



## Xref Limited Corporate Governance Manual

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## A. Board Charter

The Board of Xref Limited (**Company**) is responsible for guiding and monitoring the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board seeks to meet the legitimate expectations of shareholders, while discharging its regulatory obligations and ethical responsibilities. In addition, the Board is responsible for identifying areas of significant business risk and ensuring policies and procedures are in place to adequately manage those risks.

The Board has established an audit committee which acts within its charter set by the Board

The responsibility for the operation and administration of the Company is delegated by the Board to the senior management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the senior management team.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board.

The Board's role includes the following:

- the review and approval of the annual and half-year financial reports, and quarterly report and cash-flow statements;
- the establishment of the long-term goals of Xref and strategic plans to achieve those goals;
- the review, approval and adoption of annual budgets for the financial performance of the Company, and monitoring the results on a regular basis;
- ensuring that Xref has implemented adequate internal controls together with appropriate monitoring of compliance activities;
- ensuring that the Company is able to pay its debts as and when they fall due, and uphold any covenants required to be met by Xref associated with that debt;
- approving the annual strategic plan and major operating plans;
- reviewing and providing feedback on the performance of the CEO / Managing Director;
- reviewing the performance of the Board and individual directors; and
- determining policies and ensuring adequate procedures are in place to manage the identified risks.

### Appointment of Directors

If the Board determines that there is a need to appoint another Director for any reason they will:

- Determine the skills, experience, qualifications appropriate, having regard to those of the existing Directors;
- Agree the process to seek such a person
- Set a timetable to appoint, having regards to the timing of the AGM and requirements of the Constitution;
- Prepare a short list and meet the candidates.

### **Conflicts of Interest**

As a general principle each director must bring an enquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes to be in the best interests of the Company as a whole, free of any actual or possible conflict of interest.

If a director believes that he or she may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chairman.

### **The Role of the Chairman**

The Chairman is considered the 'lead' director and utilises experience, skills and leadership abilities to provide the overall strategic direction of the Company and facilitate the governance processes.

### **Election of Chairman**

In accordance with general business practice and the Company's Constitution, the Chairman will be a Non-Executive Director, elected by the Board. The Chairman is selected on the basis of their achievements and record as a leader.

### **Specific Roles of the Chairman**

The role of the Chairman includes:

- Vision/Strategy. Ensures leadership in setting and reviewing vision;
- Board meetings. Setting agenda with the Managing Director / Company Secretary, ensures directors receive all relevant information, chairs meetings and deals with conflicts;
- AGM. Chairs the AGM and ensures shareholders as a whole have an opportunity to speak on relevant matters, ensures audit partner attends;
- External. Spokesperson with the CEO / Managing Director, on company matters;
- CEO / Managing Director. Primary point of contact between the Board and External, kept fully informed on major matters by the CEO / Managing Director, chairs the performance appraisal of the CEO / Managing Director and provides mentoring; and
- Board. Initiates Board and committee performance appraisal, ensures agreed composition is maintained and director induction plans are in place.

All expenses of the Chairman will be ratified by the CEO. The Chairman of the Remuneration Committee has the right to review of any expenses of the Chairman. The Chairman will ratify the expenses of all the other directors and the CEO.

### **Removal of Chairman**

In accordance with the Constitution, the Chairman may be removed from office by a resolution of the directors.

### The Role of the Chief Executive Officer

The CEO is appointed by the Board and is responsible for implementing the programs and meeting the objectives established by the Board and for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. The Company shall be managed with the aim of achieving the goals agreed and endorsed by the Board.

The CEO's responsibilities and duties include:

- Vision/Strategy. Formulating with the Board the vision and strategy, developing action plans to achieve the vision and reporting regularly to the Board on progress;
- Management team and employees. Providing leadership, appointing and negotiating terms of employment of senior executives (with the Board approval where necessary). developing a succession plan, ensuring procedures are in place for education and training to ensure compliance with laws and policies;
- Successful implementation of the Company's R&D and business development programmes; and
- Board. Responsible for bringing all matters requiring review/approval to the Board. advising on the changes in risk profile, providing certification regarding the financial statements for the half-year and full year, reporting to the Board on a monthly basis the performance of the Company and for ensuring education of Directors on relevant matters.

The CEO is formally delegated by the Board to authorise all expenditures approved in the budget, except that:

- all expenditures in excess of authority limits set by the Board from time to time must be authorised by a resolution of the Board;
- all CEO compensation, outside normal monthly remuneration, must be authorised by the Chairman; and
- all business-related expenses paid to the CEO must be authorised or ratified by the Chairman.

The primary roles and responsibilities of the Company's management include:

- the operation and administration of Xref, as delegated by the Board;
- implementing the strategic objectives of the Company and operating within the risk appetite set by the Board;
- complying with all other aspects of the day-to-day running of Xref; and
- providing the Board with accurate, timely and clear financial and other information to enable the Board to perform its responsibilities.

## B. Remuneration Committee Charter

The Board of Xref Limited (**Company**) has established a Remuneration Committee (**Committee**). The purpose of the Committee and the powers of the Committee are set out below.

### 1 Membership of the Committee

- It is the Board's intention that the Committee comprise at least two members and that one of the Committee members be an independent non-executive director;
- A quorum for a meeting of the Committee is two members;
- A decision is made by the Committee if it is unanimously supported by members who are present at the meeting;
- It is intended that the Chairman of the Committee be the Chairman of the Board;
- The CEO, executives and members of management may attend meetings of the Committee by invitation.

### 2 Administrative Matters

It is intended that the Committee will normally meet annually or as otherwise required. The Committee may, upon notifying the Board or the Chairman of the Board:

- seek advice of the Company's auditors and solicitors; and
- engage or procure the engagement of independent advisers, as determined by the Committee.

All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

### 3 Reporting

It is intended that a report of the actions of the Committee and/or a copy of the minutes of the Committee meetings will be included in the papers for the Board meeting next following a meeting of the Committee.

The Committee Chair will, if requested, provide a brief oral report to the Board as to any material matters arising out of the Committee meeting. All directors may, within a Board meeting, request information of members of the Committee.

## 4 Responsibilities and Functions

### 4.1 Remuneration

The role of the Committee in relation to remuneration is to advise the Board on matters relating to the remuneration of the directors and senior executives and employees of the Company.

## 4.2 CEO Evaluation

The CEO is the key employee of the Company in general and of the Board in particular. As such a special relationship exists between the CEO and the Board. A detailed CEO evaluation is undertaken annually by the Remuneration Committee, with the process co-ordinated by the Chairman.

CEO evaluation will utilize both quantitative and qualitative measures. Evaluation will be judged against the approved strategic plan.

The Chairman of the Remuneration Committee will provide a brief report for the full Board after discussion with the CEO. However, the performance of the CEO is a matter for full Board deliberation.

## **C. Nomination Policy**

### **Skills Required on the Board**

The Board shall contain the relevant blend of expertise in:

- the software / human relations industry;
- finance;
- business; and
- CEO-level experience.

### **Appointment of Non-Executive Directors**

Directors are appointed under the terms of the Company's Constitution.

The number of directors allowed under the Constitution is a minimum of 3 and a maximum of 7. A director may be elected by an ordinary resolution of the Company in general meeting. In the situation of a vacancy occurring between such election, the Board will appoint a replacement director. Such a director will only hold office until the next general meeting of the Company.

### **Rotation of Non-Executive Directors**

As contained in the Company's Constitution, a director may be elected for a term of a maximum of three years. To ensure a gradual and controlled movement of directors, the longest serving one-third of all directors (rounded down to the nearest whole number) is expected to retire at each AGM, but shall be eligible for re-election.

#### **D. Independent Advice**

Directors may obtain independent experts' advice to enable them to fulfil their obligations at the expense of the company and after obtaining approval of the Chairman.

## E. Securities Trading Policy

### 1. Introduction

This policy outlines:

- 1.1 when Key Management Personnel may deal in Company Securities; and
- 1.2 procedures to reduce the risk of insider trading.

### 2. Defined Terms

In this policy:

**Approving Officer** means:

- (a) for a Key Management Personnel, the Managing Director of the Company;
- (b) for the Managing Director of the Company, the chairman of the Board.

**ASX** means ASX Limited.

**Board** means the board of directors of the Company.

**Business Day** has the same meaning as in the ASX Listing Rules.

**Closed Period** means a period specified as such in paragraph 7 when Key Management Personnel are prohibited from trading in Company Securities.

**Company** means Xref Limited ACN 122 404 666.

**Company Securities** includes shares in the Company or another entity within the Group, options over those shares and any other financial products of the Group.

**Derivatives** has the meaning given in the *Corporations Act 2001 (Cth)* and includes put and call options, forward contracts, futures, warrants, swaps, caps and collars.

**Group** means the Company and each of its controlled entities.

**Immediate Family Member** means a family member of a Key Management Personnel who may be expected to influence, or be influenced by, the Key Management Personnel in his or her dealings with Company Securities. An Immediate Family Member may include:

- (a) the Key Management Personnel's partner; and
- (b) dependants of the Key Management Personnel or the Key Management Personnel's partner.

**Key Management Personnel** means:

- (a) all persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director and any person engaged in the management of the Group, whether as an employee or consultant or employee of a consultant; and
- (b) any employee of an entity within the Group.

### 3. Insider Trading

- 3.1 If a person has information about Company Securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:

- (a) deal in the Company Securities;
  - (b) procure another person to deal in the Company Securities; or
  - (c) give the information to another person who the person knows, or ought reasonably to know, is likely to:
    - (1) deal in the Company Securities; or
    - (2) procure someone else to deal in the Company Securities.
- 3.2 Insider trading is a criminal offence. It is punishable by substantial fines, imprisonment or both. A company may also be liable if an employee or director engages in insider trading.
- 3.3 Insider trading may also attract civil penalties. A Court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.
- 3.4 **Insider trading is prohibited at all times. Key Management Personnel must not do anything referred to in paragraph 3.1.**

#### 4. What is Inside Information?

- 4.1 Information includes:
- (a) matters of supposition and other matters that are insufficiently definite to warrant being made known to the public; and
  - (b) matters relating to the intentions, or likely intentions, of a person.
- 4.2 Inside information is information that:
- (a) is not generally available; and
  - (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the relevant Company Securities – therefore the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant Company Securities.

By way of example, the following types of information would be likely to be considered to have a material effect on the price or value of Company Securities:

- information regarding a material increase or decrease in the Company's financial performance from that anticipated by the Company or from previous market guidance;
- material business or asset acquisition or sale;
- a proposed dividend or a change in dividend policy;
- actual or proposed takeover or merger;
- the damage or destruction of a material plant or operation of the Company;
- proposed material legal proceedings to be initiated by or against the Company;
- regulatory action or investigations undertaken by a Government authority;
- entering into or terminating a material contract;
- the launch of a new business or material new product;
- a proposal to undertake a new issue of shares or major change in financing; or
- a significant change in senior management.

- 4.3 Information is generally available if it:

- (a) is readily observable;
- (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.3(a) or 4.3(b).

## 5. What is Dealing in Securities?

Dealing in Company Securities includes:

- 5.1 applying for the issue of new Company Securities;
- 5.2 acquiring or disposing of existing Company Securities;
- 5.3 entering into an agreement to apply for, acquire or dispose of Company Securities; and
- 5.4 granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

## 6. When Key Management Personnel May Deal

Subject always to paragraph 3.4, Key Management Personnel may only deal in Company Securities:

- 6.1 during the 30 day period:
  - (a) commencing immediately after the date on which the Company releases its half year results to ASX; or
  - (b) commencing immediately after the date on which the Company releases its full year results to ASX in its Annual Financial Statements; or
- 6.2 such other periods as the Board may determine from time to time.

## 7. Closed Periods

Subject to the periods outlined in paragraph 6, a Key Management Personnel may not trade, deal or procure another person to deal in Company Securities during any other period (Closed Period) unless:

- 7.1 he or she obtains written clearance from the Approving Officer as outlined in paragraph 10;
- 7.2 an exclusion applies as outlined in paragraph 11; or
- 7.3 an exceptional circumstance applies and he or she has obtained prior written consent as outlined in paragraph 12.

## 8. Prohibition on Hedging

Key Management Personnel are not permitted to engage in hedging instruments, deal in Derivatives or enter into arrangements or other transactions which limit the economic risk related to Company Securities.

## 9. Immediate Family and Controlled Entities

Key Management Personnel must take all reasonable steps to ensure that their Immediate Family Members and any company, trust or other entity controlled by such Key Management Personnel or any such Immediate Family Members comply with this policy, except to the extent that to do so would breach the Key Management Personnel's obligations of confidence to the Group.

## 10. Clearance from Approving Officer

### 10.1 Intention to Trade Notice

- (a) Before any Key Management Personnel deals in Company Securities they must:
  - (1) complete an Intention to Trade Notice and lodge it with the Approving Officer; and
  - (2) receive a 'No Objection' advice in the Response Notice section of the Intention to Trade Notice which is dated and signed by the Approving Officer.

An Intention to Trade Notice is available from the Company Secretary.
- (b) Further to paragraph 9, Key Management Personnel should submit an Intention to Trade Notice if they are aware that an Immediate Family Member or a company, trust or other entity controlled by them proposes to deal in Company Securities and they should also take all reasonable steps to prevent the dealing from taking place unless the Approving Officer has issued a 'No Objection' advice in the Response Notice section of the Intention to Trade Notice.
- (c) The issue of such a 'No Objection' advice is not an endorsement by the Company or any other person of the proposed transaction – people remain responsible for their own investment decisions and their compliance with the law.
- (d) A response to an Intention to Trade Notice (effected via the Approving Officer completing the 'No Objection' or 'Objection' advice in the Response Notice section of the Intention to Trade Notice) must be given to the relevant Key Management Personnel within two business days of the request being made.
- (e) If the Approving Officer issues an 'Objection' advice in the Response Notice section of the Intention to Trade Notice:
  - (1) the proposed dealing in the relevant Company Securities must not take place; and
  - (2) neither the Company, the Approving Officer nor any other person is required to give reasons for the 'Objection' advice (particularly as clearance may be withheld by reason of inside information not known to the Key Management Personnel personally).
- (f) The Company Secretary maintains a record of the response to any Intention to Trade Notice lodged by Key Management Personnel.

### 10.2 Dealing Advice Notice

- (a) A Key Management Personnel who is given a 'No Objection' advice in accordance with paragraph 10.1 must:
  - (1) deal with the relevant Company Securities as soon as possible and in any event within five Business Days of the 'No Objection' advice being given; and

- (2) submit a Dealing Advice Notice to the Approving Officer as soon as the transaction has taken place and no later than two days after the transaction has taken place.

A Dealing Advice Notice is available from the Company Secretary.

- (b) A Key Management Personnel must also use the Dealing Advice Notice to notify the Approving Officer if the proposed dealing referred to in paragraph 10.2(a) does not take place.

## 11. Exclusions

The following dealings in Company Securities by Key Management Personnel are excluded from the provisions of this policy:

- 11.1 transfers of Company Securities already held into a superannuation fund or other saving scheme in which the Key Management Personnel is a beneficiary;
- 11.2 transfers of Company Securities where there is no change in beneficial ownership;
- 11.3 an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- 11.4 where a Key Management Personnel is a trustee, trading in Company Securities by that trust provided the Key Management Personnel is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Key Management Personnel;
- 11.5 undertakings to accept, or acceptance of, a takeover offer;
- 11.6 trading under an offer or invitation made to all or most of the Company's security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy back, where the plan that determines the timing and structure of the offer has been approved by the Board; this includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue; and
- 11.7 the exercise (but not the sale of Company Securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the Security, falls during a Closed Period.

## 12. Exceptional Circumstances

- 12.1 A Key Management Personnel may be given prior written clearance to sell or otherwise dispose of Company Securities during a Closed Period in exceptional circumstances where the Key Management Personnel would otherwise not be able to do so under this policy:
  - (a) where the Key Management Personnel is in severe financial hardship;
  - (b) where the Key Management Personnel is required by a Court order, or there are Court enforceable undertakings to transfer or sell the Company Securities; or
  - (c) there are other exceptional circumstances.

- 12.2 A person may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities.
- 12.3 The Approving Officer may not give clearance under the exception in paragraph 12.1 if there is a matter about which there is inside information in relation to Company Securities (whether or not the Key Management Personnel knows about the matter) when the Key Management Personnel requests clearance or proposes to deal in Company Securities.
- 12.4 The Key Management Personnel seeking clearance to trade must satisfy the Approving Officer that he or she is in severe financial hardship or that his or her circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company Securities is the only reasonable course of action available.
- 12.5 The Approving Officer will decide if circumstances are exceptional.
- 12.6 The provisions of paragraph 10 (except paragraph 10.1(d)) shall apply.

### **13. Breach of Policy**

A breach of this policy by a Key Management Personnel is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

### **14. Distribution of Policy**

This policy must be distributed to all Key Management Personnel.

### **15. Assistance and Additional Information**

A Key Management Personnel who is unsure about any information he or she may have in his or her possession, and whether he or she can use that information for dealing in Company Securities, should contact the Managing Director.

### **16. Approved and Adopted**

This policy was approved and adopted by the Board on 3 February 2016.

### **17. Disclosure After Material Change**

If the Company make a material change to this policy, the amended policy will be announced within five Business Days after the material change taking effect. A material change includes:

- 17.1 changes to any Closed Periods;
- 17.2 changes to the trading which is excluded from the operation of the policy; and
- 17.3 changes to the list of exceptional circumstances in paragraph 12.1 in which trading might be permitted during Closed Periods.

**DATE:** 3 February 2016

**SIGNED:** by the Chairman of the Board of Xref Limited  
With minor updates made in August 2017.

XREF LIMITED  
REQUEST FOR CONSENT TO TRADE IN LISTED SECURITIES

To: CEO & CFO, XREF Limited (Xref)

In accordance with Xref's Securities Trading Policy, I request Xref's consent be given to the following proposed transaction to be undertaken either by me or persons associated with me, within 10 trading days of approval being given. I acknowledge Xref is not advising or encouraging me to trade or hold securities and does not provide any securities recommendation.

Name:	
Name of registered holder transacting (if different):	
Address:	
Position:	
Description and number of securities:	
Type of proposed transaction:	Purchase / Sale / other (specify)
To be Transacted:	On ASX / Off-market trade / other (please specify)
Likely date of transaction (on or about):	

I confirm that I have read and understood the Company's Securities Trading Policy and that the proposed dealing does not breach that policy or any legal obligations referred to in it.

I declare that I do not hold information which:

- is not generally available to the market; and
- would have a material effect on the price of Xref's listed securities if it were generally available to the market.

I know of no reason to prohibit me from trading in Xref's listed securities and certify that the details given above are complete, true and correct.

I acknowledge that in accordance with the Company's Securities Trading Policy, I cannot trade in the Company's securities until clearance is given and I understand that any clearance given will be valid only for the period stated in the clearance.

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

Xref hereby consents/does not consent to the proposed transaction described above. Any consent is conditional on the proposed transaction being completed within 10 trading days of the date of this consent, and in compliance with Xref's Securities Trading Policy.

Name: \_\_\_\_\_ Date: \_\_\_\_\_  
on behalf of Xref Limited.

## F. Audit Committee Charter

The Board of Xref Limited (**Company**) has established an Audit Committee (**Committee**). The purpose for which the Committee has been established and the powers of the Committee are set out in this document.

### 1. Membership

The Committee shall be members of, and appointed by, the Board of directors and shall comprise at least three directors that have diverse, complementary backgrounds, and are independent of management and the Company. It is the Board's intention that the Committee comprise at least three directors and that all members be non-executive directors of the Company, with a majority of members classed as independent directors. The Committee chair shall be an independent director and shall not be the Chairman of the Board of Directors. Also, the Committee chair shall have leadership experience and a strong finance, accounting and/or business background or understanding. All Committee members shall be financially literate, or become financially literate within a reasonable period of time after appointment. Furthermore, at least one member shall have accounting and/or related financial management expertise as determined by the Board of Directors.

Members of the Committee shall be considered independent so long as they do not have any relationship with the Company that may interfere with the exercise of independent judgment. This means they shall not accept any consulting, advisory, or other compensatory fee from the Company and are not an affiliated person of the Company or its related entities. They should also meet the definition of what constitutes an 'independent director' as set out in the Australian Stock Exchange Corporate Governance Council's definition described in its publication "Principles of Good Corporate Governance and Best Practice Recommendations". The only compensation shall be directors' fees for services provided to the Committee.

### 2. Meetings

The Committee shall meet at least two times each year. The purpose of these meetings shall be to:

- Review and approve audit plans;
- Review and approve the half-year financial report;
- Update the audit plans; and
- Review and approve the annual financial report.

### 3. Purpose

The Committee shall provide assistance to the Board of directors in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems, and audit functions. In doing so, it is the responsibility of the Committee to maintain free and open communication between the Committee the auditors (if applicable), and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.

## **4. Duties and Responsibilities**

### **4.1 Understanding the Business**

The Committee shall ensure it understands the Company's structure, controls, and types of transactions in order to adequately assess the significant risks faced by the Company in the current environment.

### **4.2 Financial Reporting**

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits.

The Board of directors is responsible for the Company's financial reports including the appropriateness of the accounting policies and principles that are used by the Company. The auditors are responsible for auditing the Company's financial reports and for reviewing the Company's unaudited interim financial reports.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to set the overall corporate 'tone' for quality financial reporting, sound business risk practices, and ethical behavior. The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

### **4.3 Assessment of Accounting, Financial and Internal Controls**

The Committee shall discuss with management and the auditors, the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs (including the Company's Code of Conduct). Any opinion obtained from the auditors on the Company's choice of accounting policies or methods should include an opinion on the appropriateness and not just the acceptability of that choice or method.

The Committee shall periodically meet separately with management and the auditors to discuss issues and concerns warranting Committee attention, including but not limited to its assessments of the effectiveness of internal controls and the process for improvement. The Committee shall provide sufficient opportunity for the auditors to meet privately with the members of the Committee. The Committee shall review with the auditor any audit problems or difficulties and management's response.

The Committee shall review all representation letters signed by management to ensure that the information provided is complete and appropriate. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the auditors under generally accepted auditing standards.

The Committee shall review the declaration by the CEO and CFO required under the Corporations Act in relation to the accounts to ensure it is complete.

The Committee shall receive regular reports from the auditor on the critical policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management.

#### **4.4 Appointment of Auditor**

The Committee shall be directly responsible for making recommendations to the Board of directors on the appointment, reappointment or replacement (subject, if applicable, to shareholder ratification), remuneration, monitoring of the effectiveness, and independence of the auditors, including resolution of disagreements between management and the auditor regarding financial reporting. The Committee shall pre-approve all audit and non-audit services provided by the auditors and shall not engage the auditors to perform any non-audit/ assurance services that may impair or appear to impair the auditor's judgment or independence in respect of the Company. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

#### **4.5 Assessment of the Audit**

The Committee, at least on an annual basis, shall obtain and review a report by the auditors describing (or meet, discuss and document the following with them):

- The audit firm's internal quality control procedures;
- Any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- All relationships between the auditor and the Company (to assess the auditor's independence). In addition, the Committee shall set clear hiring policies for employees or former employees of the auditor in order to prevent the impairment or perceived impairment of the auditor's judgment or independence in respect of the Company.

#### **4.6 Independence of the Auditor**

The Committee shall review and assess the independence of the auditor, including but not limited to any relationships with the Company or any other entity that may impair or appear to impair the auditor's judgment or independence in respect of the Company. Furthermore, the Committee shall draft an annual statement for inclusion in the Company's annual report of whether the Committee is satisfied the provision of non-audit services is compatible with auditor independence.

#### **4.7 Scope of the Audit**

The Committee shall discuss with the auditors the overall scope of the audit, including identified risk areas and any additional agreed-upon procedures. In addition, the Committee shall also review the auditor's compensation to ensure that an effective, comprehensive and complete audit can be conducted for the agreed compensation level.

#### **4.8 Communications with Stakeholders**

The Committee shall review the full year financial report and Appendix 4E, and half-year financial report and Appendix 4D, prior to the lodgment of these with ASX. Also, the Committee shall discuss the results of the half-year review and any other matters required to be communicated to the Committee by the auditors under generally accepted auditing standards. The chair of the Committee may represent the entire Committee for the purposes of this review.

The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee shall receive corporate legal reports of evidence of a material violation of the Corporations Act, the ASX Listing Rules or breaches of fiduciary duty.

## G. Continuous Disclosure Policy

Continuous Disclosure obligations require the Company to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities and to correct any material mistake or misinformation in the market. The Company discharges these obligations by releasing information to the ASX in the form of an ASX release or disclosure in other relevant documents (for example, the Company's Annual Report). In accordance with ASX Listing Rule 3.1, once the Company is or 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 tell ASX that information.

### 1 Procedures

#### 1.1 Standing Obligations of Directors, Executives and Senior Managers

As soon as a Director, executive or senior manager becomes aware of information that:

- is not generally available (i.e. the information in question has not been included in any Annual Report, ASX Release or other publication of the Company); and
- may be price sensitive (i.e. it is likely to have a financial impact or impact on the reputation of the Company that may be considered material), the Director, executive or Senior Manager must provide to the CEO the following information:
  - a general description of the matter;
  - details of the parties involved;
  - the relevant date of the event or transaction; and
  - the status of the matter (for example, final / negotiations still in progress / preliminary negotiations).

#### 1.2 Further Obligations of Executives and Senior Managers

The following procedures will apply at all times to safeguard against inadvertent breaches of the Company's continuous disclosure obligations:

- Each member of the Company's senior management team must: **IMMEDIATELY** notify the CEO as soon as they become aware of potential material information that should be considered for release to the market; and
- The CEO will:
  - review the possibly material information reported by senior management;
  - consult with the Chairman and, where appropriate the Directors, to determine what action, if any, is appropriate; and
  - determine whether any of the information is required to be disclosed to the ASX.

### 2 Analyst / Media Briefings

Information provided to, and discussions with, analysts or the media are also subject to the Continuous Disclosure Policy.

Material information must not be selectively disclosed (i.e. to analysts or the media) prior to being announced to the ASX.

All inquiries from analysts must be referred to the CEO. All material to be presented at an analyst briefing or released to the media must be approved by or referred through the CEO prior to briefing. All inquiries from the media must be referred to the CEO.

### **3 The Role of the Company Secretary**

The Company has nominated the Company Secretary as the person with primary responsibility for all communication with the ASX.

The Company Secretary, with assistance as requested from the Executive Director, is specifically responsible for:

- liaising with the ASX in relation to continuous disclosure issues;
- ensuring that the system for the disclosure of all material information to the ASX in a timely fashion is operating;
- co-ordinating the actual form of disclosure, including reviewing proposed announcements by the Company to the ASX and liaising with the CEO, the Chairman of the Board and the Board in relation to the form of any ASX releases;
- liaising with the CEO, the Board of Directors or senior management as appropriate, in relation to the disclosure of information;
- keeping a record of all ASX and other releases that have been made;
- periodically reviewing the Company's disclosure procedures in light of changes to the ASX Listing Rules or Corporations Act 2001 and recommending any necessary changes to the procedures to the Board; and
- preparing regular disclosure reports to the Board which advise of:
  - material matters considered and the form of disclosure (if any); and
  - any material changes to the Company's continuous disclosure processes or policy.

## H. Board Performance Review Policy

The Board of Directors of the Company believes it is important that it review its own performance and that of its committees, with a view to achieving a high level of performance by the Board.

The Board meets periodically for the purpose of reviewing and evaluating the performance of the Board and that of its committees as a whole in meeting its responsibilities, strategies and objectives.

Directors may at any time discuss with the Chairman any issue concerning Board performance. All one-on-one discussions are confidential, unless otherwise agreed by the director concerned.

The Board may engage external consultants to:

- evaluate its performance in accordance with this policy;
- implement recommendations made by the Board as a result of any evaluation; and
- suggest or provide appropriate training or courses for the Board or certain directors.

## **I. Code of Conduct**

### **1. Mission and Objective**

The Company aims to maximise the returns to its security holders from the Xref business. In striving to do this, the Company will:

- pursue its goals without injury through safe work practices;
- conduct its activities honestly and ethically; and
- treat people with respect and dignity.

The Company expects:

- that all employees be accountable for their actions and decisions; and
- that all employees deliver quality work.

The Company values:

- the community and environment in which it operates; and
- innovation and reliability from all employees.

This Code of Conduct reflects the Company's core values and documents the ethical standards and conduct by which the Company and its employees will undertake business dealings.

### **2. Policies, Standards and Guidelines**

#### **2.1 Compliance with the Law**

Company employees must comply with all laws and regulations in the conduct of the Company's business. This includes understanding the laws and regulations relevant to their work and complying with the legal requirements of the jurisdiction in which they operate. The laws that govern the Company's activities are complex. Employees should seek advice from an Executive Director if they are unclear about laws or regulations relating to their work.

#### **2.2 Occupational Health and Safety**

The Company acknowledges that the health, safety and welfare of its employees and the community is of paramount importance and the Company is committed to pursue its goals without injury, through safe work practices.

#### **2.3 Environment**

The Company is committed to the management and safeguarding of the environment in which it operates.

Wherever possible the Company prevents, or otherwise minimises, mitigates and remedies, harmful effects on the environment of its operations.

Excellence in environmental performance is essential to business success. Compliance with all environmental laws and regulations is the foundation on which the Company builds its environmental performance. .

## **2.4 Equal Employment Opportunity**

As a team-based organisation, the Company is committed to providing a work environment in which all employees are treated fairly and with respect. Employees can expect to have their dignity honoured and rights protected. Employment with the Company must be offered and provided based on merit. All employees and applicants for employment should be treated and evaluated according to their job-related skills, qualifications, abilities and aptitudes only.

Discrimination is not permitted at any level of the Company or in any part of the employment relationship. This includes the areas of recruitment, promotion, training opportunities, rewards and terminations.

Decisions relating to choice of service providers should also be based on merit.

## **2.5 Employee Harassment and Discrimination**

The Company is committed to providing a workplace free from harassment, discrimination, bullying and intimidation. It is recognised that harassment and discrimination can have a serious negative impact on morale, productivity and the physical and emotional health and well-being of employees.

The Company will not permit discrimination, intimidation or harassment of, or by, employees on the basis of race, gender, marital status, political affiliations, sexual preference or any other personal characteristic protected by law.

## **2.6 Confidentiality**

Employees are required to protect proprietary, commercial and other information that is confidential to the Company. These obligations of confidentiality continue after an individual's employment with the Company ends.

Information that is not generally available concerning the activities, results or plans of the Company or an associated entity (i.e. inside information) must be used for authorised purposes only. Such information should be handled and communicated with responsibility and must not be disclosed without authority.

Confidentiality provisions are included in contracts with consultants and other parties who provide services to the Company.

## **2.7 Insider Trading**

If anybody is in possession of information concerning the Company that is not generally available, and which a reasonable person would expect to have a material effect on the Company's security price, that person may not buy, sell or otherwise deal in the Company's securities. It is also not permitted in those circumstances to encourage someone else to deal in the Company securities or to pass the information to someone that the person knows may use the information to buy or sell the Company securities. There are serious penalties for violations of these provisions.

While the Company keeps the market informed, in accordance with its continuous disclosure obligations under the Australian Stock Exchange [ASX] Listing Rules, of material developments

concerning its business, individuals working for the Company may have access to potentially price sensitive information concerning the Company (for example, agreement with a major new customer or negotiation of a major acquisition which has not yet been finalised) before it is disclosed to the market. Accordingly, individuals with access to such information must ensure that they do not deal in Company securities (or communicate that information to others) at a time when it would be a breach of the insider trading provisions. If in doubt, advice should be sought from the Managing Director.

## **2.8 Personal Information and Privacy**

The Company will only collect personal information from its employees ethically and legally in accordance with laws applicable in any jurisdiction in which it operates or, in default thereof, the Australian *Privacy Act 1988*, as amended on 12 March 2014, and formerly the Privacy Act 1993 (New Zealand). Steps must be taken to ensure that data is accurate and current and that data is stored no longer than necessary.

Employees must strictly maintain confidentiality of personal information contained in Company records.

## **2.9 Continuous Disclosure**

The Company is obliged to inform the ASX on a continuous basis of any information concerning the Company that is likely to affect the price of the Company's securities. The CEO and Chairman will coordinate disclosure in accordance with these obligations. The CEO and Chairman should be alerted to developments that may call for disclosure and their advice sought in case of doubt.

Any internally produced documents, such as analyst briefings or presentations, must be reviewed and approved by the CEO (or his delegate) prior to presentation. Employees should direct all media inquiries to the CEO or Chairman.

## **2.10 Use of Company Resources and Fraud Prevention**

Employees must not use Company funds, property, equipment, or other resources for personal benefit. In addition, employees are responsible for safeguarding the Company's resources under their control, including information, and for maintaining accurate records regarding the use of these resources. Expenditures must be reported accurately and in a timely manner. Instances of fraud (e.g. submission of a fraudulent expense report), by their very nature, represent unacceptable behavior within the Company.

An accurate and auditable record of all financial transactions relating to the Company must be maintained in accordance with generally accepted accounting principles. No entry should be made in the Company's records that distorts or disguises the true nature of any transaction.

Unauthorised removal of Company equipment, supplies, or other resources will be regarded as theft.

If employees become aware of any evidence of theft or that the Company's funds or property may have been used in a fraudulent or improper manner, they should immediately and confidentially advise their manager, the CEO or a Director.

## 2.11 Information Systems

Company employees use a wide range of information systems to conduct business (for example, voice mail, facsimile, internet, intranet and e-mail). Employees are responsible for protecting Company information communicated or stored using these systems. Use, duplication, or sale of proprietary software, except as described in the manufacturer's/owner's licence agreement or conditions applicable to use, is an infringement of copyright law and is strictly prohibited.

The Company's electronic communications systems are Company resources and all electronic communications are regarded as Company records. Offensive material (for example, pornography) is not permitted on Company systems in any form.

The Company reserves the right to monitor employee use of its information systems. Subject to approval from the CEO, the Company may access and disclose the contents of e-mail and files.

Employees have access to Company information systems to assist them in performing their jobs. Personal use must be approved by management.

## 2.12 Financial Inducements

The Company does not countenance the making of payments or payments in kind (gifts, favours, etc.) to influence individuals to make a business decision in the Company's favour.

## 2.13 Travel, Entertainment and Gifts

### *Travel*

Employees are to conduct travel in accordance with Company policy. Safety and security standards should be adhered to at all times and employees should familiarise themselves with the Company's policy.

Any private travel attached to business travel is to be approved prior to bookings being made.

### *Entertainment*

Occasionally employees will be required to entertain business associates. Valid entertainment expenses include meals and events such as theatre and sporting events taken with potential or actual business associates whereby a business discussion takes place during, immediately before or immediately after the event.

### *Gifts*

Employees must exercise the utmost care about giving or receiving business-related gifts. This applies to direct payments and payments in kind, including the provision of goods or services, personal favours, and entertainment (for example, meals, travel, etc.).

Accepting or offering gifts of moderate value is acceptable in situations where it is legal and in accordance with business practice and should not affect business decision making.

## 2.14 Conflicts of Interest

Employees should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company.

Employees should not take additional employment with outside organisations or operate their own business if such employment or activity will create an actual or perceived conflict of interest.

Employees must advise their manager of situations that could involve an actual or perceived conflict of interest and, as appropriate and/or required, remove themselves from any discussion or activity involving the conflict.

### **2.15 Outside Activities**

The Company encourages employees to be active in the local community. However, conflicts of interest that would affect the employee's ability to exercise independent judgement in the best interests of the Company should be avoided. Employees should avoid situations where a perception of a conflict of interest may arise.

Accordingly, employees must receive Company approval before accepting a directorship with another company, statutory authority or similar body.

### **2.16 Political Support**

No Company contributions will be made to political parties or candidates for any public office. The Company recognises employees' rights to personal participation in the political process and will not influence such activity provided there is no disruption to workplace activities. Individuals must take care that their views are not identified as those of the Company.

### **2.17 Violations of the Company's Policies and Procedures and Disciplinary Process**

All employees and directors are expected to be familiar with this Code and to have a detailed understanding of Company policies. It is every employee's responsibility to comply with the policies and standards relating to their work and to seek assistance if they do not fully understand a policy or how that policy should be applied. All employees are expected to adhere to the policies and procedures described in this Code. Any violation of the Code will be investigated and dealt with in accordance with Company policy. The nature of the disciplinary action will depend on the seriousness of the violation and other relevant circumstances.

### **2.18 Responsibilities of Management**

Managers must take all reasonable steps to ensure that the Company's employees and, where appropriate, consultants, are aware of and comply with the policies and standards in this Code. Managers must also:

- ensure that all employees, and where appropriate consultants, have access to Company policies and procedures;
- respond promptly and seriously to employees' concerns and questions about business ethics issues and seek further assistance if required; and
- demonstrate exemplary behavior for other employees to follow.

## 2.19 Responsibilities of the Board and Members of Senior Management

Management is responsible to the Board, through the CEO, for the Company's adherence to this Code. Under the CEO, senior management has operational responsibility for ensuring compliance with the Code including:

- promoting a workplace environment that encourages honest and open communication about business ethics issues, emphasises the importance of operating in accordance with the Company's Code of Conduct, policies and standards and avoids placing pressure on employees to deviate from these standards and policies;
- establishing internal reporting and approval processes that address high risk areas in relation to business ethics and ensure that breaches are appropriately investigated and appropriately handled;
- undertaking business ethics awareness training consistent with this Code and tailored to operational needs of the business; and
- incorporating the values, standards and policies outlined under this Code into the Company's performance management processes, employment contracts, induction procedures, third party agreements and similar systems.

## J. Diversity Policy

The Board of Directors of the Company is responsible for the overall management of the Company, including guidance as to strategic direction, ensuring best practice corporate governance and oversight of management. The Company recognises that people are its most important asset, and is committed to the maintenance and promotion of workplace diversity.

The Company believes that the pursuit of diversity in the workplace increases its ability to attract, retain and develop the best talent available, creates an engaged workforce, delivers the highest quality services to its customers, enhances individual work-life balance, encourages personal achievement, improves co-operation and assists in the optimisation of organisational performance. Diversity in the workplace mirrors the diversity of the broader community, encompassing age, gender, ethnicity, cultural and other personal factors. The Company respects the diversity of all employees, consultants and contractors, and cultivates an environment of fairness, respect and equal opportunity.

The Nomination Committee has developed, and the Board has formally approved, a Diversity Policy which describes the Company's commitment to ensuring a diverse mix of skills and talent exists amongst its directors, officers and employees, to enhance Company performance. The Diversity Policy addresses equal opportunities in the hiring, training and career advancement of directors, officers and employees. It outlines the process by which the Board will set measurable objectives to achieve the aims of its Diversity Policy, with particular focus on gender diversity, within the Company. The Board is responsible for monitoring Company performance in meeting the Diversity Policy requirements, including the achievement of diversity objectives.

### Scope

The Company's vision for diversity incorporates a number of different factors, including gender, ethnicity, disability, age and educational experience. At a Board and senior management level, gender has been identified as a key area of focus for the Company. Accordingly, the primary focus of this Policy is achieving, over a reasonable transition period, adequate representation of women in senior management positions and on the Board.

The strategies outlined below aim to achieve the objectives of this Policy by:

- setting measurable objectives relating to gender at all senior management and leadership levels;
- broadening the field of potential candidates for senior management and Board appointments;
- increasing the transparency of the Board appointment process; and
- embedding the extent to which the Board has achieved the objective of this Policy in the evaluation criteria for the annual Board performance evaluation.

### Promoting Diversity

In order to facilitate greater diversity in management and leadership roles, the Company will:

- introduce and supplement the measures outlined in this Policy;
- implement policies that address impediments to diversity in the workplace (including parental leave and flexible working arrangements that assist employees to fulfil their domestic

responsibilities), and review these policies to ensure that they are available to, and utilised at, senior management levels; and

- monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented women / employees from a diverse range of backgrounds.

It is the responsibility of the Board to foster an environment where:

- individual differences are respected;
- access to employment, rewards and training opportunities is based on performance, skill and merit; and
- inappropriate attitudes, behaviours and stereotypes are confronted and eliminated.

### **Measurable Objectives**

It is the Company's objective to provide a fair and equitable workplace, free from discrimination related to age, gender, ethnic, cultural or other personal factors, in which diversity enhances Company performance and shareholder value. The Company encourages diversity at all levels of the organisation as a means of facilitating an appropriate mix of skills and talent to conduct its business. Active management of diversity in the workplace involves recognising and valuing the unique contribution people can make because of their individual backgrounds, different skills, experiences and perspectives.

Each year the Board will set measurable objectives with a view to progressing towards a balanced representation of women at a Board and senior management level. Performance against these objectives will be reviewed annually by the Nomination Committee, as part of its annual review of the effectiveness of this Policy.

Subject to the size and operations of the Company, the Board is committed to setting measurable objectives for the long-term goal of improving gender representation across all levels of the organisation. The Board will include in the Annual Report each year:

- a summary of the Company's progress towards achieving the measurable objectives set under this Policy for the year to which the Annual Report relates; and
- details of the measurable objectives set under this Policy for the subsequent financial year.

### **Gender Representation Review**

On an annual basis, the Nomination Committee will review the proportion of women who are employed by the Company as a whole in senior management positions and who are on the Board. The Nomination Committee will submit a report to the Board outlining its findings. The Company will disclose in its Annual Report and / or its Corporate Governance Statement the proportion of women employees in the Company as a whole, in senior management and on the Board. Through its Board, the Company: sets measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; charges management with designing, implementing and maintaining programmes and initiatives to help achieve those measurable objectives; and reviews with management at least annually Xref's progress towards achieving those measurable objectives and the adequacy of the Company's programmes and initiatives in that regard. The Board remains conscious of the requirement to establish reasonable

objectives for achieving gender diversity. The Company discloses, in relation to each reporting period, the measurable objectives for achieving gender diversity set by the Board and the Company's progress towards achieving the measurable objectives.

### **Recruitment, Selection and Succession Planning**

The Company will provide equal opportunities in respect to employment and employment conditions, including:

- Hiring: The Board will ensure that appropriate selection criteria, based on diverse skills, experience and perspectives, are used when recruiting new staff and Directors. Job specifications, advertisements, application forms and contracts will not contain any direct or inferred discrimination.
- Training: All internal and external training opportunities will be based on merit, and Company and individual needs. The Board will consider senior management training and executive mentoring programmes to develop skills and experience to prepare employees for senior management and Board positions.
- Career Advancement: All decisions associated with career advancement, including promotions, transfers, and other assignments, will meet the Company's needs, and be determined on skill and merit.
- Work Environment: The Company will ensure that all officers, employees, consultants and contractors have access to a work environment that is free from harassment and unwanted conduct in relation to personal circumstances or characteristics. Directors, managers and supervisors will ensure that complainants or reports of sexual, racial or other harassment are treated seriously, confidentially and sympathetically by the Company.

The Nomination Committee is responsible for the development and succession planning process for the Managing Director and the Managing Director's direct reports. In discharging this responsibility, the Nomination Committee will have regard to diversity criteria.

Whilst skills such as leadership and previous experience as a chief executive, chair or board member of a large organisation with international operations have traditionally been prerequisites to appointment as a director, the Board recognises that other skills gained from experience in the following areas are key skills and experience that the Board as a whole should comprise:

- marketing and sales;
- policy and regulatory development and reform;
- health, safety and environment and social responsibility; and
- human resources.

The Board will develop and disclose a board appointment process, which includes selection criteria having regard to the skills and experience outlined above, and the selection process for senior management positions.

The Nomination Committee is responsible for identifying qualified individuals for appointment to the Board. In identifying candidates, the Nomination Committee will have regard to the selection criteria set out in the board appointment process, which will include:

- skills, expertise and background that add to and complement the range of skills, expertise and background of the existing Directors;
- diversity; and
- the extent to which the candidate would fill a present need on the Board.

### **Compliance with Policy**

The Board will proactively monitor Company performance in meeting the standards and policies outlined in this Policy. This will include an annual review of the diversity objectives set by the Board, and its progress in achieving them. The Board will consider setting key performance indicators for the Board, the Managing Director and senior executives that are linked to the achievement of the diversity objectives set by the Board.

It is the responsibility of all Directors, officers, employees, consultants and contractors to comply with the Company's Diversity Policy, and report violations or suspected violations. Any breach of compliance with this Diversity Policy is to be reported directly to the Managing Director, Chairman or to the Report and Investigation Officer, as appropriate. Anyone breaching this Diversity Policy may be subject to disciplinary action, including termination.

### **Disclosure of Policy**

A summary of this Policy and the Company's achievement of the Policy's objectives will be disclosed in the Annual Report and / or Corporate Governance Statement.

### **Review of Policy**

The Nomination Committee is responsible for the review and oversight of this Policy. In executing this role, the Nomination Committee will, with the appropriate support and input from management review on an annual basis:

- the effectiveness of this Policy, its objective and the strategies outlined above, which aim to achieve the objective; and
- the division of responsibilities and accountability for developing and implementing diversity initiatives across the organisation; and report to the Board on the outcomes of its review, including any recommendations for changes to those strategies or the way in which they are implemented.

## K. Risk Committee Charter

The Board of Xref Limited (**Company**) has established a Risk Committee (**Committee**). The purpose for which the Committee has been established and the powers of the Committee are set out in this document.

### 1. Membership

The Committee shall be members of, and appointed by, the Board of directors and shall comprise at least three directors that have diverse, complementary backgrounds, and are independent of management and the Company. It is the Board's intention that the Committee comprises at least three directors and that all members be non-executive directors of the Company, with a majority of members classed as independent directors. The Committee chair shall be an independent director. Also, the Committee chair shall have leadership experience and a strong finance, accounting and/or business background or understanding. All Committee members shall be financially literate, or become financially literate within a reasonable period of time after appointment. Furthermore, at least one member shall have accounting and/or related financial management expertise as determined by the Board of Directors.

Members of the Committee shall be considered independent so long as they do not have any relationship with the Company that may interfere with the exercise of independent judgment. They should also meet the definition of what constitutes an 'independent director' as set out in the Australian Securities Exchange Corporate Governance Council's definition described in its publication "Principles and Recommendations". The only compensation shall be directors' fees for services provided to the Committee.

### 2. Meetings and Secretary

The Committee shall meet at least two times each year.

The purpose of these meetings shall be to:

- Review and approve risk management procedures;
- Review and approve the risk register;
- Update the risk management plans; and
- Review and approve the insurance coverage and policies of the Company.

The Chairman of the Risk Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board. The Chairman may submit an annual report to the Board summarising the Committee's activities during the year, and the related significant results and findings.

The Company Secretary will act as secretary of the Committee (Secretary) unless determined otherwise by the Board. The minute secretary, in conjunction with the Chairman, shall draw up an agenda that shall be circulated at least two full working days prior to each meeting to the members of the Committee, the external Auditor (who may periodically be invited to attend) and any notified invitees.

### 3. Purpose

#### **Oversight of the Risk Management and Internal Control System**

The Committee oversees the establishment, implementation and review of the Company's risk management and internal control system. Management has designed and implemented the risk management and internal control system for assessing, monitoring and managing operational, financial reporting and compliance risks for the Company. Financial reporting risk management and associated compliance and controls are assessed annually, and have been found to be operating efficiently and effectively. Operational and other compliance risk management are also assessed regularly and have been found to be operating efficiently and effectively.

#### **Risk Profile**

The Executive Directors report to the Board regularly on the status of risks, ensuring that they are identified, assessed and appropriately managed. Major risks arise from such matters as cyber security risk, security of technology, environment, government policy changes, occupational health and safety, funding, retention of key staff, status of outside corporate relationships (such as integrations) and financial reporting. Comprehensive practices have been established to mitigate these risks, including ensuring:

- expenditure is incurred in accordance with an approved budget, and occupational health and safety standards are monitored and reviewed to achieve high standards of performance;
- outside corporate relationships (such as integrations) are properly authorised and executed;
- the quality and integrity of personnel;
- financial reporting accuracy and compliance with the financial reporting regulatory framework; and
- Government, privacy and other regulation compliance.

## L. Whistleblower Policy

### 1 Policy Application and Purpose

- (a) Xref Limited (Xref) and entities it controls (together, the Group and each company within the Group, a Group company) are committed to fostering a culture of corporate compliance, ethical behaviour and good corporate governance.
- (b) This whistleblower policy (this Policy) applies to current or former:
  - (i) officers and employees of the Group;
  - (ii) suppliers, contractors and their employees (whether paid or unpaid) of the Group;
  - (iii) individuals who are associates of the Group; and
  - (iv) relatives and dependents of the individuals in (i)-(iii) above (including a dependent of any such individual's spouse).
- (c) Xref encourages persons listed in section 1(b) to raise any concerns about actual or potential misconduct or any improper state of affairs or circumstances in relation to the Group, without fear of reprisal or intimidation. Xref is committed to ensuring that such persons will not suffer Detriment for making a Report under this Policy or assisting in an investigation conducted under this Policy.
- (d) This Policy sets out:
  - (i) what conduct should be reported (section 3) and the Group's commitment to supporting a culture of corporate compliance (section 4);
  - (ii) to whom a Report can be made and what information to include relating to Reportable Conduct (section 5);
  - (iii) the Whistleblower's right to anonymity and treatment of any information received under this Policy (section 6);
  - (iv) how the Group protects the identity of a Whistleblower (section 7);
  - (v) how the Group will investigate Reports (section 8);
  - (vi) how the Group will support Whistleblowers and protect them from Detriment (section 9);
  - (vii) how the Group will monitor the welfare of Whistleblowers (section 10); and
  - (viii) the Board reporting and Policy review framework (section 11);
  - (ix) the Group's provision of training on its whistleblower programme (section 12) and
  - (x) the consequences of non-compliance with this Policy (section 13).
- (e) This Policy is available to officers and employees of the Group at <http://www.xref.com> and can be obtained from the Whistleblower Protection Officer.

### 2 Who Can Make a Report?

- (a) A Whistleblower can make a Report.
- (b) A Whistleblower is anyone falling within section 1(b) who makes a Report under this Policy.

### 3 What Concerns Should be Reported?

- (a) Reportable Conduct includes where a Group company, or any officer or employee of a Group Company, has or may have engaged in conduct that:
  - (i) constitutes an offence against, or a contravention of, a provision of any Acts

(or an instrument made under any Acts) applicable to the activities of the Company, including but not limited to the following:

- (A) the Corporations Act;
  - (B) the ASIC Act;
  - (C) the *Banking Act 1959 (Cth)*;
  - (D) the *Financial Sector (Collection of Data) Act 2001 (Cth)*;
  - (E) the *Insurance Act 1973 (Cth)*;
  - (F) the *Life Insurance Act 1995 (Cth)*;
  - (G) the *National Consumer Credit Protection Act 2009 (Cth)*; or
  - (H) the *Superannuation Industry (Supervision) Act 1993 (Cth)*;
- (ii) constitutes an offence against any other law of the Commonwealth or NSW that is punishable by imprisonment for a period of 12 months or more;
  - (iii) represents a danger to the public or the financial system;
  - (iv) breaches any internal policy or code of the Group;
  - (v) constitutes dishonest, fraudulent or corrupt activity, including bribery;
  - (vi) constitutes theft, drug distribution, sale or use, violence, assault, intimidation, criminal damage to property;
  - (vii) constitutes harassment, discrimination, victimisation or bullying;
  - (viii) is potentially damaging to the Group, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of the Group's property or resources;
  - (ix) may cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests;
  - (x) causes, or threatens to cause, Detriment to anyone because that person knows, believes or suspects that a Report has been, or might be, made under this Policy; or
  - (xi) indicates any other misconduct or an improper state of affairs or circumstances in relation to a Group company.

#### **4 Supporting a Culture of Corporate Compliance**

- (a) Xref relies on employees to help it achieve its commitment to foster a culture of corporate compliance, ethical behaviour and good corporate governance.
- (b) All Reports should be based on a genuine belief that the information being disclosed may indicate Reportable Conduct. Xref values all opportunities to investigate potential Reportable Conduct.

#### **5 How to Make a Report**

##### **5.1 Who Can the Whistleblower Make a Report to?**

- (a) A Whistleblower can make a Report to either:
  - (i) an Eligible Recipient, being:
    - (A) officers, auditors, or a member of an audit team conducting an audit on, or actuaries of, any Group company;
    - (B) a person authorised by the relevant Group company to receive Reports

(each such person a Whistleblower Protection Officer), being any of the persons from time to time listed at <http://www.xref.com>; or

- (C) if the individual is an employee of the Group company, their supervisor or manager;
  - (ii) ASIC or APRA; or
  - (iii) a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the whistleblower provisions.
- (b) Notwithstanding section 5.1(a) above, where possible, we encourage all Whistleblowers to make Reports in the first instance to a Whistleblower Protection Officer. This will better facilitate the Group company's investigation of the matter and protection of the Whistleblower's identity and wellness (see sections 6 and 7 below).
- (c) Where any person other than a Whistleblower Protection Officer has received a Report from a Whistleblower, Xref requests that such persons:
  - (i) treat the Report, to the extent possible, as if they were a Whistleblower Protection Officer; and
  - (ii) refer the Report immediately to a Whistleblower Protection Officer of the relevant Group company for the Report to be appropriately managed and investigated.

In such instances, to the extent possible, the Reports will be treated as having been disclosed for the first time to the Whistleblower Protection Officer and that Whistleblower Protection Officer must treat it as such, so that the Whistleblower might have the benefit of the statutory protections under the Corporations Act and Xref will be better placed to support the Whistleblower.
- (d) In limited circumstances, Whistleblowers can also make a Report to a member of Parliament or journalist (emergency disclosure) if the Whistleblower:
  - (i) previously made a Report to ASIC or APRA;
  - (ii) after a reasonable period of time has passed, notifies that recipient of their intention to make an emergency disclosure; and
  - (iii) has reasonable grounds to believe that there is an imminent risk of serious harm or danger to public health or safety or to the financial system if the information is not acted on immediately.

The circumstances in which a disclosure will be considered an emergency disclosure are very limited. For example, public disclosures on social media or to self-defined journalists will not qualify.

## 5.2 Information to Include in the Report

- (a) For a Report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. For this reason, Whistleblowers should provide as much information as possible, in any form, about the alleged Reportable Conduct.
- (b) By way of example, information could include (but must not necessarily include):
  - (i) the date, time and location;
  - (ii) the name(s) of person(s) involved and possible witnesses to the events;
  - (iii) evidence of the events (e.g. documents, emails etc); and
  - (iv) steps the Whistleblower or another person may have already taken to report the matter or to resolve the concern.

## 6 Whistleblower's Right to Anonymity

- (a) Whistleblowers are encouraged (but not required) to disclose their identity when making a Report. Providing their identity will assist:
  - (i) monitoring their wellness and protections against Detriment; and
  - (ii) investigating their Report and obtaining further information from them as is necessary to complete the investigation.
- (b) If Whistleblowers choose to remain anonymous when making a Report, their entitlement to statutory protections will not be affected.

## 7 How will a Whistleblower's Identity be Protected?

- (a) If disclosed, persons listed in sections 5.1(a) and 5.1(d) must keep the identity of the Whistleblower (including information likely to identify them) confidential.
- (b) On-disclosures of Reports by persons listed in sections 5.1(a) and 5.1(d) are only authorised to:
  - (i) ASIC, APRA or a member of the AFP;
  - (ii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Corporations Act whistleblower provisions;
  - (iii) anyone who reasonably requires the information to investigate the matter; or
  - (iv) someone else with the consent of the Whistleblower.For the purposes of any on-disclosure to someone investigating the matter, there will be no offence if the person making the on-disclosure took all "reasonable steps" to reduce the risk that the Whistleblower will be identified.
- (c) On-disclosures to courts or tribunals must not disclose a Whistleblower's identity (or any information likely to identify them) except where:
  - (i) it is necessary to do so to give effect to the Corporations Act whistleblower provisions; or
  - (ii) the court or tribunal thinks it necessary in the interests of justice.

## 8 How will a Report be Investigated?

### 8.1 Appointment of an Investigation Officer

- (a) The Whistleblower Protection Officer will appoint one or more Whistleblower Investigation Officers to investigate the matter. The Whistleblower Investigation Officer can be:
  - (i) anyone involved in the investigation;
  - (ii) a manager or senior executive;
  - (iii) an external independent resource; or
  - (iv) another suitably qualified person,who, in whichever case, is not implicated directly or indirectly in the Report.

### 8.2 Conduct of the Investigation

- (a) The Whistleblower Investigation Officer is responsible for conducting the investigation.

All cases of Reportable Conduct made under this Policy will be investigated as soon as possible after the matter has been reported. The Whistleblower Investigation Officer will use his or her best endeavours to conduct the investigation in a timely, thorough, confidential, objective and fair manner and as is reasonable and appropriate having regard to the nature of the Reportable Conduct and all of the circumstances.

- (b) Where appropriate, the subject(s) of the Report will be informed of the allegations and have an opportunity to respond.
- (c) Where appropriate, the Whistleblower Investigation Officer will update the Whistleblower on the progress of the investigation. All Whistleblowers must not disclose and must keep confidential any details of the investigation, its progress or its outcome.
- (d) The Whistleblower Investigation Officer will inform the Whistleblower of their decision, unless the Whistleblower has remained anonymous, as well as the Whistleblower Protection Officer.

### **8.3 Investigation Outcomes, Disciplinary Actions and Immunity**

- (a) The outcome of the Whistleblower Investigation Officer's investigation may result in disciplinary action including, but not limited to, dismissal. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.
- (b) The Whistleblower cannot be subject to legal liability for making the Report (although, he or she may be subject to civil, criminal or administrative liability for any personal conduct revealed by the Report or investigation). Xref has the discretion to provide the Whistleblower (or anyone assisting with the investigation) immunity from its disciplinary procedures. Xref, however, has no power to provide immunity from criminal prosecution.

### **8.4 Escalation of a Report**

If a Whistleblower is dissatisfied with the manner in which their Report has been dealt with and / or the outcome of the investigation, the Whistleblower can escalate the matter to:

- (i) the Board;
- (ii) ASIC's Office of the Whistleblower, using the online form available on its website; or
- (iii) APRA's Secretariat, by either contacting the number available on APRA's website or emailing [secretariat@apra.gov.au](mailto:secretariat@apra.gov.au) (an address to which only the Secretariat has access).

## **9 How are Whistleblowers Protected from Detriment?**

- (a) Xref is committed to protecting Whistleblowers and anyone else within the Group who is presiding over or assisting with an investigation from suffering Detriment (see section 9(b) below).
- (b) "Detriment" includes (without limitation):
  - (i) dismissal;
  - (ii) injury of an employee in his or her employment;
  - (iii) alteration of an employee's position or duties to his or her disadvantage;
  - (iv) discrimination between an employee and other employees of the same employer;

- (v) harassment or intimidation;
  - (vi) harm or injury (including psychological harm);
  - (vii) damage to a person's property; and
  - (viii) reputational, financial or any other damage to a person.
- (c) Xref disapproves of any conduct that:
- (i) causes, or intentionally or recklessly threatens to cause, Detriment to another person, including when the reason, or part of the reason, for the victimiser's conduct was that person's belief or suspicion that a person may have made, or might make, a Report; or
  - (ii) amounts to aiding, abetting, counselling, procuring, inducing, or being in any way knowingly concerned in, or conspiring with others to effect, victimising conduct.
- (d) If a Whistleblower believes they have suffered or may suffer Detriment by reason of their status as a Whistleblower, they should immediately report the matter to the Whistleblower Protection Officer.
- (e) Once a Whistleblower has established they have suffered Detriment, it is for the alleged victimiser to prove that they did not victimise the Whistleblower.
- (f) As well as monetary compensation, the remedies available for victimising conduct include injunctions, orders for apologies and reinstatement of terminated employees, exemplary damages and any other order the court thinks appropriate.

## 10 Monitoring the Welfare of Whistleblowers

- (a) The Whistleblower Protection Officer will take reasonable steps to maintain processes to monitor the welfare of Whistleblowers under this Policy in order to ensure the effectiveness of the protections offered under the Policy.
- (b) The Whistleblower Protection Officer will report to the Board annually on the effectiveness of the Policy and whistleblower well-being.

## 11 Board Reporting and Policy Review

- (a) Subject to section 11(b) below, the Board is charged with overseeing and implementing the Group's whistleblower programme. The Board will be provided with annual reports on whistleblowing, which will include information on:
  - (i) the number and nature of Reports made;
  - (ii) whether there are any discernible patterns or trends;
  - (iii) the significance of the matters raised;
  - (iv) the actions taken as a result of Reports;
  - (v) staff training and employee awareness of the Group's whistleblower programme;
  - (vi) whistleblower well-being and whistleblower protection effectiveness; and
  - (vii) any recommendations for furthering the objectives of the Policy,
 in each case, without identifying the Whistleblower(s) or including any information likely to identify them.
- (b) Where:
  - (i) a Report made under this Policy raises a material allegation or concern; or

- (ii) the outcome of an investigation conducted under this Policy raises a serious matter, the Whistleblower Protection Officer must issue a report immediately to the Board so that the matter can be considered by the Board and dealt with appropriately on an expedited basis.
- (c) The Policy will be reviewed annually by the Board.

## 12 Training on the Group's Whistleblower Programme

- (a) The Chief Financial Officer and / or Company Secretary will be responsible for overseeing the development and delivery of effective training to the Group's employees about the Group's whistleblower programme.
- (b) The Chief Financial Officer and / or Company Secretary will report to Board and the Whistleblower Protection Officer annually on the effectiveness of the employee awareness training and any recommendations considered necessary to improve it.

## 13 Consequences of Non-Compliance

- (a) A breach of this Policy may result in prison time, significant fines and disciplinary action.
- (b) Specific consequences under the Corporations Act include:
  - (i) Victimising conduct – a fine of up to \$25,200 and/or two years' imprisonment, with a possible pecuniary penalty of up to \$200,000 for an individual or \$1 million for the relevant Group company/ies. Other remedies include injunctions, orders for apologies and reinstatement of terminated employees, exemplary damages and any other order the Court thinks appropriate.
  - (ii) Failure to protect the Whistleblower's identity — a fine of up to \$6,300 and / or six months' imprisonment. A court may further decide to impose a pecuniary penalty of up to \$200,000 for an individual or \$1 million for the relevant Group company/ies.
- (c) Xref may also take disciplinary action, which many, in some circumstances, result in dismissal.

## 14 Defined Terms

In this Policy, unless the context otherwise requires, terms in this Policy have the following meaning:

**Xref** means Xref Limited (ACN 122 404 666).

**AFP** means the Australian Federal Police, as defined in the *Australian Federal Police Act 1979* (Cth), as may be amended from time to time.

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**ASIC Act** means the *Australian Securities and Investments Commission Act 2001* (Cth), as may be amended from time to time.

**Board** means the Board of Directors of Xref.

**Corporations Act** means the *Corporations Act 2001* (Cth), as may be amended from time to time.

**Detriment** has the meaning in section 9(b).

**Eligible Recipient** has the meaning given to that term in section 5.1(a)(i).

**Emergency disclosure** has the meaning given to that term in section 5.1(d).

**Group** has the meaning given to that term in section 1(a).

**Group company** has the meaning given to that term in section 1(a).

**Officer** has the meaning given to that term in the Corporations Act.

**Policy** means this whistleblower policy.

**Relative**, in relation to a person, means the spouse, parent or remoter lineal ancestor, child or remoter issue, or brother or sister of the person.

**Report** means a report containing information that may indicate Reportable Conduct.

**Reportable Conduct** has the meaning given to that term in section 3.

**Whistleblower** has the meaning given to that term in section 2.

**Whistleblower Investigation Officer** means one or more persons appointed by the Whistleblower Protection Officer in accordance with section 8.1 to investigate a Report made under this Policy.

**Whistleblower Protection Officer** means one or more persons authorised by the Group to receive Reports under this Policy, as set out in section 5.1(a)(i)(B).

## **M. Anti-Bribery and Corruption Policy**

### **1. Introduction**

- 1.1 This document sets out the Policy of Xref Limited (the Company) in relation to bribery and corruption matters.
- 1.2 The Company is committed to conducting its business with honesty and integrity at all times and takes a zero-tolerance approach to bribery and corruption.
- 1.3 While bribery and corruption expose the Company to the risk of criminal and civil proceedings, individuals engaged in that conduct may also be subject to such proceedings. The penalties for such conduct are severe.
- 1.4 Bribery and corruption can also expose the Company to the risk of reputational damage.
- 1.5 The purpose of this Policy is to:
  - (a) provide clear policies and procedures for employees and other Personnel in relation to bribery and corruption issues that may arise in the course of their employment;
  - (b) provide guidelines for the offering or acceptance of gifts or hospitality;
  - (c) assist in the protection of the Company's reputation, business and interests;
  - (d) provide a reporting mechanism for allegations of bribery and corruption; and
  - (e) assist in compliance with legal obligations.

### **2. Scope of Policy**

- 2.1 This policy applies to the Company's (and its Related Bodies Corporate's)-Personnel, who include:
  - (a) Board Members;
  - (b) Directors and Officers (within the meaning of the Corporations Act);
  - (c) employees;
  - (d) contractors;
  - (e) employees of contractors.
  - (f) consultants; and
  - (g) employees of consultants.
- 2.2 This Policy applies to the Company's operations in Australia and overseas. Laws in overseas jurisdictions may differ from this Policy, but must also be complied with.
- 2.3 This Policy:
  - (a) does not form part of, and is not incorporated into, any contract of employment; and
  - (b) does not place, and must not be relied on as placing, any obligations on the Company.

### **3. Compliance**

- 3.1 The Company expects all Personnel to comply with this Policy.
- 3.2 Any breach of this Policy will be treated as serious misconduct and investigated on this basis.
- 3.3 Action will be taken against any Personnel members who breach this Policy. The nature of that action will depend upon the severity of the breach.

- 3.4 Where this Policy is breached by an employee, the consequence of any substantiated breach of this Policy may include a reprimand, demotion, termination with notice or summary dismissal.
- 3.5 Any breach of this Policy (whether substantiated or suspected) may be reported to regulatory or law enforcement agencies.

#### 4. Bribery and Corruption

- 4.1 Bribery exists where there is an intention to influence another person corruptly or improperly in the performance or exercise of their duty.
- 4.2 Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
- 4.3 Bribery includes the giving of a Bribe to another party with the purpose of Improperly Influencing a Third Party.
- 4.4 All forms of Bribery are strictly prohibited.
- 4.5 If any of the Company's Personnel are unsure about whether or not a particular act constitutes Bribery, it should be raised with their manager or the Company Secretary.
- 4.6 Specific examples of Bribery and Corruption include, but are not limited to:
  - (a) giving, promising to give or offering a payment, gift or hospitality to a Third Party with the expectation of receiving a business advantage or to reward a business advantage already given;
  - (b) giving, promising to give or offering a payment, gift or hospitality to a Third Party with the expectation of receiving a personal advantage, or to reward a personal advantage already given;
  - (c) giving or accepting a gift, hospitality or other benefit during commercial negotiations or tender process which is intended to, or may be perceived to, influence the outcome;
  - (d) accepting a gift, hospitality or other benefit from a Third Party where it has been, or may be perceived to have been, offered for the purposes of Improper Influence;
  - (e) providing an additional benefit in excess of reimbursing genuine and reasonable business expenses (for example, the cost of an extended hotel stay for the recipient and his / her family);
  - (f) offering an educational opportunity to the child of a foreign government official to influence that official to award a contract;
  - (g) hospitality that is unduly lavish or extravagant under the circumstances;
  - (h) Facilitation Payments and Kickbacks (discussed further in section 5); and
  - (i) threatening or retaliating against another individual who has refused to engage in Bribery or Corruption or who has raised concerns under this Policy.
- 4.7 Business practices vary between countries and regions so what may be acceptable in one country or region may not be acceptable elsewhere. The test to be applied is whether, in all the circumstances, the benefit is reasonable and justified, and the intention behind it is bona fide.
- 4.8 If one of the Personnel members is offered a benefit and is unsure if it is acceptable under the Policy, but does not want to offend the party offering the benefit or risk the

interests of the Company, the benefit should be accepted and then reported as soon as practicable to the manager or the Company Secretary who will determine what action should be taken.

4.9 Personnel must not be involved in any form of Extortion or Secret Commission.

## 5. Facilitation Payments and Kickbacks

5.1 The Company does not make, and will not accept, Facilitation Payments or Kickbacks of any kind, regardless of whether or not they are legal in a country.

5.2 If any of the Personnel members are asked to make a payment on behalf of the Company, they should be mindful of what the payment is for, and whether or not the amount requested is proportionate to the goods and services provided.

5.3 Any of the Personnel members who are not sure whether or not a payment is acceptable should speak to their manager or the Company Secretary.

## 6. Gifts and Hospitality

6.1 The reasonable and appropriate use of gifts, hospitality or entertainment may be in the interests of the Company if they are offered or received for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining the Company's image or reputation; or
- (c) marketing or presenting the Company's products and / or services effectively.

6.2 Offering or receiving gifts or hospitality is acceptable if:

- (a) it is consistent with this Policy;
- (b) it is not made with the intent of Improper Influence or in implicit or explicit exchange for favours or benefits;
- (c) it is not seen to compromise independent business judgment, particularly in relation to a pending or anticipated business transaction or regulatory approval;
- (d) it is done in the Company's name;
- (e) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (f) it is token, seasonal, or due to a special occasion or local custom;
- (g) it is appropriate in the circumstances, taking account of the reason, timing and value;
- (h) it is reasonable, proportionate and justifiable;
- (i) it is given openly and not secretly;
- (j) it complies with any applicable law; and
- (k) it does not involve a public or government official or representative, politician or political party, unless approved in writing by the Board.

6.3 Any gift or hospitality given or received that has a value of \$250 or more must be recorded in the gift register maintained by the Chief Financial Officer.

6.4 Any of the Personnel members who are in receipt of a gift or hospitality that is valued at more than the amounts set out in the table below, or a number of gifts, within a 12-month period from a single party with a cumulative value of more than the amounts set out in the table below, that person must discuss the appropriateness of the gift or hospitality with their manager, a Director or the Company Secretary. Regardless of the value of the gift or hospitality, it must not be given or received for an improper purpose.

Country – Australia	Amount (per person) in AUD
Director or Officer	\$250
All other Personnel members	\$250

- 6.5 Promotional gifts of low value such as branded stationery to or from existing or potential customers, suppliers and business partners will usually be acceptable.
- 6.6 Gifts or hospitality must not be given to or received from any person or entity involved in any tender in which the Company is also involved until that tender process is completed.

## 7. Foreign Public Officials

- 7.1 The definition of 'public official' is relatively broad and extends beyond what may commonly be understood by that term.
- 7.2 For the purposes of Australian law and this Policy, a 'foreign public official' is:
- a member of any legislature of a foreign country or part of a foreign country (for example, a member of the country's parliament, or a member of a regional council);
  - any candidate for political office;
  - an employee or official of a foreign government body;
  - an individual who performs work for a foreign government body under a contract;
  - an individual who holds or performs the duties of appointment, office or position under a law of a foreign country or a part of a foreign country;
  - an individual who is otherwise in the service of a foreign government body (including service as a member of a military or police force);
  - a judge or magistrate of a foreign country, or part of a foreign country;
  - an employee, office holder or otherwise in the service of a public international organisation (for example, the United Nations, World Bank);
  - an authorised intermediary of a foreign public official; or
  - someone who holds himself or herself out to be the authorised intermediary of a foreign public official.
- 7.3 Bribery of a foreign public official is an offence under Australian law. The punishment for an individual convicted of this offence may be up to 10 years' imprisonment or a fine of up to \$2.1 million (for an individual), or both.
- 7.4 Bribery of a foreign public official may also be an offence in the country where the conduct occurs. The Company and the Department of Foreign Affairs may be very limited in the assistance either can offer to the Personnel members accused of Bribery in a foreign jurisdiction.

## 8. Intermediaries, Agents and Business Partners

- 8.1 The Company may engage another party to:
- represent its interests to current and potential private or government business partners (such as a sales agent or lobbyist) (Intermediary);
  - conduct work on its behalf as an agent; or

- (c) work with it on a particular project or matter as a joint venture or business partner.
- 8.2 The worker or official of the Company responsible for this engagement must:
- (a) ensure that an appropriate and documented due diligence is undertaken to ensure the integrity, reputation, credentials and qualifications of the person or entity engaged;
  - (b) ensure that fees payable to the person or entity engaged are reasonable for the services being rendered. Ad valorem or percentage-based fees require written approval from the Board before such an arrangement can be entered into;
  - (c) ensure that the person or entity engaged is informed about and agrees in writing to comply with this Policy. Where the entity engaged has a policy that is substantially similar to this Policy, which the entity is committed to complying with, this precondition may be waived;
  - (d) ensure that the agreement with the person or entity engaged incorporates the Company's standard terms in relation to anti-bribery and corruption, as appropriate following a proper assessment of risk (including clauses relating to warranty, guarantee, reporting, audit, termination and indemnification); and
  - (e) undertake regular reviews of the person or entity engaged to monitor performance and prevent a breach of this Policy.

## 9. Reporting

- 9.1 The Company encourages the Personnel members to raise concerns about any actual or suspected Bribery or Corruption at the earliest opportunity to their manager or the Company Secretary.
- 9.2 If one of the Personnel members is offered a Bribe, or is asked to make one, the issue should be raised with their manager or the Company Secretary.
- 9.3 The Company will treat all reports of actual or suspected Bribery or Corruption in a timely manner.
- 9.4 Unless a report of Bribery or Corruption is found to have been made vexatiously, the Company will not take any action against the person who made the report, even if the Bribery or Corruption is not substantiated. Vexatious reports will be dealt with in accordance with the Whistleblower Policy.
- 9.5 A report of actual or suspected Bribery or Corruption will not affect any performance management process or investigation into misconduct involving the person who made the report.

## 10. Whistleblower Provision

- 10.1 In circumstances where a report of actual or suspected Bribery or Corruption cannot be made to a manager or the Company Secretary, the party can make the disclosure to the CEO or a Director.

## 11. Charitable Donations

- 11.1 From time-to-time the Company may support a number of charitable causes in Australia and worldwide.

- 11.2 Donations are made to these charitable causes without expectation of favourable action or the exercise of any influence.
- 11.3 In some circumstances, donations may be corrupt, for example if they are made to an artificial charitable organisation or ultimately benefit a Third Party.
- 11.4 Donations can only be made on behalf of the Company if the donations are:
- (a) approved by the CEO or a designated person;
  - (b) made only to an approved not-for-profit organisations whose goals reflect the values of the Company;
  - (c) are accurately recorded in the business records of the Company;
  - (d) not made in cash or to private accounts; and
  - (e) are consistent with this Policy.
- 11.5 Any worker who seeks a charitable donation from the Company must disclose any benefit the worker will derive from the donation.

## 12. Sources of Legal Obligations

- 12.1 The sources of legal obligations behind this Policy are the anti-corruption laws of countries in which the Company operates. The anti-corruption legislation of some countries has extra-territorial operation so may apply to the Company even if the alleged corruption does not take place in that country. This legislation includes:
- (a) Criminal Code Act 1995 (Cth);
  - (b) Corporations Act 2001 (Cth);
  - (c) Bribery Act 2010 (UK);
  - (d) Foreign Corrupt Practices Act 1977 (US);
  - (e) US Code 666 – theft or bribery concerning programs receiving Federal Funds (US); and
  - (f) any anti-corruption law of a country that applies to the Company, its business partners or Third Parties operating on its behalf.

## 13. Definitions

In this Policy, the following words and phrases have the following meanings:

<b>Bribe / Bribery</b>	means the giving, offering, promising, requesting, soliciting, agreeing to receive, receipt, and / or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, reward, or other inducement, to or from any person for the purpose of Corruption or Improper Influence.
<b>Corrupt / Corruption</b>	means the misuse or abuse of public or private office, or power for personal gain.
<b>Extortion</b>	means an improper demand for payment from a Third Party.
<b>Facilitation payment</b>	means a small payment or other inducement provided to a government official in order to secure or expedite a routine function that the official is ordinarily obliged to perform already.
<b>Improper Influence</b>	means the intent to induce an action that is illegal, unethical or a breach of trust.

<b>Kickback</b>	means a payment made in return for a business favour or advantage.
<b>Secret Commission</b>	means an undisclosed sum (or something of value) that is offered or provided to a representative of a Third Party for the purpose of improperly influencing that Third Party.
<b>Third Party</b>	means any individual or organisation who is engaged by or paid to represent the Company, including licensees, business partners, actual and potential customers, suppliers, distributors, business contacts, consultants, contractors, agents, representatives, sponsors, advisors, government and non-government bodies and their representatives and officials, politicians and political parties.