
Austin Engineering Limited

Effective 27 May 2020



Conflict of Interest Policy

Who does this Policy apply to?

This Conflicts of Interest Policy (**Policy**) applies to all Directors, officers, employees and contractors (together, **Austin Personnel**) of Austin Engineering Limited and its wholly owned subsidiaries (**Austin or Company**), irrespective of seniority, type of employment (permanent, contract, temporary) or engagement and/or role within Austin.

Why does Austin have this Policy?

This Policy has been developed to provide a framework for all Austin Personnel to disclose actual, potential or perceived conflicts of interest.

This Policy provides guidance on what constitutes a conflict of interest and how it will be managed and monitored by Austin.

The Board of Directors (**Board**) of Austin is committed to the transparent disclosure, management and monitoring of actual, potential or perceived conflicts of interest. In addition to the obligations arising under this Policy, all Directors who have a material personal interest in a matter that relates to the affairs of the Company must, under the requirements of the Corporations Act 2001 (Cth), give other Directors notice of the interest.

Austin Personnel must avoid being placed in, or being seen to be placed in, an actual or potential situation of making a decision in relation to the business of the Company that might be affected by a material personal interest of his or hers.

What is a Conflict of Interest?

A conflict of interest may be actual, potential or perceived:

- An actual conflict of interest is where there is a real or material conflict between the Austin Personnel and the performance of his or her duty to act in the best interests of Austin.
- A potential conflict of interest is an actual conflict of interest which may occur at some time in the future, either based on current circumstances or a change in circumstances.
- A perceived conflict of interest is where a third party may reasonably form the view, based on available information, that there may be a conflict of interest. A situation that looks like a conflict of interest may be enough to undermine the confidence of stakeholders (including, without limitation, the Company, other Austin Personnel, shareholders, and customers of Austin), even if in fact there is no actual or potential conflict or it has already been resolved.

- Austin Personnel owe certain fiduciary duties, including the duties of loyalty, diligence and confidentiality, to Austin which require that the Austin Personnel acts in good faith on behalf of Austin and exercises his or her discretion for the benefit of stakeholders and not for their own benefit or interest.

The mere appearance of a conflict may be as serious and potentially damaging as an actual or potential conflict. This may undermine trust and confidence in Austin by external parties and stakeholders which may not be adequately restored even if there is no eventual actual or potential conflict. On this basis it has been determined by the Board that conflicts of interest will be carefully and appropriately managed.

Why does Austin have this Policy?

The objectives of this Policy are to:

- Protect the integrity of any decision-making process of Austin or Austin Personnel by avoiding legal, financial, corporate, ethical and other conflicts of interests;
- Set out the obligations that all Austin Personnel must comply with in order to avoid actual, potential or perceived conflicts of interest;
- Provide guidance for dealing with any conflict of interest in an open and transparent manner;
- Give all stakeholders confidence in Austin's decision-making processes; and
- Protect the integrity and reputation of Austin and all Austin Personnel.

What are the responsibilities under this Policy?

Under this Policy all Austin Personnel are required to:

- disclose actual, potential or perceived conflicts of interest upon their appointment as Austin Personnel;
- keep these disclosures up to date (at least annually); and
- avoid influencing or attempting to influence any matters or decisions in which they have, may potentially have or be perceived to have a conflict of interest.

Who manages this Policy?

The Board will manage conflicts of interest under this Policy through the following actions:

- a) A Director shall promptly disclose to the Board, and an officer, employee or consultant shall promptly disclose

to a Company Secretary, any personal or outside interest, relationship, holding of office or position of responsibility (including without limitation, in connection with a legal, financial, corporate or ethical relationship), any direct or indirect interest in or involvement with a competitor, customer or supplier of goods or services to the Company, or otherwise held by the relevant Austin Personnel with respect to:

- any current business undertaken by the Company or
- any actual or potential transaction, agreement or other matter which is or may be presented to the Board, the Company or the Austin Personnel for consideration even if such interest, relationship or responsibility has otherwise generally been disclosed to the Company or the Board.

b) At the commencement of each Board meeting:

- Directors are required to disclose or amend a previously disclosed actual, potential or perceived conflict of interest; and
- the Company Secretary will advise the Board of any new or amended disclosures made by any officer, employee or consultant since the previous Board meeting.

c) The Company Secretary will respond to disclosures by:

- Recording in the minutes of the Board meeting a Director's disclosure of a conflict of interest generally or relating to a particular agenda item;
- Recording in the minutes of the next Board meeting a Director's conflict of interest disclosure made outside a Board meeting; and
- Keeping copies of declarations and standing declarations of conflicts of interest in a Conflicts of Interest Register.

d) The Conflicts of Interest Register will record:

- Names, affiliations and conflicting agenda items of Directors;
- Names, affiliations and details of conflicts disclosed by officers, employees and consultants;
- Conflicts identified and consequential actions taken;
- Any reports considered by the Board on conflicts of interest matters; and

- Copies of any written conflict of interest disclosures made to the Board or a Company Secretary.
- e) The Conflicts of Interest Register will be tabled by the Company Secretary at Board meetings for Directors' consideration at six monthly intervals.
- f) If a Director believes any Austin Personnel has an undeclared conflict of interest, he or she is required to specify the basis of their opinion either verbally or in writing prior to or at the commencement of the respective Board meeting through the Chairman of the Board for resolution.
- g) Should this issue not be resolved through discussion, final resolution as to whether or not an undeclared conflict of interest exists rests with the Chairman. If a Director believes the Chairman has an undeclared conflict of interest, he or she is required to specify the basis of their opinion either verbally or in writing prior to the respective Board meeting through a Company Secretary for resolution.
- h) Where a conflict of interest matter has been raised prior to or at a Board meeting or in relation to a specific resolution, the Director concerned shall withdraw from the Board meeting and leave the room. The Director who has disclosed the conflict of interest is not permitted to vote on that item or take part in any formal Board discussion on that topic. The Chairman and remaining Directors can, on a case-by-case basis, reach agreement on an appropriate course of action.
- i) For any conflict of interest, the Board, with the abstention of the interested Director(s), may decide whether such Director(s) may participate in any reporting, discussion or vote on the issue that gave rise to the conflict of interest. The Chairman may direct the Company Secretary or management to withhold any information on such matters from the Board papers and materials distributed to the applicable Director(s) and take all such other action necessary to comply with this policy.
- j) Any Director with such an interest, relationship or responsibility which conflicts with the interests of the Company or its shareholders shall excuse himself or herself from any reporting, discussions and any vote on the matter that gave rise to the conflict of interest and, if necessary, from the Board meeting, or applicable part thereof.

When will this Policy be reviewed?

This policy shall be reviewed by the Board at least annually and, if required, amended to suit the requirements of the Company and ensure compliance with applicable legislation.