



## CODE OF CONDUCT

JANUARY 2024

**Revision History**

<b>VERSION</b>	<b>REVISION DATE</b>	<b>SECTION REVISED</b>	<b>REASON FOR REVISION</b>	<b>DESCRIPTION OF REVISION</b>

**WOODCROSS RESOURCES HOLDCO LTD**  
**Registered number: 000006593**  
**(“Company”)**

**Code of Conduct**

**1. PURPOSE**

- 1.1 Woodcross Resources Holdco Ltd (hereinafter referred to as the *Company*), its subsidiaries (together with the Company, the *Group*) and each of their employees are committed to the highest standards of honesty and ethical practices in all aspects of the Group’s operations.
- 1.2 This document sets out:
- (a) the standards of ethical behaviour and good corporate governance that are required to be achieved by the Board, Senior Management and employees; and
  - (b) how the Group will engender good corporate governance practices and encourage observance of the standards of behaviour and good corporate governance set out herein.
- 1.3 This document is not a legal document but sets out the aspirations and values of the Group to be adhered to.

**2. DEFINITIONS**

In this Code:

*Board* means the board of directors of any member of the Group;

*Code* means this Code of Conduct as amended from time to time;

*Related Entity* means any subsidiary of any member of the Group or any holding company of any member of the Group.

*Senior Management* means employees of any member of the Group who manage that member of the Group pursuant to the directions and delegations of the Board of that member of the Group.

**3. MINIMUM STANDARDS**

This Code of Conduct may be amended from time to time but will always comply with the

following minimum standards.

- 3.1 The Group will regularly review its practices and procedures to ensure that its legal obligations are being met and that this Code is operating effectively.
- 3.2 All employees of the Group and particularly Senior Management and Directors must act honestly at all times in the exercise of their duties as an employee.
- 3.3 All employees of the Company and particularly Senior Management and Directors will act to the best of their ability given their skills and experience.

**The Boards and Senior Management of each member of the Group each endorse this Code and commend it to the Group.**

## **4. STANDARDS**

### **INTEGRITY, HONESTY AND FAIRNESS**

- 4.1 The Directors, Senior Management and every employee of each member of the Group are expected to:
  - (a) deal fairly with customers, suppliers and the community;
  - (b) understand and comply with the legal requirements and the policies of the Company;
  - (c) avoid actual or potential conflicts of interest and declare any actual or potential conflicts that arise. Those conflicts include but are not limited to financial conflicts of interest;
  - (d) take reasonable steps to avoid or manage any actual conflict or potential conflict that does arise;
  - (e) report any complaint or instance of dissatisfaction with any member of the Group, its Senior Management or employees to the applicable Board or a committee of the applicable Board;
  - (f) never accept or offer any bribes or rebates or any other form of inducement or enticement;
  - (g) decline to accept any gift which may affect their motivation to act in the best interest of any member of the Group;

- (h) maintain confidentiality with respect to all dealings of the Group and maintain the confidences of all persons the Group has dealings with; and
- (i) maintain individuals' privacy and not use any personal information provided to any member of the Group for any purpose other than for that which it was provided to that member of the Group.

**GOOD CORPORATE CITIZENSHIP**

Each member of the Group recognises that it operates in an environment which impacts on various interests in the community. In pursuing corporate responsibility, each member of the Group will:

- 4.1 always consider the environmental, sociological and economic impacts of our operations;
- 4.2 implement appropriate health and safety and environmental policies which balance the interests of our stakeholders and the communities in which we operate but always place the health and safety of our employees and others first;
- 4.3 observe the letter and spirit of relevant laws and regulations; and
- 4.4 adhere to the Board Charter and internationally recognised corporate governance principles and recommendations.

**WORKPLACE FAIRNESS**

- 4.5 The Group values its employees. The objective of the Group is to create a diverse and equitable workplace where employees feel encouraged to perform and are free from discrimination on the basis of age, gender, race, religion, sexual orientation or marital status.
- 4.6 In pursuit of this objective, each member of the Group will:
  - (a) not tolerate any act of harassment or discrimination;
  - (b) encourage the reporting of any act of harassment and deal swiftly and appropriately with those in breach of the standards to minimise harm, and protect the reporting employee if appropriate; and
  - (c) openly apply policies of performance management, recognise achievement consistent with the policies and communicate to employees the areas in which they could improve.

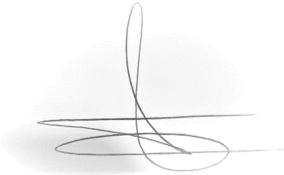
**TRADING ACTIVITIES**

- 4.7 The Group values fair competition and trade practices and will seek to comply with the letter and spirit of all applicable trade practices laws where applicable. In pursuing this objective the Group expects that:
  - (a) its employees and particularly Senior Management will exercise the highest level of honesty and integrity in all dealings with suppliers, customers and consumers in relation to marketing and selling activities, use of market power, description of goods, and the quality and safety of our products; and
  - (b) its employees and particularly Senior Management, will never say or do anything that is likely to mislead or deceive anyone dealing with any member of the Group.

**5. ASSISTANCE**

- 5.1 The Group treats breaches of this Code very seriously.
- 5.2 If you have any concerns or queries about conduct which may have breached this Code, it should be reported to a member of Senior Management, who will report material breaches of this Code to the relevant Board or a committee of the relevant Board. Employees making a report in good faith will be treated fairly and confidentially if appropriate. The report will be handled appropriately as the circumstances dictate so as to minimise harm to all parties.
- 5.3 Please contact Senior Management if you have any query or concern which has not been addressed in this Code or any other policy of the Group. Further information in relation to the reporting and handling of grievances can be found in the Grievance Policy.

Signature:



**Managing Director**

For and on behalf of  
**Woodcross Resources**

Date: 22 January 2024