

**NANOLLOSE LIMITED**  
**ACN 601 676 377**  
**(“Company”)**

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**CORPORATE GOVERNANCE PLAN**

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## **SCHEDULE 1 – BOARD CHARTER**

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### **1. ROLE OF THE BOARD**

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

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### **2. THE BOARD'S RELATIONSHIP WITH MANAGEMENT**

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company and its subsidiaries to the Chief Executive Officer (A role presently being fulfilled by the Managing Director).
- (b) Specific limits on the authority delegated to the Chief Executive Officer and the Executive Team must be set out in the Delegated Authorities approved by the Board.
- (c) The role of management is to support the Chief Executive Officer and implement the running of the general operations and financial business of the Group, in accordance with the delegated authority of the Board.
- (d) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

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### **3. SPECIFIC RESPONSIBILITIES OF THE BOARD**

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

- (a) Driving the strategic direction of the Company and the Group, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- (b) appointment, and where necessary, the replacement, of the Chief Executive Officer and other senior executives and the determination of the terms and conditions of appointment including remuneration and termination;
- (c) appointment, and where necessary, the replacement, of the Chairman;
- (d) appointment, and where necessary, the replacement, of the Company Secretary;
- (e) approving and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (f) overseeing the Company's process for making timely and balanced disclosure of all material information;
- (g) ensuring 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;

- (h) overseeing the integrity of the Group's financial reporting and approving the annual, half yearly and quarterly accounts;
- (i) approving and monitoring the operating budgets and major capital expenditure of the Group;
- (j) reviewing and approving significant acquisitions, divestitures and other key transactions of the Group;
- (k) approving significant changes to the organisational structure;
- (l) 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);
- (m) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (n) approving the Company's remuneration framework;
- (o) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; and
- (p) considering and 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).

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#### **4. COMPOSITION OF THE BOARD**

- (a) The Board of the Company must comprise at least three members.
- (b) The Board of the Company should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (c) In appointing new members to the Board of the Company, consideration must be given to the demonstrated ability and future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company and the Group.
- (d) The composition of the Board of the Company is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the Nominations Committee (or the full Board in the absence of a Nomination Committee) to ensure the appropriate mix of skills and expertise is present to facilitate the efficient and effective functioning of the Board.
- (e) The Company must disclose the relevant qualifications and experience of each Board Member of the Company in, or in conjunction with, its Annual Report.

- (f) Where practical, the majority of the Board of the Company should be comprised of non-executive Directors.
- (g) Where practical, at least 50% of the Board of the Company should be independent.
  - (i) An independent Director is a director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.
  - (ii) In considering whether a Director is independent, the Board of the Company 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 3<sup>rd</sup> Edition* as set out in Annexure A – *Definition of Independence (Independence Tests)*.
- (h) The Company must disclose the length of service of each Director in, or in conjunction with, its Annual Report.
  - (i) No member of the Board 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.
  - (j) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.

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## 5. DIRECTOR RESPONSIBILITIES

- (a) Where a Director of the Company has an interest, position, association or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion.
- (b) Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- (c) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- (d) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.

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## 6. THE ROLE OF THE CHAIRMAN

- (a) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the

minutes of board meetings is held by the Company and conducting the shareholder meetings.

- (b) Where practical, the Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (c) Where practical, the Chief Executive Officer should not be the Chairman of the Company during his term as Chief Executive Officer or in the future.
- (d) The Chairman must be able to commit the time to discharge the role effectively.
- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting in an Acting capacity.

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## **7. BOARD COMMITTEES**

- (a) Once the Board is of a sufficient size and structure and the Company's operations are of a sufficient magnitude, the Board may elect to establish any of the following committees to assist the Board in fulfilling its duties:
  - (i) Audit and Risk Committee;
  - (ii) Remuneration Committee; and
  - (iii) Nomination Committee.
- (b) Each of the above committees has its own written terms of reference which is approved by the Board and reviewed following any applicable regulatory changes.
- (c) Where the Board elects to establish any Committees:
  - (i) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
  - (ii) Members of Committees are appointed by the Board. The Board may appoint additional members to Committees or remove and replace members of Committees by resolution.
  - (iii) The Board must disclose the members and Chairman of each Committee and the relevant qualifications and experience of those members in, or in conjunction with its annual report.
  - (iv) 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, except where the Committee determines that such access would be adverse to the Company's interests.

- (v) The Company must disclose in, or in conjunction with, its annual report, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (d) Where the Board does not consider that the Company will benefit from a particular separate committee:
  - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
  - (ii) the Company must disclose in, or in conjunction with, its annual report:
    - (A) the fact a Committee has not been established; and
    - (B) in the case where an Audit and Risk Committee has not been established, the processes the Board employs to 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.

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## **8. BOARD MEETINGS**

- (a) In accordance with the Company's constitution, 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 Company Secretary shall co-ordinate the timely completion and distribution of Board and committee papers for each meeting of the Board and any committee.
- (e) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting. Minutes of meetings must be approved by the Board at a subsequent Board meeting.
- (f) Further details regarding Board meetings are set out in the Company's Constitution.

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## **9. THE COMPANY SECRETARY**

- (a) The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.
- (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 shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- (d) The Company Secretary is to facilitate the induction and professional development of Directors in accordance with the policies and processes set by the Board.
- (e) The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- (f) 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.
- (g) 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.
- (h) All Directors have access to the advice and services provided by the Company Secretary.

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## **10. ACCESS TO ADVICE**

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

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## **11. PERFORMANCE REVIEW**

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

- (a) addresses the procedures outlined in *Annexure B: Performance and Evaluation Procedures*; and
- (b) suggests any amendments to the Charter as are deemed necessary or appropriate.

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## **12. DISCLOSURE**

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 Group's website.



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## **SCHEDULE 2 – CORPORATE CODE OF CONDUCT**

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### **1. PURPOSE**

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Group's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

“**Employees**” for the purposes of this Code of Conduct includes all directors, employees and contractors who are employed, engaged by, and/or act on behalf of the Group.

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### **2. ACCOUNTABILITIES**

#### **2.1 Managers and Supervisors**

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

#### **2.2 Employees**

All employees are responsible for:

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

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### **3. PERSONAL AND PROFESSIONAL BEHAVIOUR**

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard;
- (c) operate within the law at all times;
- (d) act in the best interests of the Group;
- (e) follow the policies of the Group; and

- (f) act in an appropriate business-like manner when representing the Group in public forums.

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#### **4. CONFLICT OF INTEREST**

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

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

- (a) financial interests in a matter the Group deals with or you are aware that your friends or relatives have a financial interest in the matter;
- (b) directorships/management of outside organisations;
- (c) membership of boards of outside organisations;
- (d) personal relationships with people the Group is dealing with which go beyond the level of a professional working relationship;
- (e) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Group;
- (f) access to information that can be used for personal gain; and
- (g) offer of an inducement.

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

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

You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

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#### **5. PUBLIC AND MEDIA COMMENT**

It is the Group's policy that all public statements, including responses to public and media enquiries, be made by authorised spokespersons only.

The Company's Authorised Spokespersons are its Board, Chief Executive Officer (Managing Director) and Company Secretary.

Other Employees must not make official comment on matters relating to the Group unless they are:

- (a) authorised to do so by an Authorised Spokesperson; or
- (b) giving evidence in court; or
- (c) otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from an Authorised Spokesperson.

The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

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## **6. USE OF COMPANY RESOURCES**

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

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

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## **7. SECURITY OF INFORMATION**

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

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## **8. INTELLECTUAL PROPERTY/COPYRIGHT**

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

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

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## **9. DISCRIMINATION AND HARASSMENT**

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

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

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## **10. CORRUPT CONDUCT**

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

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

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

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## **11. OCCUPATIONAL HEALTH AND SAFETY**

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to the Group's operations and to use security and safety equipment provided.

Specifically all employees are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is a potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

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## **12. LEGISLATION**

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Group and any individuals concerned. Any known violation must be reported immediately to management.

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## **13. FAIR DEALING**

The Group aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Group's suppliers, customers and other employees.

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## **14. INSIDER TRADING**

All employees must observe the Group's "*Trading Policy*". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Group has established specific time periods when Directors, key management personnel and other employees are permitted to buy and sell the Company's securities.

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**15. RESPONSIBILITIES TO INVESTORS**

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

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**16. BREACHES OF THE CODE OF CONDUCT**

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

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Group policies and guidelines, relevant industrial awards and agreements.

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**17. REPORTING MATTERS OF CONCERN**

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit, the Chief Executive Officer or the Company Secretary, without fear of retribution.

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## **SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER**

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### **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, compliance and risk.

This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

Where the Board does not consider that the Company will benefit from a separate Audit and Risk Committee, the full Board will carry out the duties assigned to the Audit and Risk Committee in accordance with this Charter.

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### **2. PURPOSE**

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

- (a) the quality and integrity of the Group'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 Group'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 Group'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 Group 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.

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### **3. COMPOSITION**

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

- (a) The Committee shall be comprised of at least three members.
- (b) Where possible, all members of the Committee should be non-executive Directors.

- (c) Where possible, a majority of the members of the Committee should be independent Directors in accordance with the criteria set out in *Annexure A – Definition of Independence*.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee should not be the Chairman of the Board of Directors and should be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Chief Executive Officer, Chief Financial Officer and senior executives, may be invited to Committee meetings at the discretion of the Committee.

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#### **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 Group'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 Group's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have provided a written statement to the Board declaring that, in their opinion:
  - (i) the financial records of the Group have been properly maintained in accordance with the Corporations Act;
  - (ii) the Group's financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group; and
  - (iii) the assertions made in respect of (i) and (ii) above 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 or receive a report from the external auditors at least twice in each financial year and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.
- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Group.
- (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, if required, determine the scope of work to be undertaken.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) Review the internal controls of the Group via consideration of any comments from the Group's internal and/or external auditors and/or commissioning an independent report on the Group's internal controls.



#### **4.4 Risk Management**

- (a) Oversee the Group'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 Group's risk management framework at least annually to
  - (i) ensure that it continues to be sound;
  - (ii) determine whether there have been any changes in the material business risks exposures of the Group; and
  - (iii) ensure that those risks remain within the risk appetite set by the Board.
- (d) Disclose in relation to each reporting period, whether such a review of the Group's risk management framework has taken place in accordance with (c) above.
- (e) Review reports by management on the efficiency and effectiveness of the Group's risk management framework and associated internal compliance and control procedures.

#### **4.5 Other**

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

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### **5. MEETINGS**

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

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

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## **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.

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## **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.

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## **8. ACCESS TO ADVICE**

- (a) Members of the Committee have rights of access to management and to the books and records of the Group to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Group's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.
- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman.

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

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**9. REPORT TO THE BOARD**

- (a) The Committee must report to the Board formally at the next Board meeting following 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.

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**10. DISCLOSURE**

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 Group's website.

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**11. REVIEW**

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.

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## **SCHEDULE 4 – REMUNERATION COMMITTEE CHARTER**

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### **1. ROLE**

The role of the Remuneration Committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Group. This Charter defines the Remuneration Committee's function, composition, mode of operation, authority and responsibilities.

Where the Board does not consider that the Company will benefit from a separate Remuneration Committee, the full Board will carry out the duties assigned to the Remuneration Committee in accordance with this Charter.

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### **2. PURPOSE**

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

- (a) reviewing and approving the *Remuneration Policy* to enable the Group to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) recommending to the Board the remuneration of executive Directors;
- (d) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
- (e) reviewing the Group's recruitment, retention and termination policies and procedures for senior management;
- (f) reviewing and approving the remuneration of direct reports to the Chief Executive Officer and other senior executives as appropriate; and
- (g) reviewing and approving any equity based plans and other incentive schemes.

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### **3. COMPOSITION**

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

- (a) The Committee shall be comprised of at least three members;
- (b) Where possible, a majority of the members of the Committee should be independent non-executive Directors in accordance with the criteria set out in *Annexure A – Definition of Independence*;
- (c) The Chairman of the Committee should be independent and should not also hold the position of Chairman of the Board of Directors;

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

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## **4. DUTIES AND RESPONSIBILITIES**

### **4.1 Remuneration Policy**

- (a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Group to attract and retain executives and Directors who can create value for shareholders.
- (b) Review the on-going appropriateness and relevance of the Remuneration Policy and other executive benefit programs.
- (c) Ensure that the Remuneration Policy fairly and responsibly reward executives having regard to the performance of the Company and its subsidiaries, the performance of the executive and prevailing remuneration expectations in the market.

### **4.2 Remuneration of Executive Directors and Senior Management**

- (a) Consider and make recommendations to the Board on the remuneration for each executive Director (including base pay, incentive payments, equity awards, retirement rights and service contracts) having regard to the executive remuneration policy.
- (b) Review and approve the proposed remuneration (including incentive awards, equity awards and service contracts) for the direct reports of the Chief Executive Officer.
- (c) Oversee an annual performance evaluation of the senior executive team in accordance with the processes outlined in *Annexure B – Performance Evaluation Procedures*. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (d) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer.
- (e) Approve termination payments to executive Directors or direct reports to the Chief Executive Officer. Termination payments to other departing executives should be reported to the Committee at its next meeting.

### **4.3 Executive Incentive Plans (including Equity Based Plans)**

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

- (e) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.
- (f) Review, approve and keep under review performance hurdles for each Plan.
- (g) Review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

#### **4.4 Other**

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

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### **5. MEETINGS**

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

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### **6. SECRETARY**

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

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**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.

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**8. ACCESS TO ADVICE**

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

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**9. 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.

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**10. DISCLOSURE**

- (a) The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the annual report and as otherwise required by law.
- (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 Group's website.

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**11. REVIEW**

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.

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## **SCHEDULE 5 – NOMINATION COMMITTEE CHARTER**

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### **1. ROLE**

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

Where the Board does not consider that the Company will benefit from a separate Nomination Committee, the full Board will carry out the duties assigned to the Nomination Committee in accordance with this Charter.

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### **2. PURPOSE**

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

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

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### **3. COMPOSITION**

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

- (a) The Committee shall be comprised of at least three members;
- (b) Where possible, a majority of the members of the Committee should be independent non-executive Directors in accordance with the criteria set out in *Annexure A – Definition of Independence*;
- (c) The Chairman of the Committee should be independent and should not also hold the position of Chairman of the Board of Directors; and
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.

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### **4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- (a) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- (b) Make recommendations to the Board on the appropriate size and composition of the Board.
- (c) Identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after



assessment of how the candidates can contribute to the strategic direction of the Company and the Group.

- (d) Undertake appropriate checks before appointing a candidate, or putting forward to security holders a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate).
- (e) Ensure that all material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director, including:
  - (i) biographical details (including relevant qualifications and experience and skills);
  - (ii) details of any other material directorships currently held by the candidate;
  - (iii) where standing as a Director for the first time, any material adverse information revealed by the checks, details of any interest, position, association or relationship that might materially influence their capacity to be independent and act in the best interests of the Company and its shareholders, and a statement whether the Board considers the candidate is considered to be independent;
  - (iv) where standing for re-election as a Director, the term of office served by the Director and a statement whether the Board considers the candidate is considered to be independent; and
  - (v) a statement by the Board whether it supports the election or re-election of the candidate.
- (f) Ensure that each Director and senior executive is a party to a written agreement with the Company (or any of its subsidiaries as appropriate) which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act), other than a Director.
- (g) Prepare and maintain a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve). The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- (h) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
- (i) Assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (j) Consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting.

- (k) Review Directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (l) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (m) Arrange an annual performance evaluation of the Board, its Committees, and individual Directors in accordance with the processes outlined in *Annexure B – Performance Evaluation Procedures*.

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## **5. MEETINGS**

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

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## **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.

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## **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.

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**8. ACCESS TO ADVICE**

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

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**9. REPORTING**

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

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**10. DISCLOSURE**

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 Group's website.

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**11. REVIEW**

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.

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## **SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY**

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

The Company has in place a written policy on information disclosure and relevant procedures. The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.

The Company Secretary is responsible for:

- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- (b) providing guidance to Directors and employees on disclosure requirements and procedures.

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.

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

- (a) The Chief Executive Officer is responsible for the preparation of all material, price sensitive ASX announcements, including ensuring the information presented is factually correct and, together with the Company Secretary, is in compliance with the ASX Listing Rules continuous disclosure requirements.
- (b) All key announcements are to be circulated by the Chief Executive Officer to all members of the Board and all members of the Board are to be given a reasonable opportunity to provide the Chief Executive Officer (or in his/her absence, the Company Secretary) with verbal or written contribution to each key announcement prior to its release.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) The approval of both the Chairman and the Chief Executive Officer must be obtained prior to release of the announcement to the ASX.
- (e) The Company Secretary is responsible for the lodgement of all ASX announcements and is to maintain a copy of all announcements once released.

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## SCHEDULE 7 – RISK MANAGEMENT POLICY

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### 1. RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

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

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:

- (a) oversee the Group's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability 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;
- (c) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (d) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

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

- (a) identifying and measuring risks that might impact upon the achievement of the Group'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 eg insurance.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back at each Audit and Risk Committee at least annually.

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

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## **2. DISCLOSURE**

The Company must disclose at least annually:

- a) whether the Board (or a committee of the Board) has completed a review of the Group's risk management framework to satisfy itself that it continues to be sound.
- b) if it has any material exposure to economic, environmental and/or social sustainability 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.

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## **SCHEDULE 8 – REMUNERATION POLICY**

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### **1. INTRODUCTION**

This policy sets out the general remuneration strategies of the Group.

The Remuneration Committee (or the full board where there is no Remuneration Committee) shall perform its duties and activities in line with these strategies and shall review and reassess the policy at least annually.

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### **2. GENERAL DIRECTOR REMUNERATION**

- (a) Shareholders approve the maximum aggregate remuneration that may be paid to non-executive Directors of the Company. The maximum aggregate remuneration approved for non-executive directors is currently \$500,000.
- (b) The Board shall set individual non-executive director fees within this defined limit.
- (c) Shareholder approval must be obtained in relation to any change to the overall limit set for non-executive directors' fees.
- (d) Shareholders must also approve the framework for any equity based compensation schemes and if a recommendation is made for a director to participate in an equity scheme, that participation must be approved by the shareholders.
- (e) All directors are entitled to have their indemnity insurance paid by the Company.

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### **3. EXECUTIVE AND SENIOR MANAGEMENT REMUNERATION**

The Group's remuneration policy for executive directors (including the Chief Executive Officer) and senior management is designed to promote superior performance and long term commitment to the Group.

Executives receive a base remuneration which is market related, and may also be entitled to performance-based remuneration at the ultimate discretion of the Board.

Overall remuneration policies are subject to the discretion of the Board and can be changed to reflect competitive market and business conditions where it is in the interests of the Group and the Company's shareholders to do so.

Executive remuneration and other terms of employment are reviewed annually by the Remuneration Committee (or the full board where there is no Remuneration Committee) having regard to performance, relevant comparative information and, where necessary, expert advice and in line with the processes outlined in *Annexure B – Performance Evaluation Procedures*.

The Group's reward policy reflects the benefits of aligning executive remuneration with shareholders' interests and to retain appropriately qualified executive talent for the benefit of the Group. The main principles of the policy are:

- (a) remuneration is reasonable and fair, taking into account the Group's obligations at law, the competitive market in which the Group operates and the relative size and scale of the Group's business;
- (a) individual reward should be linked to clearly specified performance targets which should be aligned to the Group's short term and long term performance objectives; and
- (b) executives should be rewarded for both financial and non-financial performance.

The total remuneration of executive directors (including the Chief Executive Officer) and other senior managers may consist of the following:

- (a) salary - executive directors and senior managers may receive a fixed sum payable monthly in cash;
- (b) bonus - executive directors and nominated senior managers are eligible to participate in a profit participation plan if deemed appropriate;
- (c) long term incentives - executive directors may participate in share option schemes with the prior approval of shareholders. Executives may also participate in employee share option schemes, with any option issues generally being made in accordance with thresholds set in plans approved by shareholders. The Board however, considers it appropriate to retain the flexibility to issue options to executives outside of approved employee option plans in exceptional circumstances; and
- (d) other benefits - executive directors and senior managers are eligible to participate in superannuation schemes.

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#### **4. NON-EXECUTIVE DIRECTOR REMUNERATION**

Shareholders approve the maximum aggregate remuneration for non-executive directors. The Remuneration Committee (or the full board where there is no Remuneration Committee) recommends the actual payments to directors and the Board is responsible for ratifying any recommendations, if appropriate. The maximum aggregate remuneration for non-executive directors is currently \$500,000.

The total remuneration of non-executive directors may consist of the following:

- (a) fixed cash fees, the level of which reflect the time commitment and responsibilities of the role of a non-executive director;
- (b) superannuation contributions in line with the relevant statutory requirements;
- (c) non-cash benefits in lieu of fees such as equity or salary sacrifice into superannuation; and
- (d) equity-based remuneration where the Committee and Board deem that the issue of securities will align the interests of the Company's non-executive directors with those of other security holders. It is recognised that non-executive directors' remuneration is ideally structured to exclude equity based remuneration with performance hurdles attached as it may lead to bias in decision making and compromise objectivity. However, whilst the Company and the Group remains small and the full



Board, including the non-executive directors, are included in the day-to-day operations of the Company more than what may be the case with larger companies, the non-executive directors are entitled to participate in equity based remuneration schemes.

Non-executive directors of the Company are not entitled to any retirement benefits other than superannuation.

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**5. PROFIT PARTICIPATION PLAN**

Performance incentives may be offered to executive directors and senior management of the Group through the operation of a profit participation plan at the ultimate discretion of the Board of the Company.

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## **SCHEDULE 9 – TRADING POLICY**

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### **1. INTRODUCTION**

These guidelines set out the policy on the sale and purchase of securities in the Company by its Key Management Personnel.

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

The Company has determined that the Key Management Personnel of the Group are Directors of the Company and employees of the Group directly reporting to the Chief Executive Officer.

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

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

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

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

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### **3. WHAT IS INSIDER TRADING?**

#### **3.1 Prohibition**

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

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company’s securities (ie information that is ‘price sensitive’); and
- (b) that person:
  - (i) buys or sells securities in the Company; or
  - (ii) procures someone else to buy or sell securities in the Company; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

### **3.2 Examples**

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the Group considering a major acquisition or divestment;
- (b) the threat of major litigation against the Company and/or any of its subsidiaries;
- (c) the Group's revenue and profit or loss results materially exceeding or falling short of the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss of a major contract;
- (g) a management or business restructuring proposal;
- (h) a material share issue proposal.

### **3.3 Dealing through third parties**

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

### **3.4 Information however obtained**

It does not matter how or where the person obtains the information – it does not have to be obtained from the Group to constitute inside information.

### **3.5 Employee share schemes**

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

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## **4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES**

### **4.1 General rule**

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

- (a) two weeks prior to the release of the Company's Annual Financial Report;
- (b) two weeks prior to the release of the Half Year Financial Report of the Company; and

- (c) two weeks prior to the release of the Company's quarterly reports (if applicable),

(together the **Closed Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to all Key Management Personnel either before or during the Closed Periods. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

#### **4.2 No short-term trading in the Company's securities**

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

#### **4.3 Securities in other companies**

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company and/or any of its subsidiaries is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

#### **4.4 Exceptions**

- (a) Key Management Personnel may at any time:
  - (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
  - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
  - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
  - (iv) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
  - (v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
  - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
  - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
  - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of

the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;

- (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
  - (x) undertake to accept, or accept, a takeover offer;
  - (xi) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
  - (xii) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
  - (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
  - (xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

Were this to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

#### **4.5 Notification of periods when Key Management Personnel are not permitted to trade**

The Company Secretary will endeavour to notify all Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

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## 5. APPROVAL AND NOTIFICATION REQUIREMENTS

### 5.1 Approval requirements

- (a) Any Director (other than the Chairman) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairman or the Board before doing so.
- (b) Any other Key Management Personnel (excluding Directors) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chief Executive Officer before doing so.
- (c) If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Chief Executive Officer or the Board before doing so.
- (d) Approvals sought in respect of (a) to (c) above shall not be unreasonably withheld.

### 5.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 5.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

### 5.3 Notification

Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

### 5.4 Key Management Personnel sales of securities

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

### 5.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chief

Executive Officer (or in the case of the Chief Executive Officer by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

#### **5.6 Severe financial hardship or exceptional circumstances**

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

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

#### **5.7 Financial hardship**

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

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

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

#### **5.8 Exceptional circumstances**

Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

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

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### **6. ASX NOTIFICATION FOR DIRECTORS**

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director of the Company to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

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**7. EFFECT OF COMPLIANCE WITH THIS POLICY**

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.



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## SCHEDULE 10 – DIVERSITY POLICY

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### 1. INTRODUCTION

The Group is committed to workplace diversity.

The Group recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

The Board also acknowledges the benefits of the recommendations and guidance provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations* that relate to diversity, however, it is also cognisant of the fact that the Group is in its development phase and its workforce is not of a size where the benefits of such initiatives are proportionate to the costs involved in the implementation of such strategies.

To this end, the Board has adopted a tiered approach to the implementation of its Diversity Policy which is relative to the size of the Group and its workforce.

Where the Group employs 50 or more employees, the Board of the Company undertakes to adopt practices in line with the recommendations and guidance provided in the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations*.

Whilst the Group's workforce remains below this threshold, the Board of the Company will continue to drive the Group's diversity strategies on an informal basis and will apply the initiatives contained in this Diversity Policy to the extent that the Board considers relevant and necessary.

The Diversity Policy does not form part of an employee's contract of employment with the Company or any of its subsidiaries, nor does it give rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

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### 2. OBJECTIVES

The Diversity Policy provides a framework for the Group to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in the business of the Company and the achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) improved employment and career development opportunities for women;
- (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives

through improved awareness of the benefits of workforce diversity and successful management of diversity; and

- (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the **Objectives**).

The Diversity Policy does not impose on the Group, its directors, officers, agents or employee any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

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### **3. RESPONSIBILITIES**

#### **3.1 The Board's commitment**

The Board is committed to workplace diversity and supports representation of women at the senior level of the Group and on the Board of the Company where appropriate.

The Board acknowledges its responsibility for the development of measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**) and the importance of monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

Where the Group employs 50 or more employees, the Board shall;

- (a) define its Measurable Objectives;
- (b) undertake an annual assessment of those Measurable Objectives; and
- (c) report on the Group's progress (if any) towards achieving them.

Where the Group employs less than 50 employees, the Board of the Company will monitor the Group's diversity strategies on an informal basis.

In any event, the Board will endeavour to conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

#### **3.2 Strategies**

The Group's diversity strategies may include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board of the Company;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take into account during recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including,

workplace development programs, mentoring programs and targeted training and development;

- (e) developing a culture which takes into account domestic responsibilities of employees; and
- (f) any other strategies the Board develops from time to time.

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#### **4. MONITORING AND EVALUATION**

The Board of the Company is responsible for monitoring the scope and currency of this policy.

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

At a time when the Group's workforce grows to a size of 50 or more employees, the Company will undertake a review of the annual key performance indicators for the Chief Executive Officer and senior executives of the Group and will determine the extent to which the Measurable Objectives shall be linked to performance-based incentives offered to those executives.

Where appropriate, the Board will review progress against the Measurable Objectives (if any) as a key performance indicator in its annual performance assessment.

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#### **5. DISCLOSURE**

Where the Group employs 50 or more employees, the Group will disclose, for each financial year:

- (a) any Measurable Objectives set by the Board;
- (b) progress against these Measurable Objectives; and
- (c) either:
  - (i) the respective proportions of men and women on the Board of the Company, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Group; or
  - (ii) if the Group becomes a "relevant employer" under the Workplace Gender Equality Act, the Group will disclose its most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.

Where the Group employs less than 50 employees, the Group will comply with (c) above, and will disclose information under sections (a) and (b) to the extent that they are relevant.

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## **SCHEDULE 11 – SHAREHOLDER COMMUNICATIONS STRATEGY**

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### **1. INTRODUCTION**

The Board of the Company aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. Information is communicated to shareholders across several platforms including the ASX, the Group's website, general meetings, email and the Company's registrar.

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### **2. ASX**

In line with the Company's *Continuous Disclosure Policy*, the Company's primary method of communication with its shareholders is via the ASX's company announcements platform where shareholders can access:

- (a) material, price sensitive announcements regarding the business operations and affairs of the Group;
- (b) the annual, half yearly and quarterly reports of the Group;
- (c) notices and explanatory memoranda of Annual General Meetings (AGM) and General Meetings (GM); and
- (d) all other disclosures and announcements made to the ASX.

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### **3. COMPANY WEBSITE**

In addition to the above, the Company makes use of the Group's website to communicate with its shareholders and continually reviews its website to identify ways in which it can promote its greater use by shareholders and make it more informative.

The Group's website includes at least the following information for the benefit of its shareholders:

- (a) an overview of the Group's current business and activities;
- (b) the names and brief biographical information for each of the Company's directors and senior executives;
- (c) the Company's constitution;
- (d) the Company's corporate governance policies and practices, including its board charter and the charter of each of its board committees;
- (e) copies of the Group's annual, half yearly and quarterly reports;
- (f) copies of the Company's ASX announcements and press releases;
- (g) copies of notices of meetings of security holders, explanatory statements and accompanying documents; and
- (h) presentations made to investors and other stakeholders.

All website information is continuously reviewed and updated to ensure that information is current, or appropriately dated and archived.

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#### 4. OPTING IN TO RECEIVE ELECTRONIC COMMUNICATION

The default option for receiving a copy of the annual report is via the Company's website, however all shareholders have the option of receiving, free of charge, a printed copy of the annual report or alternatively may elect to receive the annual report via email by notifying the Company's Registrar, **Automic Registry Services** of this election.

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#### 5. ANNUAL GENERAL MEETING / GENERAL MEETINGS

The Company recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- (a) notices of meetings are distributed to shareholders in accordance with the provisions of the Corporations Act;
- (b) notices of meetings and other meeting material are drafted in concise and clear language;
- (c) shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions;
- (d) notices of meetings encourage participation in voting on proposed resolutions by lodgement of proxies, if shareholders are unable to attend the meeting;
- (e) it is general practice for a presentation on the Company's activities to be made to shareholders at each annual general meeting; and
- (f) it is both the Company's policy and the policy of the Company's auditor for the lead engagement partner or a representative of the audit firm to be present at each annual general meeting and to answer any questions regarding the conduct of the audit and the preparation and content of the auditors' report.

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#### 6. SHAREHOLDER ENQUIRIES

Shareholders and the investing public may at any time make a request for company information to the extent such information is publicly available.

Shareholders should direct any enquiries through our website at [info@nanollose.com](mailto:info@nanollose.com) or alternatively, shareholders may contact the Chief Executive Officer or Company Secretary on +61 8 9389 3120.

For enquiries regarding their shareholdings, shareholders may contact the Company's Registrar on the details below:

**Automic Pty Ltd trading as Automic Registry Services**

Address: Level 2, 267 St Georges Terrace, Perth WA Australia 6000  
Phone: +61 8 9324 2099  
Fax: +61 8 9321 2337  
Email: [info@automic.com.au](mailto:info@automic.com.au)

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## SCHEDULE 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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### 1. BACKGROUND

The (**Company**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy (**ABC Policy**) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This ABC Policy applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this ABC Policy, those Local Laws should be followed by any subsidiary or Personnel operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this ABC Policy, this ABC Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries and Personnel operating in countries outside of Australia.

This ABC Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This ABC Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

In this ABC Policy, references to the Company includes references to the Company and all of its subsidiaries.

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### 2. DEFINITIONS

In this ABC Policy the following words or phrases mean the following:

**Anti-Corruption Legislation** includes many laws such as the *Criminal Code Act 1995 (Cth)* and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates.

**Bribery** is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

**Business Associates** means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities.

**Corruption** is the abuse of entrusted power for private gain.

**Facilitation Payment** means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

**Gifts, Entertainment and Hospitality** includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- (a) fall within reasonable bounds of value and occurrence. The Board has determined that such receipts or offerings fall within the reasonable bounds of value and occurrence if they have an individual value of less than \$1,000 and an aggregate value of less than \$10,000 (in respect of one party or group of persons constituting a party and in any 12 month period), and must otherwise be referred to the Board for consideration of reasonableness;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

**Government Official** means:

- (a) any politician, political party, party official or candidate of political office;
- (b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- (c) any official or employee of any public international organisation;
- (d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- (e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- (f) any person who holds themselves out to be an authorised intermediary of a government official.

**Item of Value** includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value.

**Money-laundering** means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

**Official** means a Government Official, political party, official or officer of a political party or candidate for political office.

**Personnel** means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

**Secret Commissions** means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

**Secure an improper advantage** includes obtaining any commercial or financial benefit.

**Third Party** means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

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## 2. PURPOSE

The purpose of this ABC Policy is to:

- (a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and
- (b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

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## 3. SCOPE AND AUTHORITY

The Company requires all Personnel to comply with this ABC Policy as well as the Anti-Corruption Legislation. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.

This ABC Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and any of its subsidiaries.

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## 4. RESPONSIBILITY FOR POLICY COMPLIANCE AND TRAINING

- (a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board will monitor the implementation of this ABC Policy and the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be reviewed annually to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.
- (b) In addition to the Board, the Board may, from time to time, and as it sees fit, nominate designated executives responsible for monitoring and applying this ABC Policy within each of the Company's subsidiaries outside Australia (if any).
- (c) A copy of this ABC Policy will be made available to all Personnel via the Company's intranet or website, and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.
- (d) All Personnel are responsible for ensuring that they read, understand and comply with this ABC Policy, and follow the reporting requirements set out herein. To this end, the Company shall provide training or advice about this ABC Policy to Personnel upon their request.



- (e) All Business Associates will have access to this ABC Policy via the Company's website, and are required to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.
- (f) The prevention, detection and reporting of Bribery and other improper conduct addressed by this ABC Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

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## **5. CONSEQUENCES OF BREACHING THIS ABC POLICY**

- (a) Bribery and the related improper conduct addressed by this ABC Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- (b) A breach of this ABC Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.
- (c) Breach of this ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

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## **6. POLICY**

### **6.1 General**

- (a) Personnel must:
  - (i) understand and comply with this ABC Policy and attend all relevant training;
  - (ii) not engage in Bribery or any other form of Corruption or improper conduct;
  - (iii) not make Facilitation Payments;
  - (iv) not offer, pay, solicit or accept Secret Commissions;
  - (v) not engage in Money-laundering;
  - (vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances;
  - (vii) obtain required approvals for political contributions and charitable donations;
  - (viii) maintain accurate records of dealings with Third Parties; and
  - (ix) be vigilant and report any breaches of, or suspicious behavior related to, this ABC Policy.

- (b) This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

## **6.2 Prohibition against Bribery and Corruption**

- (a) The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- (b) The prohibition of Bribery under this ABC Policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:
  - (i) offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
  - (ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
  - (iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
- (c) The prohibition of Bribery under this ABC Policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:
  - (i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
  - (ii) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
  - (iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

## **6.3 Prohibition on Facilitation Payments, Secret Commissions and Money-laundering**

- (a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- (b) Personnel are prohibited from:
  - (i) making Facilitation Payments;
  - (ii) offering, paying, soliciting or receiving Secret Commissions; and
  - (iii) engaging in Money-laundering.

## **6.4 Political Contributions and Charitable Donations**

### **(a) Political Contributions**

All political contributions to Officials on behalf of the Company must be approved by the Board. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This ABC Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board before it is given or accepted or otherwise as soon as possible.

### **(b) Charitable Donations**

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits.

## **6.5 Interactions with Officials and Third Parties must be Compliant**

(a) All interactions with Officials, Third Parties and Business Associates must comply with this ABC Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

(b) The prohibitions under this ABC Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this ABC Policy.

## **6.6 Dealings with “High Risk” Third Parties**

The Company must implement the following procedures in relation to any “high risk” Third Parties:

(a) communicate this ABC Policy and any additional relevant anti-bribery policies to the high risk Third Party;

(b) undertake sufficient due diligence to ensure that it is appropriate for the high risk Third Party to represent the Company and complete a due diligence report on the Third Party prior to engagement;

(c) raise any issues or red flags identified in the due diligence to the Board and ensure such issues are adequately resolved prior to engagement; and

- (d) to the extent reasonably practicable, ensure a reasonable level of oversight of the Third Party is maintained.

## **6.7 Documentation and Recordkeeping**

- (a) As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.
- (b) The Company and its subsidiaries must keep accurate and complete records of all business transactions:
  - (i) in accordance with generally accepted accounting principles and practices;
  - (ii) in accordance with the Company's accounting and finance policies; and
  - (iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.
- (d) All Personnel must record Items of Value given in expense reports and in accordance with the relevant expense policy.

## **6.8 Compliance with Local Laws Required**

If Local Laws in a particular country or region are more restrictive than this ABC Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

## **6.9 Reporting Violations and Suspected Misconduct**

- (a) Any Personnel or stakeholder who believes that a violation of this ABC Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.
- (b) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board.

## **6.10 Protection**

- (a) The Company prohibits retaliation against anyone reporting such suspicions.
- (b) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this ABC Policy.

- (c) If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

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**7. MONITORING AND REVIEW**

- (a) Material breaches of this ABC Policy will be reported to the Board or to an eligible recipient under the Company's Whistleblower Policy (as appropriate).
- (b) The Board will monitor the content, effectiveness and implementation of this ABC Policy on a regular basis, and at least annually. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.
- (c) Personnel are invited to comment on this ABC Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

Adopted by the Board: 30 August 2021

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## SCHEDULE 13 – WHISTLEBLOWER POLICY

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### 1. INTRODUCTION

- (a) Our Company's values are the foundation of how we behave and interact with each other, our members, suppliers, shareholders, and other stakeholders. Together our values reflect the priorities of the business and provide guidance in decision making.
- (b) Our Corporate Governance policies have been developed to align with our values to ensure that we observe the highest standards of fair dealing, honesty and integrity in our business activities.
- (c) Our Whistleblower Policy (this "**Policy**") has been put in place to ensure employees and other Disclosers (defined below) can raise concerns regarding any misconduct or improper state of affairs or circumstances (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

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### 2. PURPOSE

This Policy aims to:

- (a) encourage Disclosers to report an issue if they reasonably believe someone has engaged in serious wrongdoing;
- (b) to help deter wrongdoing, in line with the entity's risk management and governance framework;
- (c) to ensure Disclosers can disclose wrongdoing safely, securely and with confidence that they will be protected and supported;
- (d) to ensure that information disclosed by Disclosers are dealt with appropriately and on a timely basis;
- (e) to provide transparency around the entity's framework for receiving, handling and investigating disclosures;
- (f) to support the Company's values, codes of conduct, ethics policy, and long-term sustainability and reputation;
- (g) to meet the entity's legal and regulatory obligations and to align the Company with the ASX Corporate Governance Principles and Recommendations;
- (h) outline how the Company will deal with whistleblowing reports; and
- (i) set out the avenues available to Disclosers to report serious wrongdoing to the Company. Whilst it is generally expected that these issues will be raised through the normal channels of line management, reporting by other avenues may be appropriate or necessary in certain situations.

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### 3. WHO DOES THIS POLICY APPLY TO?

- (a) This Policy applies to "**Disclosers**", which means anyone who is, or has been, any of the following with respect to all entities within the Company:

- (i) an officer, director or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
  - (ii) a supplier of services or goods to the entity (whether paid or unpaid) including their employees (e.g. current and former contractors (and their employees), consultants, service providers and business partners);
  - (iii) an associate of the entity; and
  - (iv) a relative, dependent or spouse of an individual in clause 3(a)(i)-(iii) above (e.g. relatives, dependents of a spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).
- (b) A Discloser qualifies for the protections of this Policy and the relevant provisions of the Corporations Act if they have made:
- (i) a disclosure of information relating to a 'disclosable matter' (e.g. information that the Discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to an entity or, if the entity is a body corporate, a related body corporate of the entity) matter directly to an "eligible recipient" (refer to clause 6 below) or to the Australian Securities and Investments Commission, Australian Prudential Regulation Authority or another prescribed Commonwealth body;
  - (ii) a disclosure to a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the Corporations Act whistleblower provisions; or
  - (iii) an 'emergency disclosure' or 'public interest disclosure' (refer to clauses 6(i) and 6(j) below).
- (c) The protections in this Policy will also apply to anyone who has made a disclosure of information relating to the Company to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.

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#### **4. MATTERS THAT SHOULD BE REPORTED**

- (a) Disclosures that are not about disclosable matters do not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant). Such disclosures may also be protected under other legislation.
- (b) Any matter that a Discloser has reasonable grounds to believe is misconduct or an improper state of affairs or circumstances or is in material breach of the Company's policies should be reported in accordance with this Policy. Disclosable matters also involve information where the Discloser has reasonable grounds to suspect that the information indicates that the Company (including its employees or officers) has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any Australian legislation.

- (c) Reportable matters include without limitation any conduct that involves:
- (i) dishonest behaviour;
  - (ii) fraudulent activity;
  - (iii) unlawful, corrupt or irregular use of company funds or practices;
  - (iv) offering or accepting a bribe;
  - (v) illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
  - (vi) financial irregularities;
  - (vii) unethical behaviour, including anything that would breach the Company Code of Conduct;
  - (viii) improper or misleading accounting or financial reporting practices;
  - (ix) any information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law;
  - (x) a breach of any legislation relating to the Company's operations or activities, including the Corporations Act 2001 (Cth);
  - (xi) behaviour that is oppressive, discriminatory or grossly negligent;
  - (xii) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure;
  - (xiii) an unsafe work-practice;
  - (xiv) any behaviour that poses a serious risk to the health and safety of any person at the workplace;
  - (xv) a serious risk to public health, public safety or the environment;  
or
  - (xvi) any other conduct which may cause loss to the Company or be otherwise detrimental to the interests of the Company.
- (d) A Discloser can still qualify for protection under this Policy even if their disclosure turns out to be incorrect. However, the Company discourages deliberate false reporting by Disclosers (i.e. information reported that the Discloser knows to be untrue).
- (e) A Discloser is unlikely to qualify for protection under this Policy in respect of person work-related grievances that do not relate to detriment or threat of detriment to the Discloser. Such grievances do not relate to any conduct or alleged conduct about a 'disclosable matter', and relate to matters such as an inter-personal conflict between employees, employment related decisions regarding an employee, or disciplinary



action taken against an employee. A personal work-related grievance may qualify for protection if it accompanies a report of a disclosable matter, the Discloser suffers or is threatened with detriment for raising the grievance, or the Discloser seeks legal advice about the operation of the whistleblower protections under the Act.

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## **5. RESPONSIBILITY TO REPORT**

The Company relies on its employees and Disclosers to help maintain and grow its culture of honest and ethical behaviour. It is therefore expected that any Discloser who becomes aware of such conduct will make a report.

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## **6. REPORTING TO ELIGIBLE RECIPIENTS**

- (a) Disclosure can be made to an "eligible recipient" who's role within the Company is to receive disclosures that qualify for protection. Eligible recipients in relation to the Company are:
  - (i) an officer, director or senior manager of the entity or related body corporate;
  - (ii) the internal or external auditor (or member of an audit team conducting an audit) or actuary of the Company or related body corporate; and
  - (iii) a person authorised by the Company to receive disclosures that may qualify for protection.
- (b) Reports to an eligible recipient:
  - (i) must be made directly to an eligible recipient in person or by telephone to be able to qualify for protection as a whistleblower under the Corporations Act (or the Taxation Administration Act, where relevant); and
  - (ii) the Discloser must first inform the eligible recipient that they wish to make a report under this Policy.
- (c) An eligible recipient may direct the Discloser to make the report to an external whistleblowing service, if they consider it appropriate in the circumstances.
- (d) Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).
- (e) Information contained in reports and provided by Disclosers in the course of an investigation will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to the Company.
- (f) A Discloser can obtain additional information by contacting the Company's whistleblower protection officer or equivalent or an independent legal adviser).
- (g) Any disclosures made to a legal practice for the purposes of obtaining legal advice or legal representation in relation to the operation of the

whistleblower provisions in the Corporations Act are protected. This clause applies even in the event that the legal practitioner concludes that a disclosure does not relate a 'disclosable matter' as defined under this Policy.

- (h) Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualifies for protection under this Policy. It is important that the Discloser understands the criteria for making either a 'public interest disclosure' or an 'emergency disclosure' and in order for either of these circumstances to apply, the disclosure must:
  - (i) have been previously made to ASIC, APRA or another Commonwealth body prescribed by regulation; and
  - (ii) written notice must be provided to the body in clause 6(h)(i) to which the disclosure was made.
- (i) The first of the circumstances referred to in clause 6(h) is the 'public interest disclosure' which is the disclosure of information to a journalist or a parliamentarian where:
  - (i) at least ninety (90) days have passed since the Discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
  - (ii) the Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
  - (iii) the Discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
  - (iv) before making the public interest disclosure, the Discloser has given written notice to the body in clause 6(i)(i) above (i.e. the body to which the previous disclosure was made) that includes sufficient information to identify the previous disclosure and states that the Discloser intends to make a public interest disclosure.
- (j) The second of the circumstances referred to in clause 6(h) is the 'emergency disclosure' which is the disclosure of information to a journalist of a parliamentarian where:
  - (i) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
  - (ii) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one (1) or more persons or to the natural environment;
  - (iii) before making the emergency disclosure, the Discloser has given written notice to the body in clause 6(j)(i) (i.e. the body to which the previous disclosure was made) that includes sufficient information to identify the previous disclosure and states that the Discloser intends to make an emergency disclosure; and

- (iv) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.
- (k) The Discloser should contact an independent legal adviser before making a 'public interest disclosure' or an 'emergency disclosure'.

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## **7. SUPPORT, PRACTICAL AND LEGAL PROTECTIONS AVAILABLE TO DISCLOSERS**

- (a) A Discloser will not be subject to any civil, criminal or disciplinary action for making a report that is covered by this Policy, or for participating in any subsequent investigation by the Company.
- (b) No employee, officer or contractor of the Company may engage in detrimental conduct against a Discloser who has made or proposes to make a report in accordance with this Policy, because of such report or proposed report. An employee, officer or contractor of the Company who engages in detrimental conduct against a Discloser may be subject to counselling and/or disciplinary action, up to and including summary dismissal
- (c) All reasonable steps will be taken to ensure that a Discloser will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report. However, this Policy will not protect the Discloser if they are also involved in or connected to the improper conduct or illegal activities that are the subject of a report.
- (d) The protections available to Disclosers include:
  - (i) Identity protection (confidentiality): it is illegal for a person to disclose the identity of a Discloser or information that is likely to lead to the identification of the Discloser (which they have obtained directly or indirectly because the Discloser made a disclosure that qualifies for protection). The exception to this form of protection is if a person discloses the identity of the Discloser:
    - a. to ASIC, APRA or a member of the Australian Federal Police;
    - b. to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act)
    - c. to a person or body prescribed by regulations; or
    - d. with the consent of the Discloser;
  - (ii) protection from detrimental acts or omissions: a person cannot engage in conduct that causes detriment to a Discloser (or another person), in relation to a disclosure, if the person believes or suspects that the Discloser made (or may have made, proposes to make or could make) a disclosure that qualifies for protection and the belief or suspicion is the reason, or part of the reason, for the conduct. In addition, a person cannot make a threat to cause detriment to a Discloser (or another person) in

relation to a disclosure. Examples of detrimental conduct that are prohibited under the law include the:

- a. dismissal of an employee;
  - b. injury of an employee in his or her employment;
  - c. alteration of an employee's position or duties to his or her disadvantage;
  - d. discrimination between an employee and other employees of the same employer;
  - e. harassment or intimidation of a person;
  - f. harm or injury to a person, including psychological harm;
  - g. damage to a person's property, reputation, business or financial position; or
  - h. any other damage to a person;
- (iii) compensation and other remedies: a Discloser (or any other employee or person) can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. A Discloser should seek independent legal advice in relation to compensation and other remedies; and
- (iv) civil, criminal and administrative liability protection: a Discloser is protected from any of the following in relation to their disclosure:
- a. civil liability (e.g. any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
  - b. criminal liability (e.g. attempted prosecution of the Discloser for unlawfully releasing information, or other use of the disclosure against the Discloser in a prosecution other than for making a false disclosure); and
  - c. administrative liability (e.g. disciplinary action for making the disclosure).

The protections referred to in this clause 7(d)(iv) do not grant immunity for misconduct a Discloser has engaged in that is revealed in their disclosure.

- (e) The protections referred to in clause 7(d) of this Policy apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.
- (f) A Discloser can lodge a complaint with the Company in relation to the breach of any of the protections referred to in clause 7(d) of this Policy. Furthermore, a Discloser may also lodge a complaint with a regulator such as ASIC, APRA or the ATO for investigation.

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## **8. ANONYMOUS REPORTING**

- (a) A report can be made anonymously and will still be protected under the Corporations Act. However, it may be difficult for the Company to properly investigate or take other action to address the matters disclosed in anonymous reports. In circumstances where the Discloser has not consented to the disclosure of their identity, the matter may be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk that the Discloser will be identified as a result of the investigation.
- (b) A Discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finished. A Discloser may also refuse to answer that they feel could reveal their identity at any time, including during follow-up conversations. Furthermore, a Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so the entity can ask follow-up questions or provide feedback.
- (c) Information about a Discloser's identity and information that is likely to lead to the identification of the Discloser may be disclosed in the following circumstances:
  - (i) where the information is disclosed to ASIC, APRA or the Australian Federal Police (or another Commonwealth body prescribed by regulation and qualify for protection under the Corporations Act);
  - (ii) where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
  - (iii) where the Discloser consents.
- (d) The Company will safeguard your interests, having regard to this Policy, the Australian Standard on Whistleblower Protection Programs, and any other applicable laws and policy.

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## **9. SUPPORT FOR DISCLOSERS**

- (a) Support available for Disclosers includes:
  - (i) appointing an independent support person from the Company to deal with any ongoing concerns they may have; or
  - (ii) connecting the Discloser with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 224 636).
- (b) Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

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## **10. RESOURCES**

The Board of the Company is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

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**11. REPORTS CONCERNING THE MD/CEO**

If a report involves the MD or the CEO this will be directed to the Chair of the Company's Board for investigation and further action.

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**12. INVESTIGATING A REPORT**

- (a) Where a report is made under this Policy, the Company will investigate the report. Where the Company deems necessary, an external investigator may be used to conduct an investigation, either in conjunction with the Company or independently. Where the Company deems necessary, they may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation.
- (b) To avoid jeopardizing an investigation, a Discloser who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).
- (c) Where a Discloser wishes to remain anonymous, the Discloser's identity will not be disclosed to the investigator or to any other person. Information that is likely to lead to the identification of the Discloser can be disclosed without the Discloser's consent, provided that:
  - (i) it is disclosed for the purpose of reasonably investigating the matter; and
  - (ii) all reasonable steps are taken to reduce the risk that the Discloser will be identified.

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**13. SUPPORT FOR PERSONS IMPLICATED**

- (a) Other than detailed in this clause, no action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer must be immediately reinstated to full duties.
- (b) Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser's right to anonymity).

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**14. INVESTIGATION FEEDBACK**

Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

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**15. TRAINING**

- (a) Where necessary, the Company will provide training for employees about this Policy and their rights and obligations under it.
- (b) The Company will provide training for managers and other personnel who may be likely to receive reports about this Policy and how to respond to Reports.

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**16. REPORTS TO OTHER BODIES**

In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should ensure that they comply with all such reporting requirements.

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**17. BREACH OF THIS POLICY**

Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal.

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**18. GENERAL**

This Policy will be made available to officers and employees of the Company by including it in employment commencement packs and making it accessible from the company website at <https://nanollose.com/corporate/corporate-governance/>.

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**19. REVIEW OF THE POLICY**

This Policy will be reviewed by the Audit and Risk Committee where necessary to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation. This Policy may be amended, withdrawn or replaced from time to time at the sole discretion of the Company.

Adopted by the Board: 23 December 2019

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## **ANNEXURE A – DEFINITION OF INDEPENDENCE**

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An independent Director is one 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:

- (a) bring independent judgement to bear on issues before the board; and
- (b) act in the best interest of the Company and its security holders generally.

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.

The materiality thresholds are assessed by the Board on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.



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## **ANNEXURE B – PERFORMANCE EVALUATION**

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### **Board, Committees and Individual Directors**

The Nomination Committee (or, where there is no Nomination Committee, the full 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. To assist in this process an independent advisor may be used.

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.
- (e) a critical review of the mix of skills, experience and diversity of the Board;
- (f) consideration of any opportunities for professional development and training which may improve the performance of the Board and its individual members.

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

### **Executive Team**

The Remuneration Committee (or, where there is no Remuneration Committee, the non-executive directors of the Board) will oversee the evaluation of the remuneration of the Company's senior executives, including the Chief Executive Officer. To assist in this process an independent advisor may be used.

Performance Evaluations of senior executives are 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.

### **Disclosure**

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations of the Board, committees, individual directors and senior management have been conducted in accordance with the above processes.

## ANNEXURE C – SKILLS MATRIX

The Board of the Company is comprised of directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of a research and development company.

The composition of the Board will be reviewed on an annual basis with reference to the Company's skills matrix which is used as a tool to assess the appropriate balance of skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively.

A summary of the collective skills, experience, independence and diversity of the Board is set out below and is current as at 27 August 2021.

The Company seeks to achieve a collectively "high" level of skill, professional experience or expertise across all of the categories identified in its matrix. Where there are gaps in the skills of the Board, these are filled through the employment of suitably experienced senior executives and/or the engagement of professional experts and consultants.

Experience/Skill Category		Collective Skill Rating
Corporate	Independence	25% Independent
	Diversity	25% F / 75% M
	Strategy	3
	Corporate Governance	2
	Risk & Compliance	2
	Legal	2
	Health/Safety/Environment	2
	Investor / Public Relations	2
	Financial/ Accounting	2
	Capital Markets	2
	Mergers & Acquisitions	2
Industry Specific	Technical	2
	Regulatory	2
	Product Development	2
	Sales & Marketing	2
	Commercial / Operational	2

### Skills Ratings:

- 3** High level of skill, professional experience or expertise
- 2** Competent level of skill, professional experience or expertise
- 1** Developing level of skill, professional experience or expertise
- 0** No skill, professional experience or expertise