



## Directors' Code of Conduct

### **1. Care, skill and diligence**

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

### **2. Good faith**

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A director must act honestly, in good faith, and in the best interests of the Company as a whole and for a proper purpose.

### **3. Proper purpose**

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

### **4. No misuse of information**

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A director must not use information acquired as a director improperly to gain advantage for the director or for someone else or to cause detriment to the Company.

### **5. No misuse of position**

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

### **6. Conflicts of interest**

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A director 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 Company.

### **7. Disclosure of interests**

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A director must disclose to all other directors any material personal interest that he or she or any associate may have in a matter that relates to the affairs of the Company.



## **8. Accountability**

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A director has a duty to account to the Company for business opportunities that arise as a result of his or her being a director of the Company and to use Company resources only for the benefit of the Company.

## **9. Confidentiality**

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

## **10. Business decisions**

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When making a business decision, a director 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**

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A director may rely on information or advice from the 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**

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When delegating powers, a director 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 director's duties and the Company's Constitution.

## **13. Compliance**

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