



CODE OF ETHICS AND CONDUCT FOR DIRECTORS

1. The Code of Ethics applies to all members of the Board of Directors serving from time to time. The principles outlined herein are intended to :
 - ✓ codify a standard of conduct by which all Directors are expected to abide;
 - ✓ protect the business interests of the Company;
 - ✓ maintain the Company's reputation for integrity; and
 - ✓ foster compliance with applicable legal and regulatory obligations.

2. The Directors are required to observe the following at all times:
 - (a) act honestly, in good faith and in the best interests of the Company as a whole.
 - (b) use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
 - (c) use the powers of office for a proper purpose, in the best interests of the Company as a whole.
 - (d) recognise that the primary responsibility is to the Company's shareholders as a whole but should, where appropriate, have regard for the interest of all stakeholders of the Company.
 - (e) must not make improper use of information acquired as a director.
 - (f) must not take improper advantage of the position of director.
 - (g) must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company.
 - (h) must not give or receive gifts of any value under circumstances that are unlawful or might otherwise appear to be an attempt to improperly influence a decision which affects the Company.
 - (i) has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken as a Board.
 - (j) confidential information received by a director in the course of the exercise of directorial duties remain the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or is required by law.
 - (k) should not engage in conduct likely to bring discredit upon the Company.
 - (l) has an obligation, at all times to act ethically and to comply with the spirit, of the Code and the Board Charter.
 - (m) ensure that all suspected reports of unethical practices are investigated fully and thoroughly to ensure the Company operates in the manner expected of the Company by society.

(Approved by the Board on 20.04.2016)