

**Echo IQ Limited**  
**ACN 142 901 353**  
**(Company)**

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**CORPORATE GOVERNANCE PLAN**

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(Approved by the Board on 1 February 2025)

## TABLE OF CONTENTS

SCHEDULE 1 – BOARD CHARTER.....	2
SCHEDULE 2 – CORPORATE CODE OF CONDUCT.....	8
SCHEDULE 3 – AUDIT AND RISK COMMITTEE CHARTER.....	18
SCHEDULE 4 – REMUNERATION AND NOMINATION COMMITTEE CHARTER.....	24
SCHEDULE 5 – PERFORMANCE EVALUATION POLICY.....	30
SCHEDULE 6 – CONTINUOUS DISCLOSURE POLICY.....	31
SCHEDULE 7 – RISK MANAGEMENT POLICY.....	33
SCHEDULE 8 – DIVERSITY POLICY.....	35
SCHEDULE 9 – SHAREHOLDER COMMUNICATIONS STRATEGY.....	38
SCHEDULE 10 – SECURITIES TRADING POLICY.....	39
SCHEDULE 11 – INFORMATION SECURITY POLICY.....	53
SCHEDULE 12 – ANTI-BRIBERY AND ANTI-CORRUPTION POLICY.....	58
SCHEDULE 13 – WHISTLE BLOWER PROTECTION POLICY.....	66
SCHEDULE 14 – ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY.....	85

## **CORPORATE GOVERNANCE**

The Company is committed to complying with the highest standards of corporate governance to ensure that all of its business activities are conducted fairly, honestly and with integrity in compliance with all applicable laws. To achieve this, the Company's board of directors (**Board**) has adopted a number of charters and policies which aim to ensure that value is created whilst accountability and controls are commensurate with the risks involved.

The Board believes that the Company's policies and practices comply with the recommendations set out in the ASX Corporate Governance Principles and Recommendations – 4th Edition (**Recommendations**).

Together with the Company's constitution (**Constitution**), the following charters and policies have been adopted by the Company to achieve a high standard of corporate governance:

### **Charters and Codes**

- Board Charter
- Corporate Code of Conduct
- Audit and Risk Committee Charter
- Remuneration and Nomination Committee Charter

### **Policies**

- Performance Evaluation Policy
- Continuous Disclosure Policy
- Risk Management Policy
- Diversity Policy
- Shareholder Communications Strategy
- Trading Policy
- Information Security Policy
- Anti-Bribery and Anti-Corruption Policy
- Whistleblower Protection Policy
- Environmental, Social and Governance Policy

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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 to the Chief Executive Officer/Managing Director.
- (b) Specific limits on the authority delegated to the Chief Executive Officer/Managing Director and the Executive Team as appointed by the Company must be set out in the Delegated Authorities approved by the Board.
- (c) The role of management is to support the Chief Executive Officer/Managing Director and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, 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 effective 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 defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance.
- (b) Approving the Company's statement of values and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times.
- (c) Ensuring that an appropriate framework exists for relevant information to be reported by management to the Board including the escalation of risks to the Board.
- (d) When required, challenging management and holding it to account.
- (e) Appointment, and where necessary, the replacement, of the Chief Executive Officer/Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.
- (f) Approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.

- (g) Monitoring the timeliness and effectiveness of reporting to Shareholders.
- (h) Reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters.
- (i) Approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures.
- (j) Approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the company has sufficient clarity to be actively monitored.
- (k) Approving the annual, half-yearly and quarterly accounts.
- (l) Approving significant changes to the organisational structure.
- (m) Approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends.
- (n) 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 Corporations Act 2001 (Cth) and the ASX Listing Rules if applicable).
- (o) Ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making.
- (p) Procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues.

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

- (a) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- (b) In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- (c) The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the Remuneration and Nomination Committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

- (d) Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups. Where practical, at least 50% of the Board should be independent.
- (e) 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 as a whole rather than in the interests of an individual shareholder or other party.
- (f) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition as set out in Annexure A (Independence Tests).
- (g) 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.
- (h) The Company must disclose the length of service of each Director in, or in conjunction with, its Annual Report.
- (i) The Company must disclose the relevant qualifications and experience of each Board Member in, or in conjunction with, its Annual Report.

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## **5. DIRECTOR RESPONSIBILITIES**

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

- (f) No member of the Board (other than a Managing Director) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

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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.
- (e) Where practical, the Chairman should be an independent non-executive Director. If a Chairman ceases to be an independent Director, then the Board will consider appointing a lead independent Director.
- (f) Where practical, the Chief Executive Officer/Managing Director should not be the Chairman of the Company during his term as Chief Executive Officer/Managing Director or in the future.
- (g) The Chairman must be able to commit the time to discharge the role effectively,
- (h) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- (i) 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, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties, the Board must establish the following committees, each with written charters:
  - (i) Audit and Risk Committee;
  - (ii) Remuneration and Nomination Committee.
- (b) The charter of each Committee must be approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The Company must disclose the members and Chairman of each Committee in, or in conjunction with, its annual report.

- (f) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- (g) The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- (h) Where the Board does not consider that the Company will benefit from a particular separate committee:
  - (i) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that Committee; and
  - (ii) the Company must disclose in, or in conjunction with, its annual report:
    - the fact a Committee has not been established; or
    - if an Audit and Risk Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

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## 8. BOARD MEETINGS

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



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**9. THE COMPANY SECRETARY**

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

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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 made available to all members of the Board.

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**11. PERFORMANCE REVIEW**

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

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board to ensure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company and to ensure the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by other commitments; and
- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

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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 Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.

The Code of Conduct has been approved by the Board and is periodically reviewed and updated as required. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behavior expected from employees. It is supplemented by policies approved by the Board and standards, processes and procedures developed by management that provide practical guidance on the principles, practices and standards employees are expected to follow.

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### **2. COMPLIANCE**

#### **2.1 Scope**

The Code of Conduct applies at work and to work related events and out-of-hours activities that are connected to employment or work with the company.

#### **2.2 Personal responsibility**

Everyone who works for the Company, including directors, officers, executives, managers, supervisors, employees, contractors and service providers (where they are under a contractual obligation to do so), must comply with the Code of Conduct together with policies and any standards, processes and procedures which relate to their daily business activities.

#### **2.3 Directors' responsibilities**

Directors are requested to certify compliance with the Code of Conduct each year.

#### **2.4 Training**

Employees are required to complete Code of Conduct training.

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### **3. ACCOUNTABILITIES**

#### **3.1 Directors, Managers and Supervisors**

Directors, 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 and receive appropriate training in respect of the Code of Conduct.

## 3.2 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 in accordance with the Company's Whistleblower Protection Policy and Anti-Bribery and Anti-Corruption Policy; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

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## 4. VALUES AND PURPOSE

### 4.1 Values

The core values of Company are set out below:

- (a) Integrity

Adherence to the values of the Company is informed in large part by the actions of its Directors and senior management and accordingly a "lead by example" approach is adopted to uphold the strategic and aspirational vision of the Company. All staff are encouraged to act honestly and with integrity in all interactions as a means of building trustworthiness and effective relationships.

The Board encourages a culture of risk awareness and reporting and allocates resources for addressing or minimising risks associated with the Company on the basis of a risk framework that is reviewed by the Board periodically in the context of the evolving risk appetite of the Company as determined by the Board.

- (b) Excellence

The Company pursues excellence and strives for best practice with a fit- for-purpose approach through continuous improvement and adaption to reflect the circumstances of its operations.

The Company ensures its employees (including Directors and senior management) and service providers have the appropriate skills and experience to perform their roles effectively and efficiently. The Company has adopted a skills matrix with respect to its Directors and conducts performance evaluations of the Board and senior management in each reporting period.

The Company seeks to foster an open and supportive environment in its workplace practices and interactions with internal and external stakeholders, including shareholder engagement.

The Company seeks to continuously adapt and improve its relationships with external stakeholders (including service providers) to improve collaboration and enhance the reputation of the Company. The Company also seeks to encourage shareholder participation at general meetings and to facilitate two-way engagement between the shareholders and the Company.

(c) Respect

The Company shows consideration for the value of its employees and service providers, as well as its shareholders and other stakeholders. As an entity engaged in health technology, the Company strives to respect and support the social and physical environment in which it operates and to engage with stakeholders. The Company seeks to comply with all legal requirements in connection with its activities.

The Company seeks to protect the health and safety of its employees and contractors.

(d) Openness and accountability

The Board is committed to being transparent, unambiguous and accountable regarding the operations of the Company and seeks to maintain regular, detailed communication with its internal and external stakeholders. The Company is committed to strict compliance with its disclosure obligations under the law (including the ASX Listing Rules as they apply to the Company).

The Board understand that it and the senior management of the Company are largely responsible for the social and environmental impact of the Company and these considerations for part of the strategic risk assessment undertaken by the Board in determining the risk appetite of the Company.

## 4.2 Identity

The Company is a health technology company.

## 4.3 Purpose

- (a) Our primary objective is to deliver maximum shareholder value through profitable growth and the development and application of artificial intelligence for the medical technology sector, whilst acting lawfully, ethically and responsibly.
- (b) The Company will pursue operational and commercial excellence by using best practice approaches in our decision-making process focusing on continuous development, accountability and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management.
- (c) In order to achieve these goals, we will ensure our employees and business partners have the appropriate skills and resources to perform their work effectively and efficiently and that all stakeholders (including investors, customers, suppliers and regulators) are aware of the Company's values and our intention to uphold them. We will foster an open and

supportive environment in all activities and relationships, and make sure that our senior executives demonstrate and reinforce our values in all aspects of our business and in all interactions with staff.

- (d) We believe that our pursuit of these goals will cement a positive reputation for the Company in the community as a reliable, responsible and ethical organisation.

#### **4.4 Commitment to Values**

- (a) The Group is committed to conducting all of its business activities in accordance with the above stated values.
- (b) A copy of the Company's statement of values is available on its website.

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## **5. 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) treat fellow employees with respect and not engage in bullying, harassment or discrimination;
- (c) disclose and deal appropriately with any conflicts between your personal interests and your duty as a director, senior executive or employee (as applicable);
- (d) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (e) not take advantage of your position for the opportunities arising therefrom for personal gain;
- (f) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (g) operate within the law at all times;
- (h) act in the best interests of the Company;
- (i) follow the policies of the Company and adhere to the Company's values; and
- (j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.

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## **6. CONFLICT OF INTEREST**

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

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
  - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
  - (ii) directorships/management of outside organisations;
  - (iii) membership of boards of outside organisations;
  - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. 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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## **7. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA**

### **7.1 Information Systems**

Email, the internet, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

### **7.2 Bring Your Own Devices**

Employees linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant policies.

### **7.3 Social Media/Networking**

Employees must ensure that they use any social media and networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

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## 8. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
  - (i) authorised to do so by the Chief Executive Officer/Managing Director; or
  - (ii) giving evidence in court; or
  - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”. Employees should refer to the Company’s Whistleblower Protection Policy for further information.

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## 9. 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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## 10. 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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## 11. INTELLECTUAL PROPERTY/COPYRIGHT

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

the Company.

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

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## **12. SAFE WORKPLACE ENVIRONMENT**

The Company is committed to providing employees with a safe workplace environment free from discrimination and harassment (including sexual harassment). In this context, 'workplace' includes a work-related environment, for example, where employees are conducting business on behalf of the Company (whether onsite or offsite), attending work-related events, training activities, offsite conferences, work social functions, customer functions and volunteer days.

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious or political beliefs, cultural or ethnic background, socio-economic background, physical features, perspective or experience. Such prohibited behaviour includes conduct which is physical, in written form (including in electronic form using any form of technology) or spoken form.

Bullying is viewed as a risk to workplace health and safety. Employees must avoid actions which harass or bully another team member.

Such harassment, discrimination or bullying may constitute an offence under legislation and can have serious consequences for the Company and individual colleagues (including personal liability). The Company is committed to equal employment opportunity, personal rights and freedom in all aspects of the Company's operations.

We expect all employees to help to create the right environment by supporting each other and working collaboratively and ensuring that no one in our workplace is unlawfully discriminated against, bullied or harassed. Employees are reminded that they can speak up against any form of bullying, discrimination, harassment or other actual or suspected unlawful conduct following the avenues set out in the Company's Whistleblower Protection Policy. Victimisation of those who speak up may be unlawful and will be considered seriously by the Company and may result in termination of employment.

Where behaviour involves threats to harm someone, acts of violence (e.g. physical assault or the threat of physical assault) or stalking, it should be reported immediately to the police.

### **(a) Discrimination**

Unlawful discrimination can be direct or indirect. Direct discrimination occurs when a person or group of people treats, or proposes to treat, another person or group less favourably on the basis of a particular ground or attribute protected by law. Indirect discrimination occurs when a person imposes, or proposes to impose, an unreasonable requirement, condition or practice that has, or is likely to have, the effect of disadvantaging a person or persons with one of the grounds or attributes.



(b) Harassment

Unlawful harassment is any form of behaviour where a person is made to feel intimidated, insulted or humiliated because of one of the grounds or attributes listed in clause 12 above. It can be a single unwelcome incident or a persistent pattern of intimidating, insulting or humiliating behaviour.

(c) Sexual harassment

The Company has a zero-tolerance approach to sexual harassment. Sexual harassment is a specific form of harassment. It is where a person engages in unwelcome conduct of a sexual nature and, having regard to all the circumstances, a reasonable person would anticipate that the person harassed would be offended, humiliated or intimidated. Sexual harassment can be physical, spoken or written. It is irrelevant if the harasser did not intend to offend, humiliate or intimidate, or even know that this was the effect of their conduct, for it to be against the law.

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### 13. CORRUPT CONDUCT

Employees must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times.

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.

Employees should refer to the Company's Whistleblower Protection Policy in respect of reporting corrupt conduct, conduct in breach of any of the Company's policies or its Code of Conduct.

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### 14. OCCUPATIONAL HEALTH AND SAFETY

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

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

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

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**15. LEGISLATION**

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

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**16. FAIR DEALING**

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

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**17. INSIDER TRADING**

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

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**18. RESPONSIBILITIES TO INVESTORS**

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

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**19. BREACHES OF THE CODE OF CONDUCT**

Material breaches of this Code of Conduct must be reported to the Board or a committee of the Board.

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

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

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**20. REPORTING MATTERS OF CONCERN**

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution and in compliance with the Company's Whistleblower Policy. Complaints will be handled impartially, confidentially and will be acted upon in a timely manner. Please be reminded that the Company is committed to providing an environment which is safe and a process that colleagues can have confidence in when raising a concern or complaint.

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**21. MONITORING AND REVIEW**

- (a) The Board will monitor the content, effectiveness and implementation of this Code of Conduct on a regular basis. Any updates or improvements identified will be addressed as soon as possible.
- (b) Employees are invited to comment on the Code of Conduct and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Board.

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

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**2. COMPOSITION**

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

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

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**3. PURPOSE**

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

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;

- (e) the independence of the external auditor and the rotation of the lead engagement partner;
- (f) the identification and management of business, economic, environmental, climate-related and social sustainability risks; and
- (g) the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

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

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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 Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.
- (h) Establish procedures for verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.
- (i) Ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

#### **4.2 Relationship with External Auditors**

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or Annual Reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial 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 Company.
- (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act.
- (k) Ensure that the external auditor attends the Company's Annual General Meeting and is available to answer questions from security holders relevant to the audit.

#### **4.3 Internal Audit Function**

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the committee, and bring the requisite degree of skill, independence and objectivity to the role.
- (d) If the Company does any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

- (e) Review risk management and internal compliance procedures.
- (f) Monitor the quality of the accounting function.
- (g) Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

#### **4.4 Risk Management**

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices, and procedures to manage those risks.
- (c) Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.
- (d) Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.
- (e) Consider whether the Company has a material exposure to climate change risk.
- (f) Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- (g) Review the Company's risk management framework at least annually to satisfy itself that the framework:
  - (i) continues to be sound;
  - (ii) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
  - (iii) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.
- (h) Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

#### **4.5 Other**

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.

- (b) The Committee will oversee procedures for Whistleblower protection.
- (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.

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

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

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## **10. REPORT TO THE BOARD**

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

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**SCHEDULE 4 – REMUNERATION AND NOMINATION COMMITTEE CHARTER**

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**1. ROLE**

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

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**2. COMPOSITION**

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

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

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**3. PURPOSE**

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

- (a) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- (b) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- (c) recommending to the Board the remuneration of executive Directors;
- (d) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses;
- (e) ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board;
- (f) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
- (g) reviewing and approving the remuneration of direct reports to the Chief Executive Officer/Managing Director, and as appropriate other senior executives;

- (h) reviewing and approving any equity-based plans and other incentive schemes;
- (i) maintaining a Board that has an appropriate mix of skills, knowledge of the Company and the industry in which it operates and experience to be an effective decision-making body; and
- (j) 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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## **4. DUTIES AND RESPONSIBILITIES**

### **4.1 Executive Remuneration Policy**

- (a) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- (b) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (c) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market without rewarding conduct that is contrary to the Company's values or risk appetite and having regard to the Company's commercial interest in controlling expenses.

### **4.2 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, 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/Managing Director. As part of this review the Committee will oversee an annual performance evaluation of the senior executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.
- (c) Approve changes to the remuneration or contract terms of executive Directors and direct reports to the Chief Executive Officer/Managing Director.
- (d) Approve termination payments to executive Directors or direct reports to the Chief Executive Officer/Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.

- (e) Periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors.
- (f) Make recommendations to the Board on the appropriate size and composition of the Board.
- (g) 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.
- (h) 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).
- (i) 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, confirmation that the entity has conducted appropriate checks into the candidate's background and experience and 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 as a whole rather than in the interests of an individual shareholders or other party, 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.
- (j) Ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act), other than a Director. Where the Company engages a bona fide professional services firm to provide a chief financial officer, Company Secretary or other senior executive on an outsourced basis, the agreement may be between the entity and the professional services firm.

- (k) Ensure that Directors or senior executives who are provisionally appointed give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers unsatisfactory.
- (l) 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) to ensure the Board has the skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company must disclose this matrix in, or in conjunction with, its Annual Report.
- (m) Approve and review induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.
- (n) 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.
- (o) Consider and recommend to the Board candidates for election or re- election to the Board at each annual shareholders' meeting.
- (p) Review Directorships in other public companies held by or offered to Directors and senior executives of the Company.
- (q) Review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board.
- (r) Arrange an annual performance evaluation of the Board, its Committee, individual Directors and senior executives as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether Director's performance has been impacted by any other commitments.

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

- (a) Review and approve the design of any executive incentive plans (**Plans**).
- (b) Ensuring incentives for non-executive directors do not conflict with their obligation to bring an independent judgement to matters before the Board.
- (c) Review and approve any Plans that may be introduced in the light of legislative, regulatory and market developments.
- (d) For each Plan, determine each year whether awards will be made under that Plan.
- (e) Review and approve total proposed awards under each Plan.
- (f) In addition to considering awards to executive Directors and direct reports to the Chief Executive Officer/Managing Director, review and approve proposed awards under each Plan on an individual basis for executives as required under the rules governing each Plan or as determined by the Committee.

- (g) Review, approve and keep under review performance hurdles for each Plan.
- (h) 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 Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

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## **9. REVIEW OF CHARTER**

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

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## **10. 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.
- (c) The Company must disclose the policies and practices regarding the remuneration and nomination of non-executive directors, executive directors and other senior executives in the annual report and as otherwise required by law.

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**SCHEDULE 5 – PERFORMANCE EVALUATION POLICY**

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The Remuneration and Nomination Committee will arrange a performance evaluation of the Board, its Committees, individual Directors and senior executives on an annual basis as appropriate. To assist in this process an independent advisor may be used.

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

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management;
- (d) management's performance in assisting the Board to meet its objectives; and
- (e) an analysis of whether there is a need for existing Directors to undertake professional development.

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

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

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



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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 for the preparation, verification and release of announcements and periodic corporate reports.

The focus of these procedures is on continuous disclosure compliance providing clear, concise and effective disclosure 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. The distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. The importance of safeguarding the confidentiality of corporate information to avoid premature disclosure is paramount.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX. This obligation arises even if the Company considers that an exception to continuous disclosure obligation applies. 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 ASX announcements (and media releases) is as follows:

- (a) All key announcements at the discretion of the Managing Director are to be circulated to all members of the Board.
- (b) At least 50% of the Board members must provide the Managing Director (or in his/her absence, the Company Secretary) with verbal or written approval of each key announcement, prior to its release. It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members.
- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) The Managing Director (and in his/her absence, the Chairman) is to be given the final sign off before release to the ASX of the announcement.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

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

The Company holds briefing sessions with analysts, investors and media groups. Only authorised Company spokespersons may conduct such sessions and all sessions will be conducted in accordance with the Company's continuous disclosure obligations.

Any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation. Where practicable, the Company should consider providing shareholders the opportunity to participate in such presentations.

All employees must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. Any updates or improvements identified will be addressed as soon as possible.

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**SCHEDULE 7 – RISK MANAGEMENT POLICY**

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The Board determines the Company'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 Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist 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):
  - (i) if it does, how it manages, or intends to manage, those risks;
  - (ii) if it does not, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers;
- (c) consider whether the Company has a material exposure to climate change risk;
- (d) assist management to determine the key risks to the businesses and prioritise work to manage those risks;
- (e) assess whether the Company is required to publish an integrated report or a sustainability report (as those terms are defined in the Recommendations in accordance with a recognised international standard); and
- (f) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

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

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

To this end, comprehensive practices 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;
- (c) verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and
- (d) implementation of risk transfer strategies where appropriate e.g. 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.

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

- (a) continues to be sound;
- (b) ensures that the Company is operating with due regard to the risk appetite set by the Board; and
- (c) deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.

The Company will disclose 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 – DIVERSITY POLICY**

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**1. INTRODUCTION**

The Company is committed to workplace diversity and inclusion at all levels of the Company regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

This Policy reflects the Company's values of integrity and respect as set out in the Code of Conduct.

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

To the extent practicable, the Company will consider the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations where appropriate to the Company.

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

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**2. OBJECTIVES**

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

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) an inclusive workplace where discrimination, harassment (including sexual harassment), vilification and victimisation cannot and will not be tolerated;
- (d) improved employment and career development opportunities for women;
- (e) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent;
- (f) 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

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

(collectively, the **Objectives**).

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

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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 Company and on the Board where appropriate.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board shall annually assess any Measurable Objectives (if any), and the Company's progress towards achieving them.

The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.

The Board will consider conducting all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

#### **3.2 Strategies**

The Company's diversity strategies may include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;
- (e) developing a culture which takes account of domestic responsibilities of employees; and

- (f) any other strategies the Board develops from time to time.

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

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

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

Measurable Objectives (if any) as set by the Board will be included in the annual key performance indicators for the Chief Executive Officer/Managing Director and senior executives.

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

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#### **5. REPORTING**

The Company will disclose, for each financial year:

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

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## SCHEDULE 9 – SHAREHOLDER COMMUNICATIONS STRATEGY

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The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs. This Shareholder Communications Policy (Policy) sets out how the Company communicates relevant information to its shareholders.

This Policy is subject to the terms of the Company's Constitution. This Policy should be read in conjunction with other relevant policies and procedures of the Company.

Information is communicated to shareholders through:

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

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

Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the dispatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. All substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands.

Historical Annual Reports of the Company are provided on the Company's website. Shareholders queries should be referred to the Company Secretary in the first instance.



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## SCHEDULE 10 – SECURITIES TRADING POLICY

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### 1. INTRODUCTION

#### 1.1 Purpose

This document sets out the Company's policy regarding its directors, officers, employees, consultants and contractors (irrespective of location) who Deal or may Deal in Company Securities and should be read in its entirety.

The purpose of this Policy is to:

- (a) provide a summary of the law on insider trading in Australia;
- (b) outline the prohibitions on dealing in Company Securities to prevent the misuse of unpublished information which could materially affect the value of such securities;
- (c) ensure that the reputation of the Company, its directors, officers, employees, consultants and contractors is not adversely impacted by perceptions of dealing in securities at inappropriate times; and
- (d) achieve high standards of corporate conduct and support market confidence in the integrity of Dealing in Company Securities.

#### 1.2 Source of legal obligations

The sources of legal obligations underpinning this Policy include:

- (a) the *Corporations Act 2001 (Cth)* (**Corporations Act**), which, among other things, prohibits insider trading by anyone (regardless of geographical location); and
- (b) the ASX Listing Rules, ASX Guidance Note 27 (**Trading Policies**) and ASX Corporate Governance Principles and Recommendations, which set out requirements for responsible trading in listed company shares.

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### 2. DEFINED TERMS

For the purposes of this Policy:

**Approval Officer** means the Company Secretary or any other person appointed by the Company from time to time who are responsible for processing the securities dealing clearance.

**Company Securities** includes shares, share acquisition rights (e.g. performance rights), options, warrants, derivatives and interests in shares (including vested options and vested performance share rights) linked in any way to the underlying price of shares in the Company.

**Black-out Periods** means a relevant period as defined by the Company when Designated Persons may not Deal in Company Securities.

**Dealing** includes:

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

**Derivatives** include:

- (a) derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars); and
- (b) any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.

**Designated Persons** means each of:

- (a) the Directors of the Company and any other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly;
- (b) any person who by their role or otherwise, becomes aware of Inside Information by having access to confidential material which may contain potentially price sensitive information including the Company board papers, periodic disclosure materials or any other relevant document; and
- (c) in relation to those persons identified in paragraphs (a) and (b) above, the following people are also deemed to be Designated Persons:
  - (i) their spouse or any of their children (including stepchildren) under the age of 18 years;
  - (ii) a trust which they, any members of their family, or family controlled company are a trustee or beneficiary; and
  - (iii) a company which they or their family control.

**Inside Information** means 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 securities. Attachment A provides further details about what constitutes Inside Information.

**Margin Loan** means any lending or similar arrangement allowing a person to borrow money to invest in securities using existing investments as security.

**Securities Dealing Clearance Request** means the form set out as Attachment B to this policy.

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### **3. INSIDER TRADING PROHIBITION – THE LAW**

It is an offence under the Corporations Act to Deal using Inside Information, procure another person to Deal when in possession of Inside Information, or communicate Inside Information to others who will, or are likely to, Deal on the Inside Information.

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### **4. DEALING IN COMPANIES SECURITIES**

#### **4.1 When a Designated Person MAY Deal**

A Designated Person may Deal in Company Securities unless restricted from doing so under clause 4.2 (When a Designated Person May Not Deal).

#### **4.2 When a Designated Person MAY NOT Deal**

- (a) Subject to clause 5 (Exceptions), a Designated Person may not Deal in Company Securities during the following designated Black-out Periods:
  - (i) the period seven days prior to, and 24 hours after the release of the Company's quarterly results;
  - (ii) the period seven days prior to, and 24 hours after the release of the Company's half-year results;
  - (iii) the period seven days prior to, and 24 hours after the release of the Company's full-year results;
  - (iv) any other period determined by the Chair in consultation with the Company Secretary to be a Black-out Period from time to time.
- (b) In addition to the restrictions in clause 4.2(a), a Designated Person may not Deal in Company Securities at any time if he or she has:
  - (i) information that he or she knows, or ought reasonably to know, is Inside Information; or
  - (ii) not complied with clause 6 (Notification and Approval Requirements).

#### **4.3 When employees, Consultants or contractors (other than a Designated Person) MAY Deal**

An employee, consultant or contractor (who is not a Designated Person) may, at any time, Deal in Company Securities if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information. A Request for Clearance to Trade must be submitted to the Approval Officer prior to Dealing in Company Securities.

#### **4.4 When employees, consultants or contractors (other than a Designated Person) MAY NOT Deal**

An employee, consultant or contractor (who is not a Designated Person) who has information that he or she knows, or ought reasonably to know, is Inside Information may not:

- (a) Deal in Company Securities;
- (b) advise, procure or encourage another person to deal in Company Securities; or
- (c) pass on information to any person if they know, or ought reasonably to know, that the person may use the information to Deal in (or procure another person to Deal in) Company Securities.

---

## **5. EXCEPTIONS**

### **5.1 Permitted dealings**

Subject to not being in the possession of Inside Information, a Designated Person may at any time:

- (a) transfer Company Securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (b) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or scheme are invested at the discretion of a third party;
- (c) undertake to accept, or accept, a takeover offer;
- (d) participate in an offer or invitation made to all or most security holders, including a rights issue, equal access buy-back, security purchase plan or dividend or distribution reinvestment plan, where the timing and structure of the offer or invitation has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (e) acquire (but not Deal with the securities following acquisition) Company shares by conversion of financial instruments giving rights to conversion to shares (e.g. options or convertible securities) where the final date for the conversion of the security falls during a Black-out Period or the Company has had a number of consecutive Black-out Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so;
- (f) acquire Company Securities under a bonus issue made to all holders of securities of the same class;
- (g) acquire Company Securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
- (h) acquire, or agree to acquire, options or other convertible securities under a Company employee share plan;

- (i) withdraw ordinary shares in the Company held on behalf of the Designated Person in an employee share plan where the withdrawal is permitted by the rules of that plan;
- (j) acquire ordinary shares in the Company as a result of the exercise of options or other convertible securities held under an employee share scheme; or
- (k) where the Designated Person is a trustee, trade in the securities of the Company by that trust, provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Black-out Period is taken by the other trustees or by the investment managers independently of the Designated Person.

## 5.2 Approval to dispose or transfer Company Securities in exceptional circumstances

- (a) In exceptional circumstances a Designated Person may seek written approval from the Approval Officer (in accordance with the provision of section 6.1(b)) to dispose of or transfer (but not acquire or otherwise Deal with) Company Securities during a Black-out Period (**Disposal Consent**).
- (b) The Approval Officer will act with caution and in consultation with the Chair in determining whether there are exceptional circumstances, which may include, but will not be limited to, where:
  - (i) the Designated Person is in severe financial hardship and a pressing financial commitment cannot be satisfied otherwise than by disposing of Company Securities; or
  - (ii) the Designated Person is required by a court order, or there are court enforceability undertakings, to transfer or dispose of Company Securities or there is some other overriding legal regulatory requirement for them to do so.
- (c) A Designated Person seeking Disposal Consent based on paragraph 5.2(b)(i) must provide the Approval Officer with:
  - (i) a written application stating all of the facts; and
  - (ii) copies of relevant supporting documentation, including contact details of the Designated Person's accountant, bank and other such independent institutions (where applicable).
- (d) A Designated Person seeking Disposal Consent based on paragraph 5.2(b)(ii) must provide the Approval Officer with a written application accompanied by relevant court and/or supporting legal documentation (where applicable).
- (e) The Approval Officer may grant Disposal Consent to a Designated Person:
  - (i) only if that Designated Person is not in possession of Inside Information; and
  - (ii) on such terms and conditions (including the duration of the right to dispose or transfer) as considered reasonable in the circumstances by the Approval Officer.

- (f) The Approval Officer will notify the Chairman and/or the Board, as applicable, of any Disposal Consent granted to a Designated Person.
- (g) A Disposal Consent, if granted, will be issued in writing to the Designated Person and will contain a specified time period during which the disposal or transfer can be made.

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## **6. APPROVAL AND NOTIFICATION REQUIREMENTS**

### **6.1 Directors**

- (a) Directors have agreed:
  - (i) they understand that the acquisition or disposal of any Company Securities by Designated Persons at inappropriate times has the potential to damage the Company's brand or reputation;
  - (ii) it is the strong preference of the Board that Designated Persons do not dispose of Company Securities other than in accordance with appropriate prior approval processes to limit the possibility of such reputational damage; and
  - (iii) that Designated Persons, if not in possession of any price sensitive information in respect of the Company that has not been disclosed, may only Deal in the Company's Securities after first obtaining approval in accordance with this Policy.
- (b) If a Designated Person who is a Director (other than the Chair), or a person who is deemed a Designated Person by virtue of their relationship with the Director, intends to buy, sell, or exercise rights in relation to Company Securities, they must obtain the prior written approval of the Approval Officer before doing so. If the Chair, or a person who is deemed a Designated Person by virtue of their relationship with the Chair, intends to buy, sell or exercise rights in relation to Company Securities, they must obtain the prior written approval of the Board before doing so. All other Designated Persons who intend to buy, sell, or exercise rights in relation to Company Securities must obtain the prior written approval of the Approval Officer before doing so. A notice must include a statement that the Designated Person is not in the possession of any Inside Information.
- (c) The Chair, or the Board or the Approval Officer, as appropriate, may grant or refuse to grant approval in its discretion without giving reasons. The decision is final and binding on the person seeking approval. If approval is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone.
- (d) Any approval given may be withdrawn at any time before the approved Dealing occurs if new information comes to light or there is a change in circumstances.
- (e) All requests to buy or sell Company Securities as referred to in clause 6.1(b) must include the intended volume of securities to be purchased or sold and estimated time frame for the sale or purchase.

- (f) Request for approval must be in the form set out in Attachment B or another form approved in writing by the Board.
- (g) Copies of written approvals must be forwarded to the Company Secretary prior to the approved Dealing.
- (h) Subsequent to the approval obtained in accordance with clause 6.1(b), where any Designated Person who buys, sells or exercises rights in relation to Company Securities results in a change in the relevant interests of a Director, that Director must notify the Company Secretary as soon as possible after the transaction occurs.
- (i) Directors have agreed with the Company to provide details of such Dealings to the Company Secretary as soon as possible to enable the Company to comply with its obligations under the ASX Listing Rules. The ASX Listing Rules require the Company to notify ASX within 5 business days after any Dealing in Company Securities which results in a change in the relevant interests of a Director in the Company's Securities. In addition, the ASX Listing Rules require the disclosure by listed companies of instances where trading by Directors occurred during a Closed Period where prior written clearance was required and if so whether that clearance was provided.
- (j) A notice given by the Company to the ASX under the ASX Listing Rules satisfies the Director's obligation to notify the ASX under the Corporations Act.

## **6.2 Notification and approval process not an endorsement of Dealing**

The giving of approval for a Dealing in Company Securities, as set out in clause 6.1 does not constitute an endorsement by the Company or any of its officers of any Dealing. Individuals remain personally responsible for any decision to Deal and compliance with this Policy and the law.

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## **7. OTHER RESTRICTIONS**

### **7.1 Incomplete Buy or Sell Orders**

- (a) Buy or sell orders for Company Securities which are placed but not completed outside of a Black-out Period are subject to the following restrictions once the Black-out Period commences:
  - (i) the order must be completed within 5 trading days otherwise it will lapse; and
  - (ii) the order cannot be varied.
- (b) Any order subject to this procedure should be notified in writing to the Company Secretary within 24 hours of the Black-out Period commencing.

## 7.2 Derivatives

- (a) The Company prohibits the use of Derivatives in relation to unvested equity instruments, including performance share rights, and vested Company Securities that are subject to disposal restrictions (such as a "Holding Lock").
- (b) Derivatives may be used in relation to vested positions which are not subject to disposal restrictions subject to compliance with the law and the other provisions of this Policy.

## 7.3 Prohibition on Margin Loan Arrangements

Designated Persons may not:

- (a) enter into a Margin Loan or similar funding arrangement to acquire any Company Securities; or
- (b) use Company Securities as security for a Margin Loan or similar funding arrangement.

## 7.4 Securities of other companies

The prohibitions in the Corporations Act against insider trading applies equally to where Inside Information is being held by a person about another listed company or entity. This may occur, for example, where in the course of negotiating a transaction with the Company, another listed entity provides confidential information about itself or another listed entity. Accordingly, if a person possesses Inside Information in relation to the securities of another listed entity, they must not Deal in those securities.

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## 8. PENALTIES

- (a) Insider trading is a criminal offence. A person who commits a breach of the insider trading provisions could be subject to both civil and criminal penalties for the individual and for the Company.
- (b) In addition, the insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

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## 9. ACKNOWLEDGEMENT OF THIS POLICY

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

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## 10. POLICY COMPLIANCE

- (a) During the year the Company may require confirmation from Designated Persons that they have complied with this Policy. The Company may also require confirmation (or declarations) of holdings in securities. All such requested information must be supplied within 5 business days of the request being made.
- (b) A breach of this Policy will be regarded very seriously and may lead to disciplinary action being taken (including termination of employment). If the Company becomes aware of any



breach of this Policy, then the Company may report such breach to the Australian Securities and Investments Commission.

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**11. PUBLICATION**

This Policy will be made available from the Company website <https://www.echoiq.ai/>

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**12. WHO TO CONTACT**

If an individual is in any doubt regarding their proposed dealing in securities, they should contact the Company Secretary.

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## **ATTACHMENT A - INSIDE INFORMATION**

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### **1. Inside information**

Inside Information means 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 securities.

### **2. Information that is generally available**

Information is considered to be generally available if:

- (a) it consists of readily observable matter; or
- (b) it has been made known in a manner likely to bring it to the attention of investors in securities and a reasonable period for dissemination of that information has elapsed; or
- (c) it may be deduced, inferred or concluded from the above.

Information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the investing public and a reasonable period of time has elapsed after the information has been disseminated in one of these ways.

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

### **3. Material Effect on the Price of Securities**

Information is considered by the Corporations Act to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all of information that may be material, however, the following type of information would be likely to be considered to have a material effect on the Company's share price:

- (a) information regarding a material increase or decrease in the Company's financial performance from previous results or forecasts, such as changes to profit results;
- (b) a proposed material business or asset acquisition or sale;
- (c) the damage or destruction of a material operation of the Group;
- (d) proposed material legal proceedings to be initiated by or against the Company;

- (e) regulatory action or investigations undertaken by a Government authority;
- (f) the launch of a new business or material new product; or
- (g) a proposal to undertake a new issue of securities or major change in financing.

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**ATTACHMENT B – FORM OF ACKNOWLEDGEMENT BY EMPLOYEE**

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- (a) I have read and understood the document titled "Securities Trading Policy" of the Company (the Securities Trading Policy).
- (b) I agree to be bound by, and to comply with, the Securities Trading Policy.
- (c) I acknowledge and agree that the Securities Trading Policy forms part of the terms of my appointment as an employee/director/consultant of the Company.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

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## ATTACHMENT C – REQUEST FOR CLEARANCE TO TRADE

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### 1. Applicant Details

Name	
Position	

### 2. Details of securities and proposed trade

Nature of trade	<input type="checkbox"/> On-market <input type="checkbox"/> Off-market <input type="checkbox"/> Other
Number of Securities	
Class of Securities	
Name of registered holder	

### 3. Incentive Securities Information

Date of Original Allotment	
Please confirm:	<input type="checkbox"/> Exercise of Rights / Options
OR	<input type="checkbox"/> Sale of Ordinary Shares (subject of a previous exercise) (if applicable)
Please list any previous exercise or vesting dates relating to this parcel:	

### 4. Reason for request

<input type="checkbox"/> Standard	<input type="checkbox"/> Exceptional Circumstances
If exceptional circumstances please provide details:	

**5. Declarations**

I confirm that I:

- (a) have read and understood the Securities Trading Policy and the proposed trade does not breach that policy or any legal obligations referred to in the policy;
- (b) am not in possession of any inside information in relation to Echo IQ Limited; and
- (c) understand that I cannot trade in the company's securities until clearance is given, and that any clearance given will be valid only for the period stated in the clearance.

Signed: \_\_\_\_\_ Name: \_\_\_\_\_ Date: \_\_\_\_\_

OFFICE USE – Clearance to be completed by Approving Officer

Clearance given by:		
.....	.....	.....
Name of Approving Officer	Signature of Approving Officer	Date
Clearance valid for _____ business days from the date of clearance		

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## **SCHEDULE 11 – INFORMATION SECURITY POLICY**

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### **1. PURPOSE AND SCOPE**

This Information Security Policy addresses the information security policy topics and requirements which maintain the security, confidentiality, integrity, and availability of Echo IQ applications, systems, infrastructure, and data. The topics and requirements called out in this policy should be continuously improved upon to maintain a secure information security posture. From time to time, Echo IQ may update this policy and implement different levels of security controls for different information assets, based on risk and other considerations. This policy is guided by security requirements specific to Echo IQ including compliance with applicable laws and regulations.

This policy applies to all Echo IQ assets utilised by personnel acting on behalf of Echo IQ or accessing its applications, infrastructure, systems or data. All personnel are required to read, accept and follow all Echo IQ policies and plans upon starting and at least annually.

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### **2. ENFORCEMENT**

This policy falls under the standard corporate policies and procedures of Echo IQ. Enforcement of this policy is as outlined in the Code of Conduct under 'Enforcement of policies and procedures.

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### **3. RESPONSIBILITY, REVIEW AND AUDIT**

This policy is to be reviewed annually by the policy owner, or whenever changes are made to processes covered by the policy.

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### **4. PEOPLE SECURITY**

#### **4.1 BACKGROUND CHECK**

As of 1 July 2021, all Echo IQ personnel are required to complete a background check. An authorised member of Echo IQ must review each background check in accordance with local laws.

#### **4.2 CONFIDENTIALITY**

Prior to accessing sensitive information, personnel are required to sign an industry-standard confidentiality agreement protecting Echo IQ confidential information.

#### **4.3 SECURITY AWARENESS TRAINING**

Echo IQ has a security awareness training program in place to promote the understanding of security policies and procedures. All personnel are required to undergo training following initial employment and annually thereafter. Completion of the training program is logged by Echo IQ.

#### **4.4 SECURE CODING**

Echo IQ promotes the understanding of secure coding to its engineers in order to improve the security and robustness of Echo IQ products.

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## **5. PHYSICAL SECURITY**

### **5.1 CLEAR DESK**

Echo IQ personnel are required to ensure that all sensitive information in hardcopy or electronic form is secure in their work area when it is unattended. This requirement extends to both remote and in-office work.

Echo IQ personnel must remove hard copies of non-public information from desks and lock the information in a drawer when desks are unoccupied and at the end of the workday. Keys used to access sensitive information must not be left at an unattended desk.

### **5.2 CLEAR SCREEN**

Echo IQ employees and contractors must be aware of their surroundings at all times and ensure that no unauthorised individuals have access to see or hear sensitive information. All mobile and desktop devices must be locked when unoccupied. Session time-outs and lockouts are enforced through technical controls for all systems containing covered information.

All devices containing sensitive information, including mobile devices, shall be configured to automatically lock after a period of inactivity (e.g., screen saver).

---

## **6. REMOTE WORK**

Any Echo IQ issued devices used to access company applications, systems, infrastructure, or data must be used only by the authorised employee or contractor of such device.

Employees or contractors accessing the Echo IQ network or other cloud-based networks or tools are required to use HTTPS/TLS 1.2+ at a minimum to protect data-in-transit.

If you are in a public space, ensure your sight lines are blocked and do not have customer conversations or other confidential conversations. If someone is close to you, assume they can see and hear everything. Connecting directly to a public wireless network that doesn't employ, at minimum, WPA-2 or an equivalent wireless protocol is prohibited.

While working at home, employees and applicable contractors should be mindful when visitors (e.g. maintenance personnel) are at their residences, as visitors could become privy to sensitive information left up on computer screens.

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## **7. SYSTEM ACCESS SECURITY**

Echo IQ adheres to the principle of least privilege, specifying that team members will be given access to only the information and resources necessary to perform their job functions as determined by management or a designee. Requests for escalation of privileges or changes to privileges and access permissions are documented and require approval by an authorised manager. System access is revoked immediately upon termination or resignation.

### **7.1 ACCOUNT AUDITS**

Audits of access and privileges to sensitive Echo IQ applications, infrastructure, systems, and data



are performed regularly and reviewed by authorised personnel.

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## **8. PASSWORD SECURITY**

Unique accounts and passwords are required for all users. Passwords must be kept confidential and not shared with anyone. Where possible, all user and system accounts must invoke password complexity requirements specified in the Access Control and Termination Policy. All accounts must use unique passwords not shared with any other accounts.

### **8.1 ROTATION REQUIREMENTS**

If a password is suspected to be compromised, the password should be rotated immediately, and the security team should be immediately notified.

### **8.2 STORING PASSWORDS**

Passwords must only be stored using an Echo IQ approved password manager. Echo IQ does not hard code passwords or embed credentials in static code.

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## **9. ASSET SECURITY**

Echo IQ maintains a Configuration and Asset Management Policy designed to track and set configuration standards to protect Echo IQ devices, networks, systems, and data. In compliance with such policy, Echo IQ may provide team members laptops or other devices to perform their job duties effectively.

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## **10. DATA MANAGEMENT**

Echo IQ stores and disposes of sensitive data, in a manner that; reasonably safeguards the confidentiality of the data; protects against the unauthorised use or disclosure of the data; and renders the data secure or appropriately destroyed. Data entered into Echo IQ applications must be validated where possible to ensure quality of information processed and to mitigate the impacts of web-based attacks on the systems.

### **10.1 DATA CLASSIFICATION**

Echo IQ defines the handling and classification of data in the Data Protection Policy.

### **10.2 DATA RETENTION AND DISPOSAL POLICY**

The time periods for which Echo IQ must retain customer data depends on the purpose for which it is used. Echo IQ retains customer data as long as an account is active, as needed to provide services to the customer, or in accordance with the agreement(s) between Echo IQ and the customer. An exemption to this policy would include if Echo IQ is required by law to dispose of data earlier or keep data longer. Echo IQ may retain and use customer data to comply with its legal obligations, resolve disputes, and enforce agreements.

Except as otherwise set forth in the Echo IQ policies, Echo IQ also disposes of customer data when requested by customers.

Echo IQ maintains a sanitasion process that is designed to prevent sensitive data from being exposed to unauthorized individuals. Echo IQ hosting and service providers are responsible for ensuring the removal of data from disks allocated to Echo IQ use before they are repurposed or destroyed.

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## **11. CHANGE AND DEVELOPMENT MANAGEMENT**

To protect against unauthorised changes and the introduction of malicious code, Echo IQ maintains a Change Management Policy with change management procedures that address the types of changes, required documentation, required review and/or approvals, and emergency changes. Changes to Echo IQ production infrastructure, systems, and applications must be documented, tested, and approved before deployment.

### **11.1 VULNERABILITY AND PATCH MANAGEMENT**

Echo IQ uses a proactive vulnerability and patch management process that prioritises and implements patches based on classification. Such classification may include whether the severity is security-related or based on other additional factors. Echo IQ schedules third party penetration tests and/or performs internal assessments at least annually.

If you believe you have discovered a vulnerability, please email [security@echoiq.ai](mailto:security@echoiq.ai) and Echo IQ will aim to address the vulnerability, if confirmed, as soon as possible.

### **11.2 ENVIRONMENT SEPERATION**

As necessary, Echo IQ maintains requirements and controls for the separation of development and production environments.

### **11.3 SOURCE CODE**

Echo IQ controlled directories or repositories containing source code are secured from unauthorised access.

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## **12. LOGGING AND MONITORING**

Echo IQ collects and monitors audit logs and alerts on key events stemming from production systems, applications, databases, servers, message queues, load balancers, and critical services, as well as IAM user and admin activities. Echo IQ manages logging solution(s) and/or SIEM tool(s) to collect event information of the aforementioned systems and activities. Echo IQ implements filters, parameters, and alarms to trigger alerts on logging events that deviate from established system and activity baselines. Logs are securely stored and archived for a minimum of 1 year to assist with potential forensic efforts.

Logs are made available to relevant team members for troubleshooting, auditing, and capacity planning activities. System and user activity logs may be utilised to assess the causes of incidents and problems. Echo IQ utilises access control to prevent unauthorised access, deletion, or tampering of logging facilities and log information.

When events and alerts are generated from monitoring solutions and mechanisms, Echo IQ correlates those events and alerts across all sources to identify root causes and formally declare

incidents, as necessary, in accordance with the Security Incident Response Policy and Change Management Policy.

Additionally, Echo IQ utilises threat detection solution(s) to actively monitor and alert network and application-based threats.

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### **13. BUSINESS CONTINUITY AND DISASTER RECOVERY**

Echo IQ maintains a plan for continuous business operations if facilities, infrastructure or systems fail. The plan is tested, reviewed and updated at least annually.

#### **Back Up Policy**

Backups are performed according to appropriate backup schedules to ensure critical systems, records, and configurations can be recovered in the event of a disaster or media failure.

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### **14. SECURITY INCIDENT RESPONSE PLAN**

Echo IQ maintains a plan that defines responsibilities, detection, and corrective actions during a security incident. The plan will be executed following the discovery of an incident such as system compromise, or unintended/unauthorised acquisition, access, use or release of non-public information. The plan is tested, reviewed and updated at least annually.

Echo IQ utilises various monitoring and surveillance tools to detect security threats and incidents. Early detection and response can mitigate damages and minimise further risk to Echo IQ.

A message should be sent to [security@echoiq.ai](mailto:security@echoiq.ai) if you believe there may be a security incident or threat.

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### **15. RISK MANAGEMENT**

Echo IQ requires a risk assessment to be performed at least annually. For risks identified during the process, Echo IQ must classify the risks and develop action plans to mitigate discovered risks.

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### **16. VENDOR MANAGEMENT**

Echo IQ requires a vendor security assessment before third party products or services are used confirming the provider can maintain appropriate security and privacy controls. The review may include gathering applicable compliance audits (SOC 1, SOC 2, PCI DSS, HITRUST, ISO 27001, etc.) or other security compliance evidence. Agreements will be updated and amended as necessary when business, laws, and regulatory requirements change.

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### **17. EXCEPTIONS**

Echo IQ business needs, local situations, laws and regulations may occasionally call for an exception to this policy or any other Echo IQ policy. If an exception is needed, Echo IQ management will determine an acceptable alternative approach.

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

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**1. BACKGROUND**

Echo IQ Ltd 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 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 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.

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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;
- (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); and
- (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.

**Securing 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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### 3. 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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### 4. 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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### 5. 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 will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.
- (b) In addition, the Board is responsible for monitoring and applying this ABC Policy.
- (c) A copy of this ABC Policy will be made available to all Personnel upon request and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.
- (d) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.

- (e) All Business Associates are required to be made aware of this ABC Policy and to undertake 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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## **6. 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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## **7. POLICY**

### **7.1 General**

Personnel must:

- (a) understand and comply with this ABC Policy and attend all relevant training;
- (b) not engage in Bribery or any other form of Corruption or improper conduct;
- (c) not make Facilitation Payments;
- (d) not offer, pay, solicit or accept Secret Commissions;
- (e) not engage in Money-laundering;
- (f) 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.
- (g) obtain required approvals for political contributions and charitable donations;
- (h) maintain accurate records of dealings with Third Parties; and
- (i) be vigilant and report any breaches of, or suspicious behavior related to, this ABC Policy.

This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving

it from, Third Parties.

## **7.2 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 Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.
- (c) 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.
- (d) 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).

## **7.3 Prohibition on Facilitation Payments, Secret Commissions & 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.

#### **7.4 Political Contributions and Charitable Donations**

##### **Political Contributions**

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. 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.

##### **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.

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

#### **7.5 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.

## **7.6 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 or received in the Items of Value Register and expense reports and approved in accordance with the relevant expense policy.

## **7.7 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.

## **7.8 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.

## **7.9 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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**8. MONITORING AND REVIEW**

- (a) Material breaches of this ABC Policy will be reported to the Board or a committee of the Board.
- (b) The Board will monitor the content, effectiveness and implementation of this ABC Policy on a regular basis. 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.

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**SCHEDULE 13 – WHISTLE BLOWER PROTECTION POLICY**

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**1. INTRODUCTION**

Echo IQ Limited (ACN 142 901 353) (the Company) is committed to maintaining a high standard of integrity, investor confidence and good corporate governance within the Company and each of its related bodies corporate (as that term is defined in the Corporations Act 2001 (Cth) (Corporations Act)) (together, the Company Group and each a Company Group Entity).

The Company's Whistleblower Protection Policy (Policy) forms part of Company's risk management framework, which includes the Company's Audit and Risk Management Committee Charter and other associated risk and compliance policies.

This policy should be read in conjunction with other policies, including the Code of Conduct.

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**2. PURPOSE**

- 2.1 This Policy is an important tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing concerns of such wrongdoing.
- 2.2 You may have concerns about conduct within the Company Group which appears to you to be illegal, unethical or otherwise improper, but you may feel apprehensive about raising your concerns because of the fear of possible adverse repercussions to you. This might be the case, for example, if your concerns relate to the conduct of your immediate manager.
- 2.3 Under this Policy:
- (a) all Company Group employees and officers have a responsibility to help detect, prevent and report Disclosable Information (which is defined in paragraph 4.1 below); and
  - (b) you are encouraged to report any wrongdoing or suspicions of wrongdoing at the earliest possible stage in accordance with this Policy, whether openly or, if preferred, anonymously, and such reports by you will be properly investigated with a view to establishing the truth and correcting any wrongdoing where possible.
- 2.4 The purpose of this Policy is to:
- (a) encourage the disclosure of wrongdoing or concerns of wrongdoing within the Company Group;
  - (b) help to deter wrongdoing, in line with the Company's risk management and governance framework;
  - (c) ensure that individuals who disclose concerns of wrongdoing can, and feel that they can, do so safely, securely and with confidence that they will be protected and supported;
  - (d) to ensure disclosures are dealt with appropriately and on a timely basis;

- (e) to provide transparency around the Company's framework for receiving, handling and investigating disclosures;
- (f) to support the Company's values and Code of Conduct;
- (g) to support the Company Group's long-term sustainability and reputation;
- (h) to meet the Company Group's legal and regulatory obligations;
- (i) To align with the ASX Corporate Governance Principles and Recommendations and relevant standards; and
- (j) to make you aware of the protections afforded by:
  - (i) the Corporations Act to persons who make certain disclosures in accordance with Part 9.4AAA of the Corporations Act (Corporations Act Protections); and
  - (ii) the Taxation Administration Act 1953 (Cth) (Tax Act) to persons who make certain disclosures in accordance with Part IVD of the Tax Act (Tax Act Protections), (together, the Whistleblower Protection Laws).

2.5 If you make a report under this Policy, you will:

- (a) be afforded confidentiality unless you indicate, or the law provides, otherwise;
- (b) be advised of the outcome of the investigation and any action taken as much as practicable; and
- (c) not be victimised or adversely affected because of your action in reporting your concerns, provided of course, that there is a basis for your concerns, and that you have acted in good faith and without malicious intent.

2.6 The Company recognises that "whistleblowing" can be a very stressful and difficult thing to do. Provided that you are acting in good faith and that you have not yourself engaged in serious misconduct or illegal conduct, to the maximum extent possible you will not be subject to disciplinary sanctions by a Company Group Entity in relation to any matters that you report under this Policy.

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### **3. WHO THE POLICY APPLIES TO**

3.1 This Policy applies to anyone who is or has been any of the following:

- (a) employees and officers of a Company Group Entity;
- (b) an individual who supplies services or goods to a Company Group Entity (whether paid or unpaid) and any employees of those persons (whether paid or unpaid);
- (c) individuals who are associates of a Company Group Entity;

- (d) a spouse or child of an individual referred to in (a) to (c) above; and
  - (e) any dependent of an individual referred to in (a) to (c) above or of such an individual's spouse, (each, an Eligible Whistleblower).
- 3.2 In addition to those persons listed above, the Corporations Act Protections extend the definition of 'Eligible Whistleblower' to include:
- (a) any individual prescribed by the Corporations Regulations 2001 (Corporations Regulations) for the purpose of section 1317AAA(i) of the Corporations Act; and
  - (b) any relative of any individual referred to in paragraphs 3.1(a) to 3.1(c) above.
- 3.3 In addition to those persons listed above, the Tax Act Protections extend the definition of 'Eligible Whistleblower' to include any individual prescribed by the Taxation Administration Regulations 2017 (Tax Regulations) for the purpose of section 14ZZU of the Tax Act.
- 3.4 A reference to an Eligible Whistleblower throughout this Policy means an Eligible Whistleblower with the definition that the context requires (ie as defined by the Tax Act for the purpose of the Tax Act Protections, as defined by the Corporations Act for the purpose of the Corporations Act Protections, and as defined in paragraph 3.1 with respect to the application of this Policy).

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#### 4. WHAT MATTERS THE POLICY APPLIES TO

- 4.1 This Policy applies to the disclosure by an Eligible Whistleblower of suspicions or concerns of wrongdoing within the Company Group, and of Corporations Act Disclosable Information or Tax Act Disclosable Information (each defined below, together, Disclosable Information).
- 4.2 "**Corporations Act Disclosable Information**" is:
- (a) any information which a person has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to a Company Group Entity; and
  - (b) any information which a person has reasonable grounds to suspect indicates that a Company Group Entity, or an officer or employee of a Company Group Entity has engaged in conduct that:
    - (i) constitutes an offence against or a contravention of, a provision of any of the following:
      - The Corporations Act;
      - the Australian Securities and Investments Commission Act 2001;
      - the Banking Act 1959;
      - the Financial Sector (Collection of Data) Act 2001;
      - the Insurance Act 1973;
      - the Life Insurance Act 1995;
      - the National Consumer Credit Protection Act 2009;
      - the Superannuation Industry (Supervision) Act 1993; or (I)
      - an instrument made under an Act referred to in any of (A) to (H) above; or

- (ii) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (iii) represents a danger to the public safety or the stability of, or confidence in the financial system; or
- (iv) is prescribed by the Regulations for the purposes of section 1317AA(5)(f) of the Corporations Act.

4.3 **"Tax Act Disclosable Information"** is:

- (a) information that the discloser considers may assist the Commissioner of Taxation (Commissioner) to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; and
- (b) information that the discloser has reasonable grounds to suspect indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company which the discloser considers may assist in the performance a person's functions or duties in relation to the tax affairs of the Company or an associate of the Company.

4.4 Given the nature of the Company's business activities, Disclosable Information with respect to the Company Group may include information regarding:

- (a) the offer or acceptance of a bribe by a person within, representing, or on behalf of a Company Group Entity;
- (b) financial irregularities in the accounts of a Company Group Entity;
- (c) failure by a Company Group Entity, or any person within, or on behalf of a Company Group Entity, to comply with, or a breach by any of those parties of, legal or regulatory requirements;
- (d) engaging in 'insider trading' using Company Group confidential information;
- (e) creating fraudulent Company Group documents; or
- (f) 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 under this Policy or the Whistleblower Protection Laws.

4.5 The Whistleblower Protection Laws and this Policy will still afford protection to an Eligible Whistleblower who makes a disclosure in accordance with the Whistleblower Protection Laws or this Policy (as applicable), even if the disclosure turns out to be incorrect (provided that the disclosure has been made in good faith).

4.6 A deliberately false report of Disclosable Information or suspicions or concerns of wrongdoing, however, could have significant effects on Company's reputation and the reputations of other

staff members and could also cause considerable waste of time and effort. Therefore, any deliberately false reporting of Disclosable Information or suspicions or concerns, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

- 4.7 This Policy, and the protections afforded under the Corporations Act Protections, do not apply to matters that are solely personal work-related grievances that do not relate to detriment or threat of detriment to the discloser.
- 4.8 Under the Corporations Act Protections, personal work-related grievances are those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:
- (a) have any other significant implications for a Company Group Entity (or another entity); or
  - (b) relate to Corporations Act Disclosable Information,
  - (c) examples of which may include:
    - (d) an interpersonal conflict between the discloser and another employee;
    - (e) a decision that does not involve a breach of workplace laws;
    - (f) a decision about the engagement, transfer or promotion of the discloser;
    - (g) a decision about the terms and conditions of engagement of the discloser; or
    - (h) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.
- 4.9 A personal work-related grievance may still qualify for protection under this Policy or the Corporations Act Protections if:
- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance;
  - (b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
  - (c) the discloser suffers from or is threatened with detriment for making a disclosure under the Corporations Act Protections; or
  - (d) the discloser seeks legal advice or legal representation about the operation of the Corporations Act Protections.



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## 5. WHO CAN RECEIVE DISCLOSURE

5.1 A disclosure of a concern or concerns or suspicions of wrongdoing, or of Disclosable Information made to:

- (a) the Company Secretary or another party nominated by the Company's board of directors (Board) (together, the Whistleblower Investigations Officers); or
- (b) an officer (includes a Company director or the Company Secretary) or senior manager of a Company Group Entity,

qualifies for protection under this Policy.

5.2 Disclosures of the following information by and to the following persons qualify for protection under the Corporations Act Protections:

- (a) a disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to any of the following bodies:
  - (i) the Australian Securities and Investments Commission (ASIC);
  - (ii) the Australian Prudential Regulation Authority (APRA); or
  - (iii) a Commonwealth authority prescribed for the purposes of section 1317AA(1)(b)(iii) of the Corporations Act in relation to a Company Group Entity;
- (b) a disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to an Eligible Recipient;
- (c) a disclosure of information by a person to a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the Corporations Act Protections; and
- (d) a disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to a member of the Parliament of the Commonwealth or a State, or the legislature of a Territory, or a journalist where the disclosure is a 'public interest disclosure' or an 'emergency disclosure' (each defined in paragraphs 5.6 and 5.7, respectively). A person should contact an independent legal adviser before making a 'public interest disclosure' or an 'emergency disclosure'.

5.3 Disclosures of the following information by and to the following persons qualify for protection under the Tax Act Protections:

- (a) disclosure by an Eligible Whistleblower to the Commissioner, of information that the Eligible Whistleblower considers may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; and

- (b) disclosure by an Eligible Whistleblower to an Eligible Recipient (defined in paragraph 5.4 below) of information that the Eligible Whistleblower has reasonable grounds to suspect indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company, which the Eligible Whistleblower considers may assist in the performance the Eligible Recipient's functions or duties in relation to the tax affairs of the Company or an associate of the Company; or
- (c) a disclosure of information by an individual to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Tax Act Protections.

5.4 An "**Eligible Recipient**" means:

- (a) under the Corporations Act, any of the following:
  - (i) an officer or senior manager of a Company Group Entity;
  - (ii) an auditor or a member of an audit team conducting an audit of a Company Group Entity;
  - (iii) an actuary of a Company Group Entity;
  - (iv) a person authorised by the Company to receive disclosures that may qualify for protection under section 1317AAC of the Corporations Act, which the Company have determined to be the Whistleblower Investigations Officers; or
  - (v) any person or body prescribed by the Corporations Regulations to be an Eligible Recipient in relation to all or a class or classes of regulated entities within which the relevant Company Group Entity falls; and
- (b) under the Tax Act, means any of the following:
  - (i) an auditor or a member of an audit team conducting an audit of the relevant Company Group Entity;
  - (ii) a registered tax agent or BAS agent who provides tax agent services or BAS services to the relevant Company Group Entity;
  - (iii) a person authorised by the Company Group Entity to receive disclosures that may qualify for protection under Part IVD of the Tax Act, which the Company have determined to be the Whistleblower Investigations Officers;
  - (iv) any person or body prescribed for the purposes of section 14ZZV(1)(d) in relation to the relevant Company Group Entity;
  - (v) a director, secretary or senior manager of the Company Group Entity; and
  - (vi) any other employee or officer of the Company Group Entity who has functions or duties that relate to the tax affairs of the Company Group Entity.

- 5.5 A reference to an Eligible Recipient throughout this Policy means an Eligible Recipient with the definition that the context requires (ie as defined by the Tax Act for the purpose of the Tax Act Protections and as defined by the Corporations Act for the purpose of the Corporations Act Protections).
- 5.6 A 'public interest disclosure' under the Corporations Act Protections is the disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to a journalist or a parliamentarian, where:
- (a) at least 90 days have passed since the Eligible Whistleblower disclosed the Corporations Act Disclosable Information to ASIC, APRA or a Commonwealth authority prescribed for the purposes of section 1317AA(1)(b)(iii) of the Corporations Act in relation to a Company Group Entity;
  - (b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
  - (c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
  - (d) before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
    - (i) includes sufficient information to identify the previous disclosure; and
    - (ii) states that the discloser intends to make a public interest disclosure.
- 5.7 An 'emergency disclosure' under the Corporations Act Protections is the disclosure of Corporations Act Disclosable Information by an Eligible Whistleblower to a journalist or parliamentarian, where:
- (a) the discloser has previously made a disclosure of the Corporations Act Disclosable Information to ASIC, APRA or another Commonwealth body prescribed by the Corporations Regulations;
  - (b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
  - (c) before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
    - (i) includes sufficient information to identify the previous disclosure; and
    - (ii) states that the discloser intends to make an emergency disclosure;

and

- (d) 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.
- 5.8 You should obtain legal advice from an independent legal adviser before making a 'public interest disclosure' or an 'emergency disclosure'.
- 5.9 The Company encourages Eligible Whistleblowers to make disclosures of Disclosable Information to a Whistleblower Investigations Officer or an officer or senior manager of a Group Entity in the first instance, in order to ensure that the Company can identify and address the wrongdoing as early as possible.
- 5.10 Nothing in this Policy should be taken as restricting you from reporting any matter or providing any information to a regulator (such as ASIC), a Company Group Entity's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.

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## **6. HOW CAN I MAKE A DISCLOSURE**

- 6.1 In order for a relevant disclosure to be protected under the Whistleblower Protection Laws, it must be made in accordance with the Whistleblower Protections Laws, and to the person stipulated therein. If you are unsure about your rights or obligations under the Whistleblower Protection Laws, you should seek independent legal advice in this regard.
- 6.2 Disclosures which are eligible for protection under the Whistleblower Protection Laws can be made anonymously and will still be protected under the Whistleblower Protection Laws.
- 6.3 Reports of Disclosable Information or concerns or suspicions of wrongdoing that are protected under this Policy can be made either by post, email, telephone, or in person to either:
  - (a) the Whistleblower Investigation Officers using the contact details set out in paragraph 13 of this Policy; or
  - (b) an officer or senior manager of a Company Group Entity using the contact details in the Policy stored on the Company's online document management system.
- 6.4 A discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. A discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so that the Company can ask follow-up questions or provide feedback.
- 6.5 If the Company receives a disclosure from an email address from which the person's identity cannot be determined, and the discloser does not identify themselves in the email, it will be treated as an anonymous disclosure.
- 6.6 In order to maintain a discloser's anonymity, persons who are authorised by the Company under this Policy to receive disclosures under this Policy will not disclose the address, email address or phone number (if made available by means of the communication) to any other persons, and will

not attempt to discover the identity of the discloser where that person has indicated that they wish to remain anonymous. You may adopt a pseudonym for the purpose of your disclosure.

- 6.7 If you are unsure of how to report under this Policy, you should speak to a Whistleblower Investigation Officer.

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## **7. LEGAL PROTECTION FOR DISCLOSERS UNDER THE CORPORATIONS ACT AND THE TAX ADMINISTRATION ACT**

- 7.1 It is illegal for a person to disclose the identity of a person (or information that is likely to lead to their identity becoming known) who qualifies for protection under the Whistleblower Protection Laws outside of the exceptions set out in paragraphs 7.2 to 7.5 below.

- 7.2 The identity of a discloser noted in paragraph 7.1 above (or information that is likely to lead to their identity becoming known) may be disclosed where such disclosure is made in any of the following circumstances:

- (a) with respect to disclosures protected under the Corporations Act, where that disclosure is made:
  - (i) to ASIC;
  - (ii) to APRA;
  - (iii) to a member of the Australian Federal Police
  - (iv) to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Corporations Act Protections; or
  - (v) to a person or body prescribed by the Corporations Regulations for the purpose of section 1317AAE(2)(e) of the Corporations Act; or
  - (vi) with the discloser's consent; or
- (b) with respect to disclosures protected under the protected under the Tax Act, where that disclosure is made:
  - (i) to the Commissioner;
  - (ii) to a member of the Australian Federal Police;
  - (iii) to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Tax Act Protections;
  - (iv) to a person or body prescribed by the Tax Act Regulations for the purpose of section 14ZZW(2)(d) of the Tax Act; or
  - (v) with the discloser's consent.

- 7.3 The Corporations Act provides that ASIC, APRA and the Australian Federal Police may disclose the identity of a person who is protected under the Corporations Act Protections (or information that is likely to lead to their identity becoming known) to a Commonwealth authority, State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.
- 7.4 A person may disclose information that is likely to lead to the identification of a person set out in paragraph 7.1 above (provided that it is not their identity), where:
- (a) it is reasonably necessary for the purpose of investigating the matter to which the qualifying disclosure relates; and
  - (b) the first person takes all reasonable steps to reduce the risk that the discloser will be identified as a result of the disclosure.
- 7.5 No person is required to disclose to a court or tribunal the identity of a discloser who is protected under the Whistleblower Protection Laws, or information that is likely to lead to their identification, or to produce to a court or tribunal a document containing that information, unless it is necessary to do so to give effect to the relevant Whistleblower Protection Laws, or the court or tribunal thinks it necessary in the interests of justice to do so.
- 7.6 If you are concerned that you have not been afforded the confidentiality protections set out in this section, please contact a Whistleblower Investigation Officer, or officer or senior manager of the Company (as appropriate), and this will be investigated by the Company.
- 7.7 If you are concerned that you have not been afforded the confidentiality protections set out in this section, you may lodge a complaint with a regulator, such as ASIC, APRA or the Australian Taxation Office (ATO) for investigation. Please visit the website of the relevant regulator for more information on this process.

*Protection from detrimental acts or omissions*

- 7.8 The Whistleblower Protection Laws prohibit certain conduct in respect of persons making disclosures in accordance with the Whistleblower Protection Laws, which are summarised at paragraphs 7.10 and 7.11 below (Victimisation Prohibitions).
- 7.9 The Company is committed to enforcing the Victimisation Prohibitions and any breach of the same by an employee or officer of a Company Group Entity will also be a breach of this Policy.
- 7.10 **(Conduct causing Detriment):** The Whistleblower Protection Laws prohibit any person (first person) from:
- (a) engaging in conduct which causes any Detriment (as defined in paragraph 7.13) to another person (second person) when the first person believes or suspects that the second person, or any other person made, may have made, proposes to make or could make a disclosure that qualifies for protection under those Whistleblower Protection Laws; and
  - (b) the belief or suspicion referred to in paragraph 7.10(a) is the reason, or part of the reason, for the conduct.

- 7.11 (Threats to cause Detriment): The Whistleblower Protection Laws prohibit any person (first person) from:
- (a) making to another person (second person) a threat (whether express or implied, conditional or unconditional) to cause any Detriment (as defined in paragraph 7.13) to the second person or to a third person; where:
    - (i) the first person intends that the second person will fear that the threat will be carried out; or
    - (ii) the first person is reckless as to causing the second person to fear that the threat will be carried out; and
  - (b) the first person makes the threat because a person makes or may make a disclosure that qualifies or would qualify for protection under those Whistleblower Protection Laws.
- 7.12 If a Company Group Entity contravenes paragraph 7.10 or 7.11 above, any officer or employee of the Company Group Entity who is involved in that contravention contravenes the Whistleblower Protection Laws.
- 7.13 "**Detriment**" includes (without limitation) dismissal of an employee, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination between an employee and other employees of the same employer, harassment or intimidation of a person, harm or injury to a person (including psychological harm), damage to a person's property, reputation, business or financial position, or any other damage to a person.
- 7.14 The following are examples of actions that are not considered Detrimental conduct:
- (a) administrative action that is reasonable for the purpose of protecting a discloser from Detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from Detriment (if required)); and
  - (b) managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.
- 7.15 The Company will ensure that a discloser is provided sufficient reasoning and explanation regarding any administrative or managerial action undertaken by a Company Group Entity which is not deemed Detrimental conduct.
- 7.16 The Whistleblower Protection Laws set out the remedies available to a discloser the subject of a contravention of the Victimisation Prohibitions.
- 7.17 The Whistleblower Protection Laws provide that a discloser (or any other employee or person) may seek compensation and other remedies through the courts if:
- (a) they suffer loss, damage or injury because of a disclosure that is protected under the Whistleblower Protection Laws; and

- (b) the Company Group Entity failed to take reasonable precautions and exercise due diligence to prevent the Detrimental conduct.
- 7.18 Any person seeking compensation or other remedies under the Whistleblower Protection Laws should seek independent legal advice.
- 7.19 The Whistleblower Protection Laws afford the following protections for disclosures which are protected under the Whistleblower Protection Laws:
- (a) the discloser is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
  - (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the discloser on the basis of the disclosure, including the termination of a contract to which the discloser is a party on the basis that the disclosure constitutes a breach of that contract;
  - (c) if an Eligible Whistleblower makes disclosure of Disclosable Information in the manner referred to in paragraph 7 the information is not admissible in evidence against the person in criminal proceedings or in proceedings for the imposition of a penalty, other than in proceedings in respect of the falsity of the information; and
  - (d) the discloser will have qualified privilege in respect of the disclosure.
- 7.20 The protections granted by the Whistleblower Protection Laws, however, do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.
- 7.21 This Policy requires that the Company Group and its officers do everything reasonably necessary to ensure compliance by the Company Group and its officers and senior management with the protections set out in the Whistleblower Protection Laws and this Policy, and any concerns of breach of such protections should be reported in the same manner as the report of any other suspicions or concerns of wrongdoing or of Disclosable Information.

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## **8. SUPPORT AND PRACTICAL PROTECTION FOR DISCLOSERS**

- 8.1 Subject to paragraphs 7.2 to 7.5, the identity of the following persons (or information that is likely to lead to their identity becoming known):
- (a) an Eligible Whistleblower who has made a disclosure that is protected under the Whistleblower Protection Laws; or
  - (b) an Eligible Whistleblower who has disclosed a concern or suspicion of wrongdoing in accordance with this Policy,
- will be kept confidential unless the discloser has consented to the disclosure.
- 8.2 In order to protect the confidentiality of an Eligible Whistleblower, the Company Group, and any person who is authorised under this Policy to receive disclosures will ensure that:



- (a) all personal information or reference to the discloser witnessing an event will be redacted from any reports that are provided to other persons;
  - (b) the discloser will be referred to in a gender-neutral context;
  - (c) where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
  - (d) disclosures will be handled and investigated by appropriately trained staff;
  - (e) all paper and electronic documents and other materials relating to disclosures will be stored securely;
  - (f) access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
  - (g) only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser;
  - (h) communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
  - (i) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.
- 8.3 It is possible that someone might deduce your identity without there having been a breach of confidentiality (ie if you have previously mentioned the matter to other people or the nature of your report points to one particular individual having made it).
- 8.4 In complying with this Policy, the Company will maintain appropriate information technology resources and organisational measures for securing the personal information received, handled and recorded under this Policy. In addition, to the extent that they apply, the Company will continue to ensure its compliance with the Australian Privacy Principles and other relevant government, industry and technology specific standards, guidance, and frameworks on data security to help safeguard information.
- 8.5 If you are concerned that you have not been afforded the confidentiality protections set out in this Policy, please contact a Whistleblower Investigations Officer, or an officer or senior manager of a Company Group Entity (as appropriate), and this will be investigated by the Company.
- 8.6 This Policy prohibits any person from engaging in conduct set out in paragraphs 7.10 or 7.11 above in respect of disclosures that qualify for protection under the Whistleblower Protection Laws, and also in respect of disclosures of concerns or suspicions of wrongdoing within the Company Group made by an Eligible Whistleblower, which are founded on a reasonable basis, and that have been disclosed in good faith, without malicious intent, and in accordance with this Policy.

8.7 Following a disclosure under this Policy, in order to protect Eligible Whistleblowers from Detrimental acts and omissions, the Company will employ any of the following measures and mechanisms as are appropriate in the circumstances:

- (a) as soon as possible after a disclosure is made under this Policy, the Company will assess the risk of Detriment to the discloser (or another person) and will consider what can be done to minimise this risk in the first instance;
- (b) the Company will, where practicable and required, work with the discloser to develop strategies to help the discloser to minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- (c) where required, the Company may consider:
  - (i) allowing the discloser to perform their duties from another location;
  - (ii) reassigning the discloser to another role at the same level;
  - (iii) making other modifications to the discloser's workplace or the way they perform their work duties; or
  - (iv) reassigning or relocating other staff involved in the disclosable matter;
- (d) the Company will conduct appropriate training and provide appropriate resources to ensure that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, a discloser;
- (e) the Company will investigate and address any Detrimental conduct that may occur, and will take disciplinary action where appropriate; and
- (f) in certain circumstances, where Detrimental conduct does occur, the Company will consider working with the discloser to develop a career development plan for them that includes new training and career opportunities, or whether other compensation or remedies are more appropriate and/or available.

8.8 If you believe that you have suffered Detriment contrary to this Policy:

- (a) please contact a Whistleblower Investigations Officer, or an officer or senior manager of a Company Group Entity (as appropriate) and this will be investigated by the Company; or
- (b) you may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO.

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## 9. HANDLING AND INVESTIGATIONS OF DISCLOSURE

9.1 If you make a report under this Policy to either a Whistleblower Investigations Officer or an officer or senior manager of a Company Group Entity, that person must ensure that the matter is properly investigated by a Whistleblower Investigations Officer, or the Company (as appropriate).

9.2 The purpose of the investigation is to determine:

- (a) whether or not your concerns are substantiated;
- (b) whether or not the disclosure qualifies for protection under this Policy and/or the Whistleblower Protection Laws; and
- (c) whether a formal, in-depth investigation is required,

with a view to the Company then rectifying any wrongdoing uncovered to the extent that is practicable in all the circumstances.

9.3 Investigation processes will vary depending on the precise nature of the conduct being investigated, but will generally involve:

- (a) a review of any relevant documentation in connection with the disclosure;
- (b) a review of any relevant correspondence to which the disclosure relates;
- (c) where possible, verbal interviews with persons involved in the matters the subject of the disclosure;
- (d) where possible, verbal interviews with persons not directly involved in the matters the subject of the disclosure but who may have information relevant to the matters the subject of the disclosure; and
- (e) any other actions as are required to investigate the disclosures in a manner which is thorough, objective, fair and independent of you, anyone who is the subject of the report, and any business unit concerned,
- (f) and may be undertaken jointly with an external investigation firm, if required (eg where additional specialist skills or expertise are necessary)

9.4 Without your consent, a Company Group Entity cannot disclose information that is likely to lead to the identification of you as the discloser as part of the investigation process unless:

- (a) the information does not include your identity;
- (b) the Company Group Entity removes information relating to your identity or other information that is likely to lead to the identification of you as the discloser (e.g. your name, position title and other identifying details); and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

- 9.5 A Whistleblower Investigations Officer (or the person to whom you made the disclosure under this Policy, as appropriate) will keep you informed of the outcome of the investigation arising from your report, subject to considerations of the privacy of anyone who is the subject of the report, and normal confidentiality requirements.
- 9.6 Where practicable, you will be provided with initial feedback within one week of making your report, and any further feedback at regular intervals as the matter progresses. The frequency and timeframe of feedback will depend on the nature of the disclosure.
- 9.7 You should be aware that the Company may not be able to undertake a full investigation if it is not able to contact you (ie if you make a disclosure anonymously and have not provided a means of contacting you), unless sufficient information has been provided to proceed with the investigation without further contact with you.
- 9.8 The Company will keep detailed records of all investigatory processes taken in connection with a disclosure, including the outcomes and responses to those investigations, and the final decisions made on the basis of the investigations undertaken. These records will be maintained by the Whistleblower Investigation Officers, and all identifying information will be redacted prior to it being provided to any persons who you have not consented to receiving information
- 9.9 At the end of the investigation process, to the extent possible and where appropriate to do so in the circumstances (which will not always be the case), you will be given a written record of the investigation undertaken (subject to usual confidentiality restrictions) and of any disclosures of your information to anyone in accordance with the Whistleblower Protection Laws and this Policy.
- 9.10 The Company will at all times take all precautions as are reasonably necessary and will exercise due diligence to ensure that following the making of a report, you are afforded the protections provided by this Policy.
- 9.11 In particular, the Company will take whatever action is possible consistently with this Policy to make sure that you are not personally disadvantaged for making your report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias.
- 9.12 If you feel you have been the subject of any such action as a consequence of making your report, please report this to a Whistleblower Investigations Officer or an officer or senior manager of the Company Group Entity, and this will be investigated in the same manner as other disclosures under this Policy.
- 9.13 If you are not satisfied with the outcome of an investigation the subject of a disclosure made by you under this Policy, you may:
- (a) request that the Company review whether this Policy and the processes and procedures under it were adhered to in the investigation process; or
  - (b) lodge a complaint with a regulator, such as ASIC, APRA or the ATO.
- 9.14 While the Company is not obliged to re-open any investigation, all requests for a review under paragraph 9.13(a) will be considered by an appropriate senior manager or officer of the Company, who, where possible, was not involved in the investigation the subject of the review. Should the

Company determine that the investigation was properly conducted, or that new information is either not available, or would not change the findings of the investigation, the Company may conclude that review. Subject to the confidentiality protections under this Policy, all findings of such reviews will be reported to the Company's Audit and Risk Committee, or, in its absence, the Board.

- 9.15 Any person found in breach of the provisions in this Policy will be subject to disciplinary procedures, up to and including the termination of their employment or engagement with the relevant Company Group Entity.

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## **10. HOW THE COMPANY ENSURES FAIR TREATMENT OF PERSONS THE SUBJECT OF A DISCLOSURE MADE UNDER THIS POLICY**

- 10.1 The Company will employ the following measures to ensure the fair treatment of its employees who are mentioned in a disclosure that qualifies for protection under this Policy or the Whistleblower Protection Laws, including those who are the subject of a disclosure:
- (a) disclosures will be handled confidentially when it is practical and appropriate in the circumstances;
  - (b) each disclosure will be assessed and may be the subject of an investigation;
  - (c) the Company will undertake the investigations with the objective of determining whether there is enough evidence to substantiate or refute the matters reported;
  - (d) when an investigation needs to be undertaken, the process will be objective, fair and independent; and
  - (e) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to the Company making any adverse finding against them.

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## **11. HOW THE POLICY CAN BE ACCESSED**

- 11.1 This Policy is available to officers and employees of the Company Group via the Company's online document management system.
- 11.2 A redacted version of this Policy is available to external Eligible Whistleblowers via the corporate governance section of the Company's website, [www.echoiq.ai](http://www.echoiq.ai).
- 11.3 The Company will conduct initial training to all Company Group personnel regarding this Policy. Subsequent training will be provided to employees and persons authorised to receive disclosure under this Policy as and when required to ensure the effectiveness of this Policy.
- 11.4 This Policy will be made available to all new employees upon their engagement by the Company or a Company Group Entity.
- 11.5 Where appropriate, the Company will ensure that its external Eligible Recipients (ie its auditor and actuary) are aware of their obligations under the Whistleblower Protection Laws.

- 11.6 Any updates to this Policy following a review will be widely disseminated to all persons within the Company Group and will be made available on the Company's website for external Eligible Whistleblowers.

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## 12. QUESTIONS

- 12.1 Any questions about this Policy or the protections afforded by the Company under it, should be directed to a Whistleblower Investigation Officer.
- 12.2 The Company notes that this Policy is not legal advice, and that if you are unsure about your rights and obligations under this Policy or the Whistleblower Protection Laws, you should seek independent legal advice.

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## 13. WHISTLEBLOWER INVESTIGATION OFFICER CONTACT DETAILS

- 13.1 Company Secretary

**Email:** [cosec@echoiq.ai](mailto:cosec@echoiq.ai)

**Telephone:** +61 2 9159 3719

**After-hours Telephone:** [redacted]

**Secure Postal Address:** Suite 2.114, c/o Stone and Chalk (Level 1), 477 Pitt Street, Sydney NSW 2000 (sent to the Company Secretary of Echo IQ Limited and marked as Private and Confidential)

- 13.2 If you are viewing a redacted version of this Policy, and do not have access to the Company's online document management system, please contact the Company Secretary on the above contact details.

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## 14. REVIEW

- 14.1 The Whistleblower Investigation Officers will regularly review this Policy in light of reports made and actions taken hereunder, and will report to the Audit and Risk Committee, or, where the Company does not have an Audit and Risk Committee, the Board as to any matters they consider could improve effectiveness.
- 14.2 The Audit and Risk Committee, or, where the Company does not have an Audit and Risk Committee, the Board, will formally review this Policy each year.

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**SCHEDULE 14 – ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY**

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**1. INTRODUCTION**

Echo IQ Limited (ACN 142 901 353) (the Company) is committed to conducting business in a responsible and sustainable manner. This Environmental, Social and Governance Policy (**ESG Policy**) outlines our commitment to managing and integrating ESG considerations into our operations, decision-making processes, and interactions with stakeholders.

The full Board is responsible for implementing the ESG Policy.

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**2. PURPOSE**

A strong environmental, social and governance performance is essential for the success and growth of the Company's business. The Company's aim is to recognise its legal and other obligations to all legitimate stakeholders from time to time where and to the extent appropriate. With the recognised obligations in mind, the Company will manage its activities in a sustainable manner with respect to our workforce, our communities and the environment.

The Company is committed to managing its activities to minimise adverse workforce, community or environmental impacts.

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**3. GOVERNING PRINCIPLES**

(a) General governance principles

The Company is committed to maintaining high standards of corporate governance and ethical conduct by:

- (i) maintaining an independent and diverse Board of Directors, with committees overseeing ESG matters;
- (ii) upholding the highest ethical standards in our business practices and avoid conflicts of interest;
- (iii) embedding ESG considerations in the Company's business planning and decision making processes; and
- (iv) actively engaging with shareholders and other stakeholders to foster open communication and address their concerns.

(b) Environment

The Company is dedicated to promoting sustainability and minimising its environmental impact by:

- (i) complying with all relevant environmental laws, regulations, and standards;
- (ii) striving to reduce our carbon footprint and energy consumption through efficient practices and technologies;

- (iii) minimising waste generation, promote recycling, and reduce the use of single-use plastics;
  - (iv) considering environmental impacts in our supply chain decisions and work with environmentally responsible partners; and
  - (v) periodically assessing and setting goals to continuously improve our environmental performance.
- (c) Social

The Company is committed to fostering a positive impact on society and supporting the well-being of our employees, communities, and stakeholders by:

- (i) promoting diversity, equity, and inclusion in our workforce and ensure equal opportunities for all;
- (ii) prioritising the health and safety of our employees and providing a safe working environment and promoting work-life balance;
- (iii) contributing to the communities where we operate through volunteering, charitable initiatives, and partnerships;
- (iv) respecting human rights throughout our operations and supply chain, addressing any potential risks; and
- (v) engaging with our customers, employees, communities, and other stakeholders to understand their needs and concerns.

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#### **4. IMPLEMENTATION**

The ESG Policy is implemented across all levels of the organisation, and responsibility for its execution will be assigned to relevant departments and individuals.

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#### **5. MONITORING AND REVIEW**

- (a) Material breaches of this ESG Policy will be reported to the Board.
- (b) The Board will monitor the content, effectiveness and implementation of this ESG Policy on a regular basis. 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 ESG Policy and suggest ways in which it may be improved. Comments, suggestions and queries should be addressed to the Company Secretary in the first instance via [cosec@echoiq.ai](mailto:cosec@echoiq.ai).



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**ANNEXURE A – DEFINITION OF INDEPENDENCE**

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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 (e.g. 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.

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