

## **Board Members' Code of Conduct**

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**1. Care, Skill and Diligence**

A Board Member has a duty to use reasonable care and diligence in fulfilling the functions of the office of Board Member and exercising the powers attached to that office.

**2. Good Faith**

A Board Member must act honestly, in good faith, and in the best interest of the Group as a whole and for a proper purpose.

**3. Proper Purpose**

A Board Member must use the powers of office for a proper Company purpose. A Board Member's primary responsibility is to the Company but the Board Member should also have regard to the interests of all stakeholders of the Group.

**4. No Misuse of Information**

A Board member must not misuse his or her position as a Board Member improperly to gain advantage for the Board Member or for someone else or to cause detriment to the Group.

**5. No Misuse of Position**

A Board Member must not misuse his or her position as a Board Member improperly to gain advantage for the Board Member or for someone else or to cause detriment to the Group.

**6. Conflicts of Interest**

A Board Member must not give preference to personal interests, or to the interests of any associate or other person, where to do so would be in conflict with the interests of the Group.

**7. Disclosure of Interests**

A Board member must disclose to all other Board Member's any material personal interest that he or she or any associate may have in a matter that relates to the affairs of the Group.

**8. Accountability**

A Board Member has a duty to account to the Group for relevant opportunities which arise as a result of his or her being a Board Member of the Company and to use Group resources only for the benefit of the Group.

**9. Confidentiality**

Confidential information received by a Board Member in the course of his or her duties remains the property of the Group and should not be disclosed to any other person without the prior written consent of the Chairman of the Company unless the disclosure is required by law.

**10. Board Decisions**

When making a decision, a Board Member must make the decision in good faith for a proper purpose and without material personal interest, inform himself or herself about the subject matter of the decision, and rationally believe the decision to be in the best interests of the Company.

**11. Reliance on Information**

A Board Member may rely on information or advice from Board committees, officers and competent experts and advisers provided he or she does so in good faith and makes an independent assessment of the information or advice.

**12. Delegation**

When delegating powers, a Board Member must enquire as to a delegate's reliability and competency and must reasonably believe in good faith that the delegate will act in conformity with the Board Member's duties and the Constitution.

**13. Compliance**

A Board Member should not engage in conduct likely to have an adverse effect on the reputation of the Group. A Board Member must comply with all laws and regulations and act in accordance with this Code of Conduct.