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# ARIADNE

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## ARIADNE AUSTRALIA LIMITED

### CODE OF CONDUCT

#### **1. Purpose**

- 1.1 This Code of Conduct (“the Code”) has been designed to ensure that all directors, employees, consultants and contractors (“Employees”) of Ariadne Australia Limited (“the Company” and together “Ariadne”) comply with all legal and ethical standards of conduct and behaviour and act responsibly in the performance of their duties. All Employees are expected to read and understand the Code and its application to the performance of their day to day business responsibilities.
- 1.2 The development and implementation of the Code is a reflection of the Board’s and management’s commitment to ensuring honest and ethical work practices and demonstrates the Company’s understanding of the importance of a dedicated and unified workforce in order to guarantee customer satisfaction, employee productivity, company integrity, longevity and ultimately shareholder wealth.
- 1.3 The Company wishes to build and maintain a reputation for its integrity and by working together as a team and adhering closely to the provisions of this Code, Ariadne will achieve that aim.

#### **2. Responsibilities to shareholders and the financial community generally**

- 2.1 Ariadne is committed to:
  - 2.1.1 Increasing shareholder value in a manner that safeguards the rights and interests of the Company’s shareholders.
  - 2.1.2 Ensuring that shareholders and the market are provided with full and timely information about the Company’s activities.
  - 2.1.3 Ensuring the integrity of the Company’s financial and external reporting.
  - 2.1.4 In carrying out their daily business responsibilities all Employees must strive to ensure these commitments are realised.

#### **3. Responsibilities to clients, customers & consumers**

- 3.1 All Employees must act fairly, honestly and with the utmost integrity in all business dealings with Ariadne’s clients, customers and suppliers.
- 3.2 Ariadne strives to ensure its customers receive a quality final product every time and Ariadne recognises that it is in a long-term partnership with its customers for a shared long-term mutual benefit.

## 4. Employment practices

### 4.1 Integrity

- 4.1.1 Ariadne recognises that all Employees share the responsibility to exercise and maintain the basic principles of respect and dignity in all working relationships.

### 4.2 Discrimination & Harassment

- 4.2.1 The Company enforces a policy of zero tolerance for demeaning, offensive, harassing or discriminatory behaviour. Ariadne practices the principle of equal employment opportunity without regard to race, religion, national origin, gender, age, physical disability or political affiliation.

### 4.3 Workplace Health & Safety

- 4.3.1 Ariadne is committed to providing everyone in our workplace a safe and healthy working environment. Ariadne believes no task is so important that risk of injury to people or damage to the environment is justified and effective work health and safety management translates into superior operational and commercial performance.

### 4.4 Bribes and Inducements

- 4.4.1 Ariadne exercises good business judgment in extending business courtesies and Ariadne does not offer, pay or accept bribes or inducements for the purpose of securing business transactions. Ariadne ensures that all payments are necessary, lawful and properly documented.

### 4.5 Misuse of Company Assets

- 4.5.1 All Employees have a collective responsibility to protect the Company's assets from fraud and theft and ensure records are accurate, timely and complete. All Employees must also ensure that Company assets are only used for Company business in an authorised manner and any misuse of the Company's assets will not be tolerated.

### 4.6 Whistleblowers

- 4.6.1 Ariadne is committed to creating a culture that encourages the reporting of unlawful or unethical behaviour. This includes reports of such behaviour by whistleblowers and ensuring there are adequate protections in place to support and protect whistleblowers.
- 4.6.2 Ariadne has a Whistleblowers Policy which describes the legal and company protections available to whistleblowers and measures it follows to encourage the reporting of unlawful or unethical behaviour.

### 4.7 Anti-Bribery & Corruption Policy

- 4.7.1 Ariadne is also committed to complying with the laws and regulations in which its businesses operate and to acting in an ethical manner, consistent with a strong culture of corporate governance, ethical conduct and sound business practices.
- 4.7.2 Ariadne has an Anti-Bribery and Corruption Policy which provides guidance on the laws applicable to the Ariadne group and its employees, with the aim of ensuring all staff understand, observe and uphold the prohibitions on bribery & corruption offences.

### 4.8 Education & Training

- 4.8.1 Employees are encouraged to increase their skills through further education and training and the Company provides a number of opportunities in this regard.

## 4.9 Conflicts of Interest

- 4.9.1 Employees must avoid any situations involving divided loyalty or a conflict between their personal interests and those of the Company. Employees faced with conflicting interests must report the conflict to the Board, their manager or immediate supervisor as soon as the conflict becomes apparent.
- 4.9.2 Following are a few examples of conduct that is strictly prohibited:
  - 4.9.2.1 Employees must not use the Company's assets for any purpose other than for the Company's business without the Company's permission.
  - 4.9.2.2 Employees must not directly or indirectly compete with the Company.
  - 4.9.2.3 Employees must not work or consult for a competitor of the Company without obtaining the Company's prior consent.
  - 4.9.2.4 Employees must not make improper use of their employment or position with the Company or information obtained because of their employment or position, to gain an advantage for themselves or anyone else.

## 4.10 Confidentiality

- 4.10.1 It is a condition of employment that, without appropriate authority, employees must not divulge to any other person, business, or company any information of a confidential nature relating to the affairs of the Company or any of its subsidiaries, of which employees become aware during employment except to the directors, and such other employees of the Company, to whom it is necessary to divulge the same in order for them to properly carry out their duties. This obligation will continue to be binding after cessation of employment.

## 5. Responsibilities to the community

- 5.1 Ariadne is committed to meeting all environmental legislation and regulations, permits and licenses and to continuously improving our environmental performance.
- 5.2 Ariadne also endeavours to support community groups as Ariadne recognises that support programs and sponsorships strengthen links between the Company and the communities in which Ariadne operates. All Employees are encouraged to support our local communities.

## 6. Responsibilities to the individual

- 6.1 Ariadne is committed to the health and welfare of all Employees as the Company acknowledges that its people are its greatest asset.
- 6.2 Ariadne aims to protect privacy of personal information and other rights of Employees in accordance with law. The Company will only acquire personal information if it is required for the effective operation of its business or is otherwise required by law.
- 6.3 Ariadne does not tolerate demeaning, offensive, harassing or discriminatory behaviour in its workplace. All Employees are entitled to be treated equally and fairly.

- 6.4 Employees and candidates for employment will always be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.

## **7. Legislation affecting the company's operations**

- 7.1 Ariadne is committed to ensuring compliance with all legislation and common law obligations affecting the Company's operations. Employees at all levels must keep themselves informed and comply with all legal responsibilities pertaining to the individual and the Company.
- 7.2 If an Employee has any doubt as to any specific legal responsibility they should immediately seek guidance from their manager or immediate supervisor or the Company Secretary.

## **8. Compliance with this code**

- 8.1 Employees are required to comply with the Code and the underlying policies and procedures. Non-compliance with the Code will result in disciplinary action.
- 8.2 Any Employee who has a concern about what constitutes ethical conduct or whether a certain course of action violates the Code is expected to raise the concern immediately with their manager or the Company Secretary.
- 8.3 Ariadne encourages any actual, possible or suspected violation to be reported immediately to a manager or the Company Secretary. Employees are strictly prohibited from taking retribution against another employee for reporting a violation.
- 8.4 All breaches of the Code are to be reported to the Ariadne Board and Audit and Risk Management Commitment.

## **9. Additional requirements for directors**

- 9.1 This section of the Code is applicable to Directors of the Company.
- 9.2 In carrying out their Board and Board Committee functions, Ariadne's directors shall:
- 9.2.1 Act diligently, openly, honestly and in good faith.
- 9.2.2 Abide by all applicable laws and regulations, the Company's policies and this Code of Conduct.
- 9.2.3 Act in the best interests of the Company as a whole.
- 9.2.4 Perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a director in the same circumstances.
- 9.2.5 Not place themselves in a position where there is a reasonable possibility of conflict between personal or business interests, the interests of any associated person, or duties to any other company on the one hand and the interests of the Company or duties to the Company on the other hand. If a director is in a position of conflict he or she must make immediate full and frank disclosure to the Board of all facts material relevant to that position of conflict.

- 9.2.6 A non-executive director must devote such time as is necessary to carry out the duties of the non-executive director as determined by the Board.
- 9.2.7 Recognise that their primary responsibility is to the Company's shareholders as a whole, but should, where appropriate, have regard for the interests of all stakeholders of the Company.
- 9.2.8 Not make improper use of information they acquired as a director and not take improper advantage of the position of director.

## **10. Review of this Code**

- 10.1 This Code is subject to a biennial review by the Board and will be amended as appropriate.

## **11. Access to this Code**

- 11.1 This Code will be available on the Company's website.