



# Director Code of Conduct

This policy sets out the principles, obligations and values that HFA Holdings Directors are expected to follow when discharging their duties.

# 1 Overview

The Code of Conduct (the “Code”) outlines the expectations for the conduct of HFA Holdings Limited (HFA) Directors which establishes a framework for decision-making and business behaviour and encourages a culture for integrity and success.

All Directors of HFA must adhere to the following principles, obligations and values at all times:

Comply with the spirit and the principles of this Code as well as the law.		Section
Conduct	<ul style="list-style-type: none"> <li>Act honestly and in the best interest of the Company in exercising their powers and discharging their duties.</li> </ul>	3.1
	<ul style="list-style-type: none"> <li>Not take improper advantage of their position as a Director.</li> </ul>	3.1
	<ul style="list-style-type: none"> <li>Not engage in conduct likely to bring discredit upon the Company.</li> </ul>	3.1
	<ul style="list-style-type: none"> <li>Observe confidentiality regarding all Board matters.</li> </ul>	3.2
	<ul style="list-style-type: none"> <li>Not make improper use of information acquired as a Director.</li> </ul>	3.2
	<ul style="list-style-type: none"> <li>Ensure that their actions, and the actions of those who report to them, deal fairly with all relevant stakeholders, including the Company’s shareholders, investors, suppliers, employees and the broader community.</li> </ul>	3.3
	<ul style="list-style-type: none"> <li>Abide by the complaints handling procedure determined by the Board.</li> </ul>	3.4
	<ul style="list-style-type: none"> <li>Not accept gifts or entertainment if they could create, or appear to create, an obligation, a conflict of interest, an inducement to favour the giver in any way or affect their impartiality, or influence a business decision.</li> </ul>	3.5
Compliance	<ul style="list-style-type: none"> <li>Be aware of, and comply with, the duties and obligations which apply to them under any relevant laws, legislation or regulations.</li> </ul>	4.1
	<ul style="list-style-type: none"> <li>Comply with relevant Company policies including the Continuous Disclosure, Diversity and Trading policies.</li> </ul>	4.2
Judgment & decision making	<ul style="list-style-type: none"> <li>Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.</li> </ul>	5.1
	<ul style="list-style-type: none"> <li>Not allow their personal interest, or the interest of any associated person, to influence or prejudice their conduct or decisions as Directors.</li> </ul>	5.2
	<ul style="list-style-type: none"> <li>Observe solidarity with the resolutions of the Board and co-operate in their implementation.</li> </ul>	5.3

## 2 Overriding obligation

**A Director has an obligation, at all times, to comply with the spirit and the principles of this Code as well as the law.**

The adherence by each Director to the requirements of the Code is critical to the effective operation of the Board. Consequently, a person should not take a position on the Board if they have any doubt about their ability to fulfil their obligation to comply with the requirements of the Code.

## 3 Conduct

### 3.1 Standards of conduct

**A Director must, at all times, act in the best interest of the Company in exercising their powers and discharging their duties.**

In doing so, Directors have a duty to:

- Act **honestly and in good faith**;
- Use their powers of office for a **proper purpose and not for personal advantage** or for the benefit of another party; and
- Use **due care and diligence**.

Every Director has a fiduciary duty to the Company. This fiduciary duty means that Directors must act in the best interest of the Company as a whole as the Board has been appointed to manage the affairs of the Company on behalf of the shareholders. The Board is accountable not only to shareholders, but to other third parties including creditors, regulators and the broader community.

Directors must not make commitments on behalf of the Company which they are not authorised to make, or that the Company does not intend, or would be unable to honour.

The Corporations Act requires Directors to act honestly and with a reasonable degree of care and diligence in the exercise of their powers and the discharge of their duties. To undertake the role of a Director without taking steps to acquire and maintain a reasonable level of competence is likely to be considered negligent. Consequently, all Board members are required to take appropriate action to ensure Directors are kept fully informed of matters relevant to their position as a Director.

**A Director must not engage in conduct likely to bring discredit upon the Company.**

Directors should conduct themselves at all times in a sober, polite and restrained manner in carrying out their duties, at Board and committee meetings, at Company functions and meetings and where otherwise dealing with matters concerning the Company, its employees, management, third parties and the broader community.

### 3.2 Confidentiality

**A Director must observe confidentiality regarding all Board matters.**

**A Director must not make improper use of information acquired as a Director.**

All information received by a Director in the course of fulfilling Board duties shall be confidential and shall remain the property of the Company. It is improper for a Director to disclose confidential information, or allow it to be disclosed, to any other person unless that disclosure has been authorised by the Company or is required to be disclosed by law.

Similarly, all discussions and resolutions of the Board shall be confidential and it is improper to disclose, or allow to be disclosed, the content and/or substance of those discussions and resolutions to persons who are not current Board members or the Chairperson, except in cases where disclosure:

- has been authorised by the Company;
- is required by law; or
- is indicated expressly or impliedly in the minutes of a Board meeting at which a resolution is passed, that it is intended that disclosure of a resolution shall be made to third parties.

In addition, the Corporations Act prohibits Directors from making improper use of information acquired by virtue of their position as a Director to gain, directly or indirectly, a personal advantage or an advantage for any other person or to cause detriment to the Company. If any Board member has any doubts about their obligations in relation to disclosure of Board matters, they should consult with the Chairperson prior to making any disclosures.

### 3.3 Fair Dealing

**Directors must ensure that their actions, and the actions of those who report to them, deal fairly with all relevant stakeholders, including the Company's shareholders, clients, suppliers, employees and the broader community.**

The Company has a high standard of ethical behaviour in business dealings when representing the Company.

Directors are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to promote the reputation and interests of the Company. Each Director must ensure that their actions, and the actions of those who report to them, deal fairly with all relevant stakeholders, including the Company's shareholders, investors, suppliers, employees and the broader community.

Directors are encouraged to familiarise themselves with the legal requirements applying to fair dealing and to undertake training or attend seminars to develop and maintain their knowledge, so that they can act in accordance with these requirements.

### 3.4 Complaints

**Directors must abide by the complaints handling procedure determined by the Board.**

From time to time, shareholders, employees or other persons who have a complaint about a Company matter may approach Board members. On such an occasion, Directors should record the contact details of the complainant and as much information about the matter as possible. The Director should then communicate the matter raised to the Chairperson, with a copy to the Company Secretary, in a timely manner. The Chairperson, Company Secretary and, if necessary, Director will discuss the matter and respond as appropriate.

### 3.5 Gifts and Entertainment

**Directors should not accept gifts or entertainment if they could create, or appear to create, an obligation, a conflict of interest, an inducement to favour the giver in any way or affect their impartiality, or influence a business decision.**

Directors may accept reasonable offers of entertainment, such as dinner, tickets to the theatre or sporting events. In determining what is "reasonable" the Director must consider not only the value of the gift or entertainment, but the frequency and circumstances in which they are offered.

Directors are required to disclose any gifts or offers of entertainment to the Company Secretary or the Chairperson.

## 4 Compliance

### 4.1 Compliance with laws and regulations

**Directors must be aware of, and comply with, the duties and obligations which apply to them under any relevant laws, legislation or regulations.**

The Company and each Director are subject to various legal requirements in relation to the conduct of the Company's operations, and their role and responsibilities. These might relate to financial, corporate, disclosure, fair trading and other requirements. Directors also owe a number of duties as a fiduciary of the Company. These duties arise at law, and are also preserved in the Corporations Act.

Each Director must be aware of, and comply with, the duties and obligations which apply to them under any laws, legislation or regulations relevant to their work. Directors are encouraged to undertake continuing education / attend seminars / review relevant periodicals to ensure that their knowledge remains up to date and that they remain abreast of relevant legal and industry developments. Assistance is also available to clarify whether particular laws apply and how they may be interpreted.

### 4.2 Compliance with Company Policies

**Directors must comply with relevant Company policies including the Continuous Disclosure, Diversity and Trading Policies.**

The Company has policies in relation to Continuous Disclosure, Diversity, Trading in the Company's securities, and other relevant matters. Directors are required to be familiar with and adhere to the requirements of each of these.

The Company assesses and updates its policies and procedures on an on-going basis, to ensure compliance with corporate governance requirements. Directors will be notified of any changes to the policies and procedures.

## 5 Judgment and decision making

### 5.1 Independent judgment

**A Director must be independent in judgment and actions and must take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.**

In order to satisfy this directive, all Board members must:

- make a reasonable effort to become and remain familiar with the affairs of the Company;
- attend all Board meetings and Board functions unless there are valid reasons for non-attendance; and
- commit the necessary time and energy to Board matters to ensure that they are contributing their best endeavours in the performance of their duties for the benefit of the Company, without placing undue reliance on other Directors to fulfil these duties.

To be effective, the Board should endeavour to ensure that systems are established to provide the Board, on a regular and timely basis, with necessary information to enable them to make a reasoned judgment and so discharge their duties of care and diligence.

## 5.2 Personal interests and conflict

**A Director must not take improper advantage of the position of Director.**

**A Director must not allow their personal interest, or the interest of any associated person, to influence or prejudice their conduct or decisions as Directors.**

Directors have a duty to avoid conflicts of interest between the best interests of the Company and their own personal or commercial interests. Every Director must be aware of both actual and potential conflicts of interest. If a conflict arises, common law requires that a Director with a conflict of interest should refrain from voting, entering into any discussion or even being present during relevant Board discussions.

The Corporations Act provides that a Director of a public company, who has a material personal interest in a matter, must not vote on the matter and outlines circumstances whereby the Director must not be present at the meeting whilst the matter is discussed. A material personal interest can be a direct or indirect benefit (whether pecuniary or otherwise) to the Director, which is sufficiently substantial.

Directors must not be involved in any other Company or business in any capacity, e.g. Director, partner, employee, consultant, agent etc, whether paid or unpaid, if there is a possibility that the Director's personal interests could conflict with the Company, unless permission is obtained from the Chairperson.

Directors must not use their position as Directors or the name of the Company for the furtherance of personal gains. Personal and business dealings must be kept separate from the performance of their duties as Directors of the Company.

Directors are required to disclose conflicts of interest, potential or actual, to the full Board immediately. All positions and external Directorships must be disclosed to the full Board.

## 5.3 Co-operation

**Directors must observe solidarity with the resolutions of the Board and co-operate in their implementation.**

Board members are part of a team, which requires them to work co-operatively with the Chairperson, other Board members and, where relevant, with the subsidiary Chief Executive Officers. Consequently, Directors must observe solidarity regarding the resolutions of the Board. Directors must not speak against a resolution of the Board to any person other than fellow Directors. Directors must also support Board resolutions by providing assistance and co-operation in their implementation.