is not available, an alternate Director nominated by the Chair).

2. Material information

In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Information need not be disclosed if:

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

If an employee possesses inside information, the person must not:

- (a) trade in the Company's securities;
- (b) advise others or procure others to trade in the Company's securities; or
- (c) pass on the inside information to others, including colleagues, family or friends, knowing (or where the employee or Director should have reasonably known) that the other persons will use that information to trade in, or procure someone else to trade in, the Company's securities.

This prohibition applies regardless of how the employee or Director learns the information (e.g. even if the employee or Director overhears it or is told in a social setting). For further information please refer to the Company's Securities Trading Policy.

The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

Note that the Company is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

The Corporations Act defines a material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of

securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities.

3. Breach of Continuous Disclosure Policy

Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

4. Preparation and review of communications for disclosure

All announcements (and media releases) must be:

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

The disclosure officers shall, where possible, review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

- (a) ASX announcements and media releases;
- (b) analyst, investor or other market presentations;
- (c) prospectuses; and
- (d) other corporate publications.

Examples of information or events that are likely to require disclosure include:

- (a) financial performance and material changes in financial performance or projected financial performance;
- (b) changes in relation to directors and senior executives, including changes in the independence of directors;
- (c) mergers, acquisitions, divestments, joint ventures or material changes in assets;
- (d) significant developments in new projects or ventures;
- (e) material changes to the Company's security position;
- (f) material information affecting joint venture partners, customers or non-wholly owned subsidiary companies;

- (g) media or market speculation;
- (h) analyst or media reports based on inaccurate or out of date information;
- (i) industry issues which have, or which may have, a material impact on the Company; and
- (j) decisions on significant issues affecting the Company by regulatory authorities.

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

- (a) all key announcements at the discretion of the Managing Director are to be circulated to and reviewed by all members of the Board;
- (b) all members of the Board are required to provide to the Managing Director (or in his/her absence, the Company Secretary) with verbal or written feedback on each key announcement, prior to its release;
- (c) any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.; and
- (d) the Managing Director (and in his/her absence, the Company Secretary) is to be given the final signoff before release to the ASX of the announcement.

Employees must ensure that they bring to the attention of the disclosure officers any information which could have a material effect on the price or value of the Company's securities. Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the disclosure officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

All new and substantive presentations to analysts and investors (such as results presentation, presentations at annual general meetings, investor days and broker conferences) will be released to the ASX ahead of the presentation. The presentation will also be published on the Company's website.

The disclosure officers must ensure that all members of the Board receive copies of all material market announcements promptly after they have been made.

5. Authorised spokespersons

The Company's authorised spokespersons are the Chair, Managing Director and Company Secretary. In appropriate circumstances, the Managing Director may from time to time authorise other spokespersons on particular issues and those within their area of expertise.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

6. Reporting of disclosable information

Once the requirement to disclose information has been determined, the disclosure officers are the only persons authorised to release that information to the ASX.

Information to be disclosed must be lodged immediately with the ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by the ASX.

All information disclosed to the ASX in compliance with this policy must be promptly placed on the Company's website.

7. Market speculation and rumours

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

8. Trading halts

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

No employee of the Company is authorised to seek a trading halt except for the disclosure officers.

9. Meetings and group briefings with investors and analysts

The Managing Director, Chair and Chief Financial Officer are primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material will be posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an

important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

10. Periods prior to release of financial results

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to the ASX.

11. Web-based communication

The Company's website features discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include

- (a) annual and half yearly reports and results announcements;
- (b) ASX announcements and media releases;
- (c) speeches and support material given at investor conferences, market briefings and investor presentations; and
- (d) company profile and company contact details.

The Company's website will be updated with material released to the ASX as soon as practicable after confirmation of release by the ASX.

Shareholders may be offered the option of receiving information via e-mail instead of post.

12. Analysts reports and forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price. The Company's comments on analyst reports will be restricted to:

- (a) information the Company has issued publicly; and
- (b) other information that is in the public domain.

Given the level of price sensitivity to earnings projections, the Company will only make comments to correct factual errors in relation to information publicly issued by other parties and Company statements.

13. Unaudited periodic reports

From time to time, the Company may release periodic reports which are not subject to audit or review by an external auditor (such as annual directors' reports, quarterly activity reports, quarterly cash flow reports, integrated reports and sustainability reports).

The Company will disclose on its website, in its annual report, in its corporate governance statement or in its governance disclosures as part of its annual report, the process(es) it uses to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by its external auditor.

Generally, without limitation, the Company undertakes a process of accountability checks with the Managing Director and Company Secretary taking joint responsibility to ensure that there are in place effective vetting and authorization processes designed to ensure that all such periodic reports:

- (a) are made in a timely manner;
- (b) are factually correct in all material respects;
- (c) do not omit material information;
- (d) are expressed in a clear and objective manner;
- (e) do not mislead or deceive; and
- (f) provide investors with appropriate information to make informed investment decisions.

This policy is reviewed annually.

Schedule 8 - Risk Management

1. Disclosure – risk management review procedure and internal compliance and control

The Board defines the Company's risk appetite and its tolerance levels aligned with the Company's strategic objectives. The Board with the Audit and Risk Committee determines the Company's "risk profile" and is responsible for overseeing, assessing and approving risk management strategy and policies, internal compliance and internal control within the context of Qoria's Risk Management Framework.

The Board with the Audit and Risk Committee has taken responsibility for implementing the risk management system.

The Board will consider particular matters for approval or review. Among other things it will:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) with the assistance of management, determine whether the Company has any material exposure to economic, sustainability, environmental and/or social risks (as those last two terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations) and, if it does, how it manages, or intends to manage, those risks;
- (c) with the assistance of management, determine the key risks to the Company's businesses and prioritise work to manage those risks; and
- (d) review periodic reports by management, which are required to be made at least annually, on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations;
- (b) preparation of reliable published financial information; and
- (c) implementation of risk transfer strategies where appropriate e.g. insurance.

The responsibility for undertaking and reviewing risk management and internal control effectiveness is delegated to management. Management is required to report back to the Board or the Audit & Risk Committee (at least annually) on the efficiency and effectiveness of risk management and associated internal compliance and control procedures. Following receipt of such periodic reports from management, the Board is required to assess the effectiveness of the Company's risk management framework and satisfy itself that the Company's risk management framework continues to be adequate and that the Company is operating with due regard to the risk appetite set by the Board.

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

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

Schedule 9 - Securities Trading Policy

1. Introduction

The shares of Qoria Limited (Company) are listed on the Australian Securities Exchange (ASX).

This policy outlines:

- (a) when Directors, senior management and other employees of the Company may deal in Company Securities;
- (b) when Directors, senior management and other employees of the Company may deal in securities of another publicly traded entity (because they may obtain inside information about another entity's securities while performing their duties for the Company); and
- (c) procedures to reduce the risk of insider trading.

The purpose of this policy is to ensure that Directors, senior management and employees are aware that they should not at any time deal in Company Securities when they are in possession of inside information. Insider trading is a criminal offence.

2. Defined terms

In this policy:

Black Out Periods means:

- (a) from three days prior to the last day of the month of a fiscal quarter (currently 28 March, 27 June, 27 September and 28 December) to and including the second trading day after the public announcement of the financial results of the quarter;
- (b) from three days prior to the last day of the financial year (currently 27 June) to and including the second trading day after the public announcement of the financial results of the year;
- (c) from three days prior the last day of the half financial year (currently 28 December) to and including the second trading day after the public announcement of the half yearly financial results of the half year; and
- (d) such other periods as the Company may notify from time to time, for example, where the Company was considering a major transaction that could have a material effect on the stock price (Notified Black Out Period).

Clearance Officer means persons appointed by the Company from time to time who are responsible for processing the securities dealing clearance as outlined in Attachment C.

Company Securities includes shares, debentures, rights, options and any other financial products of the Company traded on any stock exchange.

Designated Person means unless excluded by the Managing Director in writing:

- a Director or person having authority for planning, directing and controlling the activities of the Company, directly or indirectly, whether as an employee or consultant;
- any party reporting to the Managing Director which includes all Vice Presidents; or
- any other person who, from time to time, is notified by the Company that they are deemed a Designated Person.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Securities Dealing Clearance Request means the form set out as Attachment B to this policy or at the attached link: <https://forms.gle/D3JwV2iRyCHrHsuAA>

3. Insider trading

If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is illegal for the person to:

- (a) deal in the securities;
- (b) procure another person to deal in the securities; or
- (c) give the information to another person (also known as "tipping") who the person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.

Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or Director engages in insider trading.

Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is inside information?

Inside information is information that:

- (a) is not generally available; and

- (b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.

Information is generally available if it:

- (a) is readily observable;
- (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4(a) or 4(b) above.

5. What is dealing in securities?

Dealing in securities includes:

- (a) applying for, acquiring, or disposing of, securities;
- (b) entering into an agreement to apply for, acquire, or dispose of, securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

6. When employees may deal

Subject to clause 10, an employee (who is not a Designated Person) may deal in Company Securities if it is not a Notified Black Out Period and he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities.

An employee (who is not a Designated Person) may deal the listed securities of another entity if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to those securities of the other entity.

7. When employees may not deal

Subject to clause 10, an employee (who is not a Designated Person) may not deal or procure another person to deal in Company Securities:

- (a) during Notified Black Out Periods; or

- (b) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities.

An employee may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

8. When a Designated Person may deal

A Designated Person may only deal in Company Securities if he or she has complied with clause 11 below.

A Designated Person may deal in the securities of another publicly traded entity if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

9. When a Designated Person may not deal

Subject to clause 10, a Designated Person may not deal or procure another person to deal in Company Securities:

- (a) during Black Out Periods;
- (b) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities; or
- (c) if he or she has not complied with paragraph 11 below.

A Designated Person may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

10. Exceptional circumstances

An employee (including a Designated Person), who is not in possession of inside information in relation to Company Securities, may be given clearance by a Clearance Officer to sell or otherwise dispose of Company Securities during a Black Out Period in any of the following exceptional circumstances:

- (a) if the employee is in severe financial hardship. An employee may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities;

- (b) if the employee is required by a court order, or there are other enforceable undertakings, for example in a bona fide family settlement, to transfer or sell the Company Securities or there is some other overriding legal or regulatory requirement for the employee to do so; or
- (c) in any other circumstances that may be deemed exceptional by the Chair of the Company (or the Board if the Chair is involved).

The employee seeking clearance must satisfy a Clearance Officer or the Chair or the Board (as applicable) that the employee is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company Securities is the only reasonable course of action available.

11. Securities dealing clearance

Before dealing in Company Securities, a Designated Person must submit a Securities Dealing Clearance Request.

A Clearance Officer may refuse a Securities Dealing Clearance Request in its sole discretion for any reason and the Clearance Officer is not obligated to advise the Designated Person the reason for the refusal.

A Clearance Officer must not give clearance during periods that are Black Out Periods other than where exceptional circumstances apply as provided for in clause 10. However, a Clearance Officer may not give clearance during a Black Out Period if:

- (a) there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Person knows about the matter) when the Designated Person requests clearance or proposes to deal in Company Securities; or
- (b) a Clearance Officer has any other reason to believe that the proposed dealing breaches this policy.

Any clearance given by a Clearance Officer shall be for a specified duration as determined by a Clearance Officer and must be given in writing to be effective and prior to the Designated Person conducting a dealing in Company Securities.

A Clearance Officer must keep a written record of:

- (a) any information received from a Designated Person in connection with this policy; and
- (b) any clearance or refusal given under this policy.

12. Dealings by associated persons and investment managers

If a Designated Person may not deal in the Company Securities, he or she must take all reasonable and necessary steps to prevent any dealing in the Company Securities by:

- (a) any associated person (including family or nominee companies and family trusts); or
- (b) any investment manager on their behalf or on behalf of any associated person.

13. Excluded trading

Notwithstanding clauses 7(a), 9(a) and 9(c) but subject to clauses 7(b) 9(b), the following types of trading are excluded from the operation of this policy:

- (a) transfers of Company Securities between an employee and someone closely related to the employee (such as a spouse, minor child, family member or family trust) or by an employee into their superannuation fund;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where an employee is a trustee, trading in Company Securities by that trust provided the employee is not a beneficiary of the trust and any decision to trade during a Black Out Period is taken by the other trustees or by the investment managers independently of the employee;
- (d) undertakings to accept, or acceptance of, a takeover offer;
- (e) trading under an offer or invitation made to all or most of the Company Security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board of the Company. 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;
- (f) a disposal of Company Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
- (g) the acquisition of shares, options or rights under an employee incentive scheme;
- (h) the exercise of an option or a right or the conversion of a convertible security, but not the subsequent sales of securities following exercise or conversion; and
- (i) trading under a non-discretionary trading plan for which prior written clearance has been provided by a Clearance Officer and where:

- (i) the Designated Person did not enter into the plan or amend the plan during a Black Out Period; and
- (ii) the trading plan does not permit the Designated Person to exercise any influence or discretion over how, when, or whether to trade.

14. Communicating inside information

If an employee (including a Designated Person) has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the employee must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

- (a) deal in Company Securities or those securities of the other entity; or
- (b) procure another person to deal in Company Securities or the securities of the other entity.

An employee must not inform colleagues (except a Clearance Officer) about inside information or its details.

15. Hedging prohibition

A member of the Key Management Personnel must not enter into an arrangement with anyone if that arrangement would have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that:

- (a) has not vested in the member; or
- (b) has vested in the member but remains subject to a holding lock.

Without limiting paragraph 15(a), remuneration that is not payable to a member until a particular day is, until that day, remuneration that has not vested in the member.

16. Acknowledgement of this policy

Each employee (including a Designated Person) shall be required to provide to the Company an acknowledgement of this policy in the form in Attachment A.

17. Breach of Policy

A breach of this Policy by an employee (including a Designated Person) may lead to disciplinary action which may include, depending on the severity of the breach, a range of actions from a reprimand or formal warning to termination of employment. It may also be a breach of the law.

18. Assistance and additional information

Employees (including Designated Persons) who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact a Clearance Officer.

Attachment A

Form of acknowledgement by employee

- (a) I have read and understood the document titled "Securities Trading Policy" of Qoria Limited (the Securities Trading Policy).
- (b) I acknowledge the Securities Trading Policy may be revised from time to time.
- (c) I agree to be bound by, and to comply with, the Securities Trading Policy and any future revisions.
- (d) I acknowledge and agree that the Securities Trading Policy and any future revisions forms part of the terms of my appointment as an employee/director/consultant of Qoria Limited.

Signature: _____

Name: _____

Date: _____

To be returned to the Accounts Department on completion.

Attachment B

Securities Trading Policy

Clearance Request

In accordance with the Securities Trading Policy of Qoria Limited (Company), before dealing in any Company Securities you are required to obtain clearance.

Please forward this request to the Company Secretary

Name: _____

Position: _____

Telephone : _____

I request permission to trade the following securities which are proposed to be held by myself personally and/or other parties with whom I have an interest as follows:

Type of Security	Number of Securities	Buy / Sell

I confirm that:

- (a) it is not a Black Out Period;
- (b) I am not in possession of Inside Information;
- (c) I will not deal in the above securities until I am notified that clearance is approved; and
- (d) I may be refused permission to deal without explanation.

Signed: _____ Date: _____

This form is valid for a period of three business days from the date of approval. After this time, clearance will lapse and a further request will need to be completed. This form will be returned to you with the period of validation completed if approval has been granted.

For completion by a Clearance Officer:

Approval for the above dealing has been:

- ☐ cleared for a period of three business days
- ☐ refused

Signed: _____ Date: _____

Name: _____

Attachment C

Securities Trading Policy

Clearance Officers

All Securities Trading Requests should be sent to the Company Secretary who will process the trading clearance request:

Person seeking Securities Trading Clearance	Clearance Officer
Designated Person	Managing Director
Managing Director	Chair
Chair	Managing Director

Schedule 10 - Equal Opportunity & Inclusion Policy

1. Our commitment

The company is committed to fostering, cultivating and preserving a culture rooted in respect and equal opportunity for all people. We recognise that a respectful and inclusive environment enables us to attract and retain talent, build relationships and serve our customers and communities effectively.

Our values -

Care, always
Learn, solve, repeat
Win together

set the expectation that we treat all individuals with dignity and respect, promote inclusion and maintain a workplace free from discrimination.

We embrace and encourage our employees' differences in age, colour, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our employees unique.

We will continually monitor our policies and practices to ensure that these principles are upheld.

2. Objectives

The Equal Opportunity & Inclusion Policy aims to guide our Company in:

- (a) creating a highly skilled, high-performing and engaged workforce;
- (b) establishing a workforce with a broad range of views and experiences and which allows us to connect with our global customer base;
- (c) creating a respectful and inclusive culture which embraces everyone equally;
- (d) ensuring equal employment and career growth opportunities for all; and
- (e) ensuring all staff understand our expectations, their rights and duties concerning fairness and respect.

This policy does not override any relevant regional laws and regulations aimed at preventing discrimination.

3. How will we do this

- (a) Respectful communication and cooperation between all employees.
- (b) Promoting teamwork and employee participation.
- (c) Work/life balance through flexible work schedules to accommodate employees' varying needs.
- (d) Practices that support reasonable digital disconnection, such as avoiding unnecessary or excessive contact outside of working hours or during vacation periods.
- (e) Employer and employee contributions to the communities we serve to promote a greater understanding and respect for people from all backgrounds.
- (f) Recruitment of employees based on capability and performance, whilst encouraging people from all backgrounds to apply.

4. What you can do

All employees of the Company have a responsibility to treat others with dignity and respect at all times. All employees are expected to exhibit conduct that reflects inclusion during work hours, at work functions both on or off the work site and at all other company-sponsored and participative events.

Any employee found to have exhibited any inappropriate conduct or behaviour against others may be subject to disciplinary action. Please refer to our Code of Conduct and regional Anti-Harassment and Discrimination Policy for more information.

5. Reporting discrimination

The Company cannot effectively address misconduct without being informed.

All employees and managers are encouraged to report any conduct violating the policy, regardless of whether it directly affects them.

Instances of discrimination should be reported immediately to a supervisor, manager, or regional People & Culture Manager.

Employees who feel uncomfortable reporting to their manager or People Team can approach the Managing Director under our open-door policy.

Direct complaints to immediate supervisors are not mandatory.

If you have any questions or concerns about what discrimination could entail, we recommend reviewing the Anti-Harassment and Discrimination Policy in your regional employee handbook.

Schedule 11 - Shareholder Communications Strategy

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

Information is communicated to shareholders through:

- (a) the Annual Report which is placed on the Company's website, or delivered by post (where requested);
- (b) the half yearly report which is placed on the Company's website;
- (c) the quarterly reports which are placed on the Company's website;
- (d) disclosures and announcements made to the Australian Securities Exchange (ASX) copies of which are placed on the Company's website;
- (e) notices and explanatory statements of Annual General Meetings (AGM) and General Meetings (GM) copies of which are placed on the Company's website;
- (f) the Chair's address (if applicable) and the Managing Director's address made at the AGMs and the GMs, copies of which are placed on the Company's website;
- (g) the Company's website on which the Company posts all announcements which it makes to the ASX; and
- (h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

As part of the Company's developing investor relations program, Shareholders can register with the Company (via its website) to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.

The Company is continually reviewing its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

At least three historical years of the Company's Annual Report are provided on the Company's website.

Shareholders queries should be referred to the Company Secretary in the first instance.

Schedule 12 - Procedures for Appointment and Selection of Directors

The Board shall ensure that, collectively, it has the appropriate range and expertise to properly fulfil its responsibilities, including:

- (a) accounting and finance;
- (b) business development and risk management;
- (c) industry and public company experience; and
- (d) an appropriate ratio and skills matrix for executive and non-executive directors.

In the circumstances where the Board believes there is a need to appoint another Director, whether due to retirement of a Director or growth or complexity of the Company, certain procedures will be followed, including the following:

- (a) determine the skills and experience appropriate for the appointee having regard to those of the existing directors and any other likely changes to the Board;
- (b) agree the process and timetable for seeking such a person, which may involve an external search firm;
- (c) a short list of candidates will be prepared for the Board's consideration and interview. The selection process will encourage visitation to the Company's operating sites and an understanding of management information systems. Candidates will be assessed on the following basis:
 - (i) competencies and qualifications;
 - (ii) independence;
 - (iii) other directorships;
 - (iv) time availability;
 - (v) contribution to the overall balance of the composition of the Board; and
 - (vi) depth of understanding of the role and legal obligations of a director.
- (d) undertake appropriate checks before appointing a person, or putting forward to securities holders a candidate for election, as a Director; and providing security holders

with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Board regularly reviews the composition of the Board to ensure that the Board continues to have the mix of skills and experience necessary for the conduct of the Company's activities.

The Board annually assesses whether the Directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues. Where gaps are identified and are not expected to be addressed in the short term by new appointments, the Board will assess whether there is a need for existing Directors to undertake professional development.

If an invitation to become a Director is accepted, the Board will appoint the new Director, subject to the entering into of a written agreement with that Director. Ideally the agreement should be with the Director personally, but the Director may provide their services through a personal services company (and have their fees paid to that company rather than to the Director personally) provided the Director has a personal letter of appointment with the Company setting out the Director's duties and responsibilities.

Any new Director appointed will then stand for re-election by shareholders at the next annual general meeting. Shareholders will be provided with relevant information on the candidates for re-election.

When appointed to the Board, a new Director will receive an induction appropriate to their experience.

If a Director is appointed to the Board who does not speak English (**Non-English Speaking Director**), in order to ensure the Non-English Speaking Director understands and can contribute to discussions at board meetings and shareholder meetings and can understand and discharge their obligations in relation to key corporate documents, the Board will:

- (a) ensure that the Non-English Speaking Director is provided with written translations of all key corporate documents (include the Company's constitution, any prospectus or product disclosure statement, corporate reports and continuous disclosure announcements) and relevant Board documentation including proposed resolutions and accompanying documentation; and
- (b) where appropriate, engage the services of an authorised translator to attend board meetings and shareholder meetings with the Non-English Speaking Director.

This Policy is reviewed annually.

Annexure A – Definition of Independence

Examples of interests, positions, associations and relationships that might cause doubts about the independence of a director include if the director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- (b) is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services or a material consultant to the Company or any of its child entities;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with the Company or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) is a substantial security holder of the Company or an officer of, or otherwise associated with, a substantial security holder of the Company;
- (e) has a material contractual relationship with the Company or its child entities other than as a director;
- (f) has close family ties with any person who falls within any of the categories described above; or
- (g) has been a director of the Company for such a period that his or her independence may have been compromised, and in any event a director's independence will be reviewed after 12 years of service.

In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

Schedule 13 - Whistleblower Policy

1. Background and purpose

Employees and others working closely with the Company will often be the best source of information when things are not quite right. This policy is vital in detecting corrupt, illegal or undesirable conduct at the Company.

The purpose of this policy is to:

- (a) explain how to speak up by reporting concerns about wrongdoing;
- (b) outline what protections a person who reports wrongdoing will receive; and
- (c) outline the Company's processes for dealing with reports of wrongdoing.

Creating a supportive environment where people feel safe to speak up underpins the Company's culture. When people do not speak up, this undermines the culture and exposes the Company to risks. Various measures are in place to ensure no one is discouraged from speaking up, or disadvantaged or victimised for doing so.

This policy covers the processes for dealing with disclosures made by employees and stakeholders of suspected improper conduct within the Company in a confidential and secure manner. It is intended to apply to Whistleblowers in all countries in which the Company operates.

The Company is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and strong corporate governance.

This policy supplements any other policies applicable to the Company and does not override any rights or obligations under relevant Whistleblowing Laws.

2. Who may make a report

Anyone with information about potential wrongdoing relating to the Company is encouraged to report their concerns under this policy. This includes individuals who are or have been in relation to the Company:

- (a) an employee, officer or contractor;
- (b) a supplier of services or goods to the Company (whether paid or unpaid), including their employees;
- (c) an associate of the entity; or
- (d) a relative, dependant or spouse of any of the above individuals.

These individuals will be eligible for protection, provided they have:

- (a) made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient';
- (b) made a disclosure to a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the whistleblower provision; or
- (c) made an 'emergency disclosure' or 'public interest disclosure'.

3. What to report

3.1 Wrongdoings

Any concerns of wrongdoing should be reported. This means any misconduct or improper state of affairs or circumstances in relation to the Company.

Examples of wrongdoing may include, but are not limited to:

- (a) breach of laws or regulations;
- (b) criminal activity including theft;
- (c) a serious breach of the Company's Code of Conduct or policies;
- (d) offering or accepting a bribe;
- (e) dishonest or unethical behaviour;
- (f) conflicts of interest;
- (g) anti-competitive behaviour;
- (h) financial fraud or mismanagement including in relation to the Company's tax affairs;
- (i) insider trading;
- (j) unauthorised use of the Company's confidential information;
- (k) improper use of personal information as described in the Company's Privacy Statement;
- (l) improper use of the Company's physical or intellectual property;
- (m) conduct endangering health and safety or causing damage to the environment; and
- (n) deliberate concealment of any of the above.

Personal work-related grievances are not within the scope of this policy and will be addressed through the applicable grievance resolution process. Personal work-related grievances relate to

an employee's current or former employment and tend to have implications for them personally. Examples include:

- (a) an interpersonal conflict between the employee and another employee;
- (b) concern about the behaviour of an employee;
- (c) a decision relating to an employee's engagement, transfer or promotion;
- (d) an employee's terms and conditions of employment;
- (e) matters relating to an employee's performance or discipline-related decisions; or
- (f) a decision relating to the termination of employment.

A personal work-related grievance may still qualify for protection if⁵:

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

3.2 Inaccurate or bad-faith disclosures

There is an expectation that anyone reporting wrongdoing has reasonable grounds to suspect the information they are disclosing is true, but there will be no penalty if the information turns out to be incorrect.

If any disclosure concerns information that you do not substantially believe is true or is made in bad faith (for instance, in order to cause disruption within the Company), or indeed if the disclosure is made for personal gain, then you may become subject to action under the disciplinary procedure, which could include dismissal.

Those reporting are expected to provide the information upon which their suspicion is based, but are not required to have all the details or have conducted their own investigation.

⁵ The examples listed may apply under Australian whistleblower laws, where certain personal work-related grievances can qualify for protection in specific circumstances. These exceptions may not apply in other jurisdictions, where different legal standards exist.

4. Making a disclosure

4.1 Who to disclose to

It is preferable that disclosures are made through our anonymous reporting system, WhistleB, which is administered by the Authorised Officer(s). Additionally, disclosures can be made, in writing or verbally, to:

- (a) Authorised Officer(s): **Chief People Officer and Chief Operating Officer;**
- (b) Alternative Authorised Officer: **General Counsel;**
- (c) a director, secretary or senior manager of the Company; or
- (d) government bodies prescribed by relevant regulations.

A Whistleblower can contact an Authorised Officer to obtain additional information before making a disclosure.

To enable the efficient investigation of the reported conduct, the Company encourages Whistleblowers to provide as much detail as possible, which may include:

- (a) important date(s), time(s) and location(s);
- (b) name(s) of person(s) involved and potential witnesses;
- (c) supporting evidence (emails, messages, documents etc); and
- (d) steps the Whistleblower may have already taken to report the matter or resolve the concern.

All information provided will be treated confidentially and retained only for as long as necessary to fulfil the purposes for which it was collected, in accordance with applicable data protection laws.

Disclosures will be managed by Authorised Officers, who have received training in handling and investigating such reports. Regardless of how a disclosure is initially made, it will be entered into WhistleB, a GDPR-compliant platform, to help maintain anonymity and ensure legal compliance in our reporting processes.

4.2 Confidentiality

Those not wanting to reveal their identity can make an anonymous report. However, providing the Whistleblower's name when reporting wrongdoing will make it easier for the Company to investigate the concerns raised. For example, the context in which wrongdoing was observed is likely to be useful information.

The Company protects employees and others who report wrongdoing. If a Whistleblower wants to raise their concerns confidentially, we will make every effort to keep their identity secret. If it becomes necessary for anyone investigating to know the Whistleblower's identity, it will be discussed with the Whistleblower.

Where no name is provided, the Company will assess the disclosure in the same way as if the identity had been revealed, and any investigation will be conducted as best as possible in the circumstances. However, an investigation might not be possible unless sufficient information is provided.

Employees and stakeholders disclosing wrongdoing will be protected, and the investigation will be conducted in accordance with the principles of fairness and natural justice.

Neither the Company, its officers or employees, nor the Authorised Officer(s) shall be liable if the Whistleblower's identity is, or becomes, readily ascertainable as a result of the Whistleblower's failure to manage their anonymity.

4.3 Public interest and emergency disclosures

While this policy includes guidance on protections available under specific laws, it is primarily intended to provide a safe and effective internal process for raising concerns within the Company. In most cases, it is expected that concerns will be reported internally or to an appropriate external authority before considering any broader public disclosure.

Public disclosures, such as to journalists or members of parliament, are not typically necessary and are only protected under whistleblowing laws in very limited circumstances and where strict conditions are met.

"Public interest" disclosures arise when a Whistleblower has previously made a disclosure to a body prescribed by applicable regulations. The Whistleblower must have reasonable grounds to believe:

- (a) that action to address concerns raised in your initial report is not being or has not been taken, and
- (b) reporting your concerns to a journalist or parliamentarian is in the public interest.

"Emergency" disclosures arise when a Whistleblower has previously made a disclosure to a body prescribed by applicable regulations and believes that the information concerns substantial and imminent danger to the health or safety of one or more people or to the natural environment.

At least 90 days must have passed since the Whistleblower made its initial disclosure, and before making the "public interest" or "emergency" disclosure the Whistleblower must give written notice to the initial recipient of the disclosure that the Whistleblower intends to make a "public interest" or "emergency" disclosure.

If you believe you may be eligible to make a "public interest" or "emergency" disclosure, it is encouraged that you seek independent legal advice regarding this process.

5. Responsibility for policy compliance and review

The Authorised Officers identified in this policy are responsible for:

- (a) the overall administration of this policy;
- (b) monitoring the implementation of the policy and will review on an ongoing basis the policy's suitability and effectiveness;
- (c) seek to protect the Whistleblower from detrimental conduct;
- (d) assist the Whistleblower in maintaining wellbeing;
- (e) maintain Whistleblower confidentiality, where relevant, including as required by law;
- (f) conducting investigations, or identifying additional bodies to assist in conducting the investigation;
- (g) review and consider any complaints of detrimental conduct or any concern that disclosure has not been dealt with in accordance with this policy;
- (h) informing the Board of any material incidents reported under the Whistleblower Policy, while maintaining the whistleblower's confidentiality.

6. Protecting a Whistleblower's identity

When reporting wrongdoing, the reporter's identity, and any information that the Company has that is likely to lead to identification, will only be disclosed if:

- (a) the person reporting gives consent for the Company to disclose that information;
- (b) the Company considers that such disclosure should be made to:
 - (i) a prescribed body as designated by legislation;
 - (ii) a federal or state authority for the purpose of assisting the authority perform its functions or duties; or
 - (iii) a lawyer for legal advice or representation in relation to Whistleblower laws; or
- (c) in the case of information likely to identify the person reporting, it is reasonably necessary to disclose the information for the purpose of an investigation, then all reasonable steps will be taken to prevent someone from discovering the Whistleblower's identity.

To ensure a discloser's identity is kept confidential, the Company will ensure, where possible, that:

- (a) all personal information or reference to the discloser witnessing an event will be redacted;
- (b) the disclosure will be referred to in a gender-neutral context;

- (c) all paper and electronic documents and other materials relating to disclosures will be stored securely;
- (d) access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- (e) communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- (f) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that unauthorised disclosure of a disclosure's identity, may be a criminal offence.

In practice, people may be able to guess a Whistleblower's identity if, for example, they have previously mentioned their identity to people in relation to the disclosure or if the Whistleblower is one of a very small number of people with access to the information concerning a disclosure. A Whistleblower who is concerned over the breach of confidentiality should immediately contact an Authorised Officer as identified in this policy, or an applicable regulatory body.

7. Detrimental conduct prohibited against Whistleblowers

The Company strictly prohibits all forms of detrimental conduct against Whistleblowers. Detrimental conduct means any actual or threatened conduct that could cause a detriment to the Whistleblower as a result of them making a disclosure, including:

- (a) demotion or diminishment of a Whistleblower's position or duties;
- (b) termination of employment;
- (c) harassment, bullying or intimidation;
- (d) personal or financial disadvantage;
- (e) unlawful discrimination;
- (f) harm or injury, including psychological harm;
- (g) damage to reputation; or
- (h) any other conduct that constitutes retaliation.

The Company will take all reasonable steps to protect the Whistleblower from detrimental conduct, and take appropriate action where such conduct is identified.

Not all actions against a Whistleblower are considered harmful under the law. Harmful actions may include reasonable administrative measures to protect a Whistleblower (such as relocating them to a different work area) or managing their poor performance within the company's guidelines.

The Company is dedicated to safeguarding Whistleblowers from harm or threats. Depending on the situation, the company may take various steps, such as evaluating the risk, investigating disclosures, addressing threats or harm promptly, providing support, and ensuring that employees are trained on their responsibilities regarding Whistleblowers and disclosures.

If Whistleblowers believe they have faced harm or threats, they are advised to seek independent legal advice or contact relevant regulatory bodies.

8. Specific protections and remedies

The law⁶ provides protections if a 'protected disclosure' is made, including that:

- (a) the Whistleblower is not subject to any civil, criminal or administrative liability for making the disclosure (other than for making a false disclosure);
- (b) no contractual or other remedies may be enforced or exercised against the Whistleblower on the basis of the disclosure; and
- (c) in some limited circumstances (e.g. if the disclosure has been made to a regulator), the information provided may not be admissible in evidence against a Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Except as provided in paragraph (c) above, the protections under the law do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

Compensation and other remedies may be available through the courts for loss, damage or injury suffered because of disclosure or if the Company failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

9. Investigations

The Company takes all reports of potential wrongdoing seriously. All reports will be documented in our reporting system, WhistleB, and assessed. Based on the nature and circumstances of the disclosure, a decision will be made as to whether an investigation is required. For example, reports of potential wrongdoing of a minor nature that can be resolved informally will typically not require the same level of response as disclosures involving a large-scale and complex investigation.

⁶ In addition, in the United States of America, the Defend Trade Secrets Act (DTSA) provides some immunity to Whistleblowers who disclose trade secrets during the process of disclosure in certain circumstances. Under 18 USC 1833, the DTSA specifically states that an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of any trade secret that is made:

- (a) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and
- (b) made solely for the purpose of reporting or investigating a suspected violation of law; or
- (c) is made in a complaint filed in a lawsuit or other proceeding, if such a filing is made under seal.

Any investigation will be conducted promptly, fairly and objectively, and independent from any persons to whom the report relates. The Authorised Officer will generally oversee investigations. Other people, including employees or external advisers, may also be asked to assist or run the investigation. Where possible, the Whistleblower will be informed of how the Company is responding to their report, including whether an investigation will be conducted.

Authorised Officers will regularly update the Whistleblower on the progress of the investigation, provided the Whistleblower can be contacted and subject to applicable privacy and confidentiality obligations. The frequency and timing of updates may vary depending on the nature of the disclosure.

Unless there are confidentiality or other reasons not to do so, employees who are the subject of a report of wrongdoing will be informed of the matters raised in the report at an appropriate time, and will be given a chance to respond to any allegations made against them. They will also be advised of the outcome of any investigation.

The timeframes for handling an investigation may vary depending on the nature of the disclosure and surrounding circumstances.

If a disclosure is assessed to involve a potential criminal offence, the information will be promptly referred to the appropriate authorities in accordance with applicable laws.

10. Fair treatment of individuals mentioned in disclosures

The Company adheres to various mechanisms to ensure the fair treatment of individuals who are mentioned in, or are the subject of, disclosures made by other individuals. These include:

- (a) ensuring disclosures and subsequent investigations will be handled confidentially wherever appropriate;
- (b) ensuring the investigation process will be objective, fair and independent;
- (c) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken;
- (d) any person who becomes the subject of an allegation will be provided with an opportunity to understand and respond to the allegation;
- (e) Employee Assistance Program (EAP) services are available to employees.

11. Non-compliance and false reporting

A breach of this Policy may have serious consequences including termination of employment, engagement or services. Legal consequences in the form of civil and criminal penalties and other disciplinary action may also apply. Any employee who in any way retaliates against a

Whistleblower for making a disclosure under this policy will be subject to disciplinary action (which may include termination of employment).

Deliberate false reporting under this policy is strongly discouraged by the Company. Any deliberate false reports will not be protected under the law and will be treated as a serious disciplinary matter by the Company.

Schedule 14 - Anti-Bribery and Corruption Policy

1. Purpose

Qoria Limited (the Company) is committed to maintaining a high standard of integrity, investor confidence and good corporate governance. The Company is also committed to ensuring a high standard of ethical conduct in all business dealings and a culture of lawful, ethical and responsible behaviour.

This Policy has been adopted by the Board to ensure the Company has appropriate procedures in place to prevent and discourage unacceptable conduct involving bribery and corruption and sets out the Company's guidelines on what conduct constitutes bribery and corruption, the procedures the Company has in place for preventing conduct involving bribery and corruption and how to raise a concern regarding suspicious activity in breach of this Policy.

This Policy applies to all Company Personnel, regardless of location. Company Personnel must comply with this Policy and are expected to adhere to the applicable laws of the country they are in. Where local laws are less stringent than this Policy, the higher standard of conduct set out in this Policy must be followed – unless doing so would conflict with mandatory provisions of local law.

This Policy is consistent with, and supports the Company's values and it should be read with other policies of the Company.

2. Who this Policy covers

This Policy applies to anyone who is employed by, or works at, the Company (or any of its related bodies corporate) including directors, officers, employees, consultants, contractors and sub-contractors (**Company Personnel**).

3. Conduct prohibited under this Policy

All forms of bribery and corruption, whether direct or indirect, and either on behalf of oneself or any other person, are prohibited under this Policy.

What is bribery and corruption?

Bribery is offering, giving, receiving or asking for something of value in order to gain any commercial, contractual, regulatory or personal advantage which is not legitimately due. A bribe can take the form of gifts, loans, fees, entertainment, rewards or other advantages.

Corruption is a deliberate act of dishonesty, breach of the law or abuse of public trust or power for personal gain or advantage for an entity.

It is important to note that a bribe or corrupt act does not need to be successful or result in an actual benefit in order to breach this Policy. The offer, promise, or acceptance of an improper advantage, even if no advantage is ultimately obtained, may still constitute bribery or corruption.

Furthermore, there does not need to be a specific intended recipient or clearly defined benefit. A general intent to improperly influence another person or gain an unfair advantage is sufficient to constitute a breach of this Policy and may amount to an offence under applicable anti-bribery and corruption laws.

Examples of prohibited conduct

Examples of conduct prohibited under this Policy includes, but is not limited to, the following:

- (a) offering, promising or giving a bribe;
- (b) receiving, agreeing to receive or requesting a bribe;
- (c) authorising a bribe;
- (d) failing to prevent a bribe being made;
- (e) paying secret commissions to those acting in an agency or fiduciary capacity;
- (f) bribing a public official⁷ with the purpose of influencing the outcome of the performance of their official functions in order to obtain or retain business, or a business or personal advantage;
- (g) making facilitation payments to a public official (whether legal or not in a country) for the purpose of expediting the timing of a routine official action of a non-discretionary nature (e.g. processing papers or issuing permits);
- (h) keeping accounts 'off-book' to facilitate or conceal improper payments;
- (i) facilitating, concealing or disguising a bribe or other corrupt conduct;

⁷ The term public official includes a broad range of individuals, such as:

- Government employees (at any level, domestic or foreign)
- Employees or representatives of state-owned or controlled enterprises
- Officials of international organisations (e.g. the UN, World Bank)
- Political candidates or individuals seeking public office
- Anyone acting in an official capacity on behalf of a government, department or agency

- (j) abusing one's position or decision-making authority to gain an undue advantage for oneself or others; or
- (k) obstructing, hindering or retaliating against a person who reports bribery, corruption, or other misconduct in good faith.

4. Genuine gifts and expenditure permitted under this Policy

Company Personnel are prohibited from giving or receiving gifts or entertainment which amount to a bribe or otherwise involve corrupt activity. However, the Company permits genuine gifts and entertainment expenditure that is reasonable and proportionate provided it complies with the following:

- (a) **right reason** – it must be clear that the reason for the gift/expenditure is an act of appreciation or common courtesy associated with standard business practice;
- (b) **recipient has no obligation** – the gift/expenditure must not place the recipient under any obligation;
- (c) **giver has no expectations** – the gift/expenditure must come with no expectations on the part of the giver (or an associate of the giver) of receiving any special favours or any special arrangements in return for the gift/expenditure;
- (d) **appropriate** – the nature of the gift/expenditure must be appropriate to the relationship between the giver and the recipient;
- (e) **made openly** – the gift/expenditure must be made openly and not secretly (i.e. without documentation);
- (f) **reasonable value** – the size of the gift/expenditure must be in accordance with general business practice. If the value of the gift/expenditure is at or over the corporate limits set out in paragraph 6 below, it must be approved and documented in the Gift and Entertainment Register in accordance with paragraph 6 below; and
- (g) **legal** – the gift/expenditure must comply with all applicable laws.

Notwithstanding the above, no employee shall offer or provide any gift or entertainment to a public official in the course of carrying out their employment duties and responsibilities.

Circumstances under which any gift/benefit should never be accepted include:

- (a) gift in the form of cash and/or cash equivalent vouchers or gift certificates;
- (b) 'quid pro quo' (a benefit or advantage offered for something in return); and
- (c) making incomplete, false or inaccurate entries in the Company's books and records.

Company Personnel should, wherever possible, and always if unsure about the rules or exemptions, discuss any offer of a gift with their manager, the Compliance Officer listed at the

end of this Policy, or another designated contact before accepting the gift, to determine the appropriate course of action.

5. Safety and liberty exception

In the event that any Company Personnel face a clear, immediate, and unavoidable threat to the safety or liberty of any person, they are not required to comply with this Policy at that moment. However, they must notify the Compliance Officer and provide a detailed written report of the incident as soon as reasonably possible after the event.

6. Procedures to prevent bribery and corruption

Company must approve and record gifts above corporate limits

The Compliance Officer or Managing Director must approve all gifts and proposed expenses valued at or above the limits as set out in the table below:

Country	Corporate limits for gifts and entertainment
Australia and New Zealand	USD 200 (or AUD 300)
United Kingdom	USD 200 (or GBP 150)
United States	USD 200
Spain	USD 200 (or EUR 170)
Sri Lanka	USD 50 (or LKR 60,190)

The Compliance Officer (or person delegated by the Compliance Officer) must keep and maintain a register of all approved gifts and entertainment expenses valued at or above the corporate limits (**Gift and Entertainment Register**).

Gifts and expenses should not be accepted or incurred on a recurring basis or broken down into parts of less than the corporate limit with the purpose of avoiding the gift or expense being subject to approval and recorded in the Gift and Entertainment Register.

The Gift Register will be reviewed periodically by management to identify and manage any emerging risks of improper conduct arising from giving and receiving gifts and expenses.

Company must approve all donations and sponsorships

The Compliance Officer or Managing Director must approve all donations and sponsorships proposed to be provided using Company funds including charitable donations. The Company will only make charitable donations that are legal and ethical under local laws and practices. In

Australia, the Company will only approve a charitable donation to an organisation that is registered as a charity and entitled to receive income tax deductible gifts and deductible contributions.

The Company does not make political donations in any country.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, may be caught by anti-bribery laws in a number of different countries.

Company Personnel must declare conflicts of interest for all tenders

Company Personnel are required to immediately declare all material and potential conflicts of interest in relation to any tender or procurement process to their manager or the Compliance Officer (as appropriate).

If there is a material conflict of interest, approval must be obtained from the Compliance Officer or Managing Director before proceeding with the tender.

Further, the Company must take all reasonable steps to ensure the tender process is:

- (a) **transparent** - the tender process must be conducted fairly and transparently;
- (b) **no favours** - no supplier in the tender process should receive any favours or preferences at the expense of the Company;
- (c) **no personal benefits** - no Company Personnel should receive a personal benefit, directly or indirectly, in connection with the tender process; and
- (d) **appropriately documented** - the Company must keep appropriate records of the tender process, including a record of why the supplier was ultimately selected.

Company must keep records of all payments

The Company must keep financial records and have appropriate internal controls in place to evidence the business reasons for making payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to the dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict honesty, accuracy and completeness.

Company Personnel should note that it shall constitute a violation of this Policy, as well as an offence under the laws of certain countries, for a person to make, alter, destroy or conceal an accounting document, including being reckless in their conduct which allows such an act to facilitate, conceal or disguise corrupt conduct.

7. How to report suspicious activity

All Company Personnel have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with the Company's business.

Company Personnel should notify the Compliance Officer as soon as possible if you believe or suspect that a conflict with, or a breach of, this Policy has occurred, or may occur in the future.

If you are unsure whether a particular act may constitute bribery or corruption, or if you have any other queries or concerns, you should immediately raise these with your manager or the Compliance Officer.

If you are not comfortable, for any reason, with speaking directly to your manager or the Compliance Officer, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making a report or raising any concern regarding suspicious activity. The Company is committed to providing all Company Personnel with a safe, reliable, and confidential way to report suspicious activity, including the option to report anonymously through its external whistleblowing platform, WhistleB.

8. Consequences of breaching this Policy

Breaches of anti-bribery and corruption laws can lead to severe legal penalties for both individuals and the Company. These may include civil or criminal prosecution, significant fines, and imprisonment. Legal consequences will vary depending on the laws of the country in which the conduct occurs. Individuals may still face liability even where no benefit was ultimately received or where the conduct was not successful.

Conduct involving bribery and corruption can also damage the Company's reputation and standing in the community and its ability to procure and retain business and/or clients.

Any breaches of this Policy will be regarded as serious misconduct and may result in disciplinary action, which may include termination of employment, in accordance with applicable laws.

9. Other matters

Material breaches of policy reported to the Board

The Board (or a delegated Board committee) will be periodically informed of all material breaches of this Policy.

Monitoring and review of Policy

Material breaches of this Policy will be monitored and the Policy will be periodically reviewed to check that it is operating effectively and whether any changes to the Policy are required.

Training

The Company may provide training sessions to assist management and employees who may be exposed to bribery or corruption to recognise and manage bribery and corruption issues, as appropriate.

Amendment of Policy

This Policy may be amended by the Company from time to time by resolution of the Board.

Attachment A - Compliance Officers

Position	Contact Details
General Counsel and Company Secretary	Name: Stephanie Majteles Email: stephanie.majteles@qoria.com Address: Level 3, 45 St Georges Terrace PERTH WA 6000

For personal use only

Qoria

Contact

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