



Code of Conduct

Careteq Limited

ACN 612 267 857

1.0 INTRODUCTION

- 1.1 Careteq Limited (**Company**) and its subsidiaries (collectively, the Group) are committed to achieving outstanding performance and results to provide value to our shareholders while considering the interests of our employees, customers, the community, contracting partners and others with whom we do business.
- 1.2 The purpose of the Code of Conduct (**Code**) is to provide a framework for decisions and actions in respect of employment. The Code also provides the appropriate standards of conduct and behaviour and applies to its directors, officers, employees and contractors of the Group (collectively, Personnel). It also provides a framework for the identification and resolution of issues concerning the conduct of employees within the Group.
- 1.3 Personnel are expected to act consistently with the fundamental principles as set out in this Code at all times. Similarly, consultants, contractors and partners working with or for the Company should be informed of these principles, the Company's expectations and their obligation to act in accordance with them.
- 1.4 The Board has adopted this Code to provide a set of guiding principles which are to be observed by all Personnel. This Code has been prepared in accordance with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition, 2019)*.

2.0 STATEMENT OF VALUES

- 2.1 The Company's core values are:
- (a) **Honesty:** acting with honesty and integrity and accountable and open in all dealings;
 - (b) **Effectiveness in life:** optimising time and focusing on success factors;
 - (c) **Courage:** proactively confronting issues, being prepared to take risks and acting in solidarity;
 - (d) **Relationships:** initiating openness, setting aside time to develop relationships, listening and displaying open-mindedness;
 - (e) **Maintaining high professional standards:** behaving ethically in all solutions and ensuring all legal work is of a high quality standard; and

- (f) **High performance culture:** exceeding key performance indicators, developing other people's potential and motivating staff.

All Personnel undertake to act in accordance with the Company's core values and in the best interests of the Company.

3.0 LEGAL COMPLIANCE

3.1 Responsibilities of Directors

3.2 Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by the Company to meet corporate governance requirements. In addition, they will at all times act consistently with this Code and take appropriate and proportionate disciplinary action against any Personnel in breach of this Code.

3.3 The Directors must implement and ensure all Personnel receive training on their obligations under this Code.

3.4 The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) Directors or former Directors will not make improper use of information acquired by virtue of his or her position;
- (c) Directors will not make improper use of his or her position to gain a direct or indirect advantage for themselves or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

3.5 Responsibilities of Personnel

3.6 Personnel must observe and comply with all applicable laws and regulations at all times, domestically and overseas. Whilst overseas Personnel have an obligation to observe and respect overseas institutions and customs.

3.7 Personnel are not excused from their obligation to comply with applicable laws and regulations on the basis of ignorance. Breach or non-compliance carries potentially

serious consequences for both Personnel and the Company. Personnel should not take any action which they know or should reasonably know violates any applicable law or regulation. If Personnel are unclear about any law or regulation relating to their work, they should raise the matter with their manager or supervisor who may seek legal advice if necessary.

3.8 Personnel must receive training on their obligations under this Code.

3.9 All operating rules should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

3.10 **Further Responsibilities**

3.11 Personnel are also required to act in accordance with the Group's goals, policies and procedures and to respond positively to any lawful and reasonable directions given by persons who are authorised to give such a direction.

3.12 Personnel should also uphold the good name of the Group and exercise judgement in the best interests of the Group.

3.13 The Group will not make any bribes or corrupt payments to government officials to obtain any improper or illegitimate benefit or advantage. Personnel are strictly prohibited from offering or making any such payments.

4.0 **COMMUNICATING EXTERNALLY**

4.1 The Group's relationships with the media and the investment community are to be conducted exclusively by the Company's Board Chairman, Chief Executive Officer or Chief Financial Officer. Personnel are not authorised or permitted to act as official spokespersons or to comment to the media or in any social media on behalf of the Group, unless otherwise delegated by the Board.

5.0 WORK HEALTH AND SAFETY

- 5.1 The Group strives to protect the health and welfare of its people by providing an environment free from discrimination and harassment and which enables employees to balance their work life with their family responsibilities and outside activities.
- 5.2 All Personnel must act in accordance with work health and safety legislation, regulations and policies and must use the security and safety equipment provided. Personnel are responsible for safety in their work area by:
- (a) following the safety and security directives of management;
 - (b) advising management of areas where there is a potential problem in safety and immediately reporting any breaches of safety legislation, regulations and policies; and
 - (c) minimising risks in the workplace.
- 5.3 Personnel are expected to comply with the Company's work health and safety policies at all times.

6.0 FAIR TREATMENT OF PEOPLE

- 6.1 This obligation covers the conduct of Personnel in their dealings with others including other Personnel of the Group, stakeholders and members of the local community.
- 6.2 For example, all Personnel should:
- (a) engage in conduct that is non-discriminatory on the basis of religion, sex, race, sexuality, disability, cultural background, marital status, age, union affiliation, political conviction or family responsibilities;
 - (b) be respectful, responsive, courteous and prompt in dealing with stakeholders;
 - (c) refrain from acting in a way that would unfairly harm the reputation and career prospects of other Personnel;
 - (d) treat other Personnel with courtesy, fairness and equity; and
 - (e) avoid behaviour that may be reasonably perceived as harassing, intimidating, overhearing, bullying or physically or emotionally threatening.

7.0 CONFLICTS OF INTEREST

7.1 Engage in activities or hold or trade assets

7.2 Personnel should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company (i.e., conflicts of interest). If a Personnel is uncertain as to whether a conflict of interest exists, he or she should discuss this matter with his or her manager or supervisor as soon as possible.

7.3 Accepting a position as director of external company

7.4 All Personnel must obtain the consent of the Managing Director through the Company Secretary before accepting a position on the board of an external company or organisation. The Personnel who have received such approval, will advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities if required.

7.5 Approve or administer contracts

7.6 In general, Personnel are precluded from approving or administering business arrangements such as contracts between the Company and a member of the Personnel's immediate family or with a company, firm, or individual employing a member of the Personnel's immediate family in activities under the Personnel's administration.

7.7 If the Personnel is a Director, in the event that the Board decides that the Personnel may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.

7.8 Acquiring business interests or participating in any business activity

7.9 Personnel must avoid acquiring any business interests or participating in any business activity outside the Company which would tend to:

- (a) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest; or
- (b) create an excessive demand upon the Personnel's time and attention or create any distraction during working hours.

7.10 **Company reputation**

7.11 Personnel are an ambassador for the Group during both their work and leisure time.

7.12 Personnel must not participate in any activity that would be likely to negatively impact on the Company's reputation.

7.13 Personnel (excluding Directors) must not make official statements relating to the Company unless the Personnel has obtained prior written approval from the Managing Director through the Company Secretary.

7.14 **Close personal relationships**

7.15 Personnel are placed in a position of trust and are expected to understand their obligations to the Group at all times and to be honest in carrying out their duties.

7.16 It is understood that situations may occur where Personnel are working with family members, people the Group is dealing with (contractors or clients) or persons with whom they develop close personal relationships with.

7.17 Where such relationship exists between Personnel or with prospective employees, then the potential for conflict of interest should be noted. In many cases, only individual Personnel themselves will be aware of the potential for conflict. The onus is on the individual Personnel to notify their direct supervisor of the conflict potential.

7.18 Personnel must not supervise or participate in procedures for selection, performance reviews, termination or transfer of any person who is a family member or with whom they have, or have had, a close personal relationship.

8.0 FAIR DEALING

8.1 **Offer or promise to third parties**

Personnel must not offer, promise, give, demand or accept any undue advantage, whether directly or indirectly, to or from:

(a) a public official;

(b) a political candidate, party or party official;

(c) a community leader or other person in a position of public trust; or

(d) any private sector employee in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.

8.2 **Use position to seek personal gain**

8.3 Personnel must not use their position within the Company to seek personal gain from those doing business or seeking to do business with the Company, nor accept such gain if offered.

8.4 Personnel must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission or other unlawful or unethical payments. Decisions made by Personnel in the course of their work must be objective and based solely upon the best interests of the Company subject to any applicable higher duty to a client or a court set out in any applicable legislation or Regulations. They should never be influenced by any consideration of personal gain or gain to any personal associate (e.g., friend or relative).

8.5 Except as noted below, Personnel may neither seek nor accept gifts, payments, services, fees, pleasure or vacation trips or accommodation, or loan (except normal loans from regular lenders, on conventional terms) from any person, organisation or group that does business or is seeking to do business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.

8.6 **Accepting gifts, services or entertainment**

8.7 Personnel must not accept or offer gifts, services or entertainment from individuals or companies doing or seeking to do business with the Company where the outcome of a transaction may be influenced or give rise to the perception that the transaction may be influenced by the gift.

9.0 **COMPLIANCE**

9.1 Personnel who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

9.2 Unless governed by law or otherwise agreed in writing, any intellectual property developed by Personnel during or as a result of employment with the Group is the sole property of the Group.

10.0 REPORTING OF UNLAWFUL OR UNETHICAL BEHAVIOUR

- 10.1 The Company encourages all Personnel to report in good faith, any suspected or known behaviour in breach of this Code or any other unlawful or unethical behaviour.
- 10.2 Personnel who have become aware of any breaches of this Code must report the matter immediately to their line manager or the Company Secretary. The line manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant Personnel of the outcome and actions implemented.
- 10.3 Any reports or information provided, on behalf of the Group, to federal, provincial, territorial, state, local or foreign governments must be true, complete and accurate. Personnel are required to assist the Group in providing true, complete and accurate reports and information as required. Any omission, misstatement or lack of attention to detail could result in a violation of the reporting laws, rules and regulations.
- 10.4 An essential part of maintaining a safe and fair work environment is to ensure that individuals with concerns are encouraged to come forward in the knowledge that the Group will:
- (a) consider and investigate, if appropriate, allegations of behaviour that may breach the Code or other Group policies;
 - (b) take all reasonable steps to provide protection for personnel who make disclosures in good faith regarding conduct that is inconsistent with this Code; and
 - (c) follow the appropriate procedures depending on the issues/concerns raised.
- 10.5 Any Personnel who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Personnel's line manager or Company Secretary directly. The line manager or Company Secretary will treat as confidential all such queries and reports and will determine what action, if any, should be taken. The line manager or Company Secretary must promptly inform the Board of any material breaches of the Code.
- 10.6 Personnel do not have to reveal their identity in order to make a report except where action is to be taken, in which case the line manager or Company Secretary

will seek to maintain the confidentiality of the Personnel unless the circumstances demand otherwise.

- 10.7 If the Personnel does not believe that the breach has been adequately addressed, they should report the breach to the Company's Chief Executive Officer or Chair of the Board.
- 10.8 Personnel will not be subject to any retaliation or recrimination for making a report.
- 10.9 The Group will indemnify its Personnel against liabilities incurred by them while carrying out their duties in good faith for the Group.

11.0 CONFIDENTIALITY

- 11.1 In the course of their duties, Personnel are entrusted with personal information and have a duty to maintain the confidentiality of personal and official information.
- 11.2 Company documents such as circulars, manuals, records and internal communications materials, especially materials marked "Confidential", must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow Personnel in public places.
- 11.3 Should the Personnel leave the service of the Company, that Personnel remains under an obligation to safeguard the privacy of fellow Personnel and the confidentiality of the Company's affairs.
- 11.4 All Personnel have the right to expect confidentiality and privacy with respect to personal information.

12.0 INSIDER INFORMATION AND SHARE TRADING

12.1 Inside information

- (a) Personnel may come into possession of property or information (commonly referred to as "inside" information) which is not publicly available and which may have an impact on the price of the Company's securities. Personnel must neither disclose nor use such property or information for personal gain or for the advantage of friends or relatives. For example, trading in the Company's securities or advising others to do so on the basis of such special knowledge

may also result in a violation of insider trading laws and lead to criminal penalties.

- (b) Personnel must exercise the highest degree of caution if they are aware of price-sensitive information. Inside information about the Company's affairs or those of customers must not be used by Personnel for their own gain or that of others. There are serious penalties including possible imprisonment for violation of these laws.
- (c) Personnel must not use property or information acquired through the Company to cause harm to the Company or its business.
- (d) Personnel are expected to comply with the Company's Share Trading Policy at all times.

12.2 **Share trading**

- (a) Trading in the Company's securities by Personnel must comply with the Company's Securities Trading Policy and, accordingly, should only occur in circumstances where the relevant Personnel is not in possession of any inside information.
- (b) The Company's Securities Trading Policy requires certain Personnel, being Directors, the Company Secretary, Officers and any other person deemed to be a restricted person under the Securities Trading Policy (Restricted Persons) to discuss their intention to trade in the Company's securities with their Relevant Approver prior to trading. Restricted Persons are expected to act ethically and responsibly. All Board members are qualified professionals within their respective industries, and accordingly, are to conduct themselves in a professional and ethical manner in both their normal commercial activities and the discharge of their responsibilities as Directors.
- (c) The obligation to notify a Relevant Approver of an intention to trade operates at all times and applies to dealings in the Company's securities by Restricted Persons. Restricted Persons must not buy or sell the Company's securities until approval has been given by their Relevant Approver. The ASX Listing Rules require a Director to notify the ASX within five business days after any dealing in the Company's securities that results in a change in the relevant interests of the Director in the Company's securities.

12.3 Information concerning the activities or proposed activities of the Group, which is not public and which could materially affect the Company's value of its securities must not be used for any purpose other than valid Group requirements.

13.0 STAKEHOLDERS

13.1 The Board recognises that the primary stakeholders of the Group are its shareholders. Other legitimate stakeholders of the Group include employees, suppliers, customers, financiers, government instrumentalities and any communities with which the Group conducts business.

13.2 The Group is committed to conducting all its operations in a manner which:

- (a) protects the health and safety of all Personnel and community members;
- (b) recognises, values and rewards the individual contribution of all Personnel;
- (c) achieves a balance between economic development, maintenance of the environment and social responsibility;
- (d) maintains good relationships with suppliers and the local community; and
- (e) is honest, lawful and moral.

13.3 All Personnel are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group.

14.0 RESPONSIBILITIES TO STAKEHOLDERS

14.1 The standards of personal and professional behaviour applicable to all Personnel are as follows:

- (a) Personnel must act in accordance with the Company's stated values and in the best interests of the Company subject to any applicable higher duty set out in any applicable legislation or Regulations;
- (b) Personnel must act honestly and observe high standards of personal integrity in the course of carrying out their duties;
- (c) Personnel must ensure decisions can be seen to be reasonable, fair and appropriate to the circumstances based on consideration of all the relevant facts and supported by adequate documentation;

- (d) Personnel must act ethically and responsibly and not knowingly participate in any illegal or unethical arrangements, including without limitation offering any bribe, facilitation payment, secret commission or other unlawful or unethical payment;
- (e) Personnel must ensure that any official Group information is not used, without Management/Board authorisation, in order to gain a financial or other benefit for themselves or any other person or group;
- (f) Personnel must maintain as appropriate the confidentiality of Group dealings when interacting with outside organisations and others within the Group;
- (g) Personnel must have an understanding of the Company's business and the environment in which it operates and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (h) Personnel will treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy, respect and not engage in bullying, harassment or discrimination;
- (i) Personnel must act in accordance with occupational health and safety legislation, regulations and policies applicable to the organisation and to use security and safety equipment provided;
- (j) Personnel must maintain adequate security over Group property, facilities and resources and information;
- (k) Personnel will deal fairly with all parties who have legitimate business with the Company;
- (l) Directors must be informed of any material breaches of the Company's Code by Personnel and ensure that the Directors themselves speak and act consistently with the Code;
- (m) Directors and Officers are obliged to exercise sound judgement in their decision-making processes and will not attempt to influence their colleagues improperly in relation to issues or matters where independent judgement is expected of the other person; and
- (n) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If further material is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to

the Board or the Company should be cleared in advance (preferably by the full Board), but at least by the Chair.

15.0 DISCLOSURE OF CODE

15.1 A copy of this Code must be provided to Personnel upon appointment and is also made available, and updated as required, on the Company's website careteq.com.au in a clearly marked "Corporate Governance" section.

16.0 REVIEW OF THIS CODE

16.1 This Code will be reviewed regularly to ensure it is operating effectively and meets the best practice standards and needs of the Group. Any changes to the Code will be notified to you in writing.

16.2 Updates and amendments to this Code will be the responsibility of the Company Secretary. All new management or other relevant Personnel will be provided with a copy of this Code as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate Officers and Personnel by the Company Secretary.

17.0 VARIATION

17.1 The Board may change this Code by resolution.

18.0 FURTHER ASSISTANCE

18.1 Any questions about this Code should be referred to the Company Secretary.

19.0 APPROVED AND ADOPTED

14.1 This Policy was approved and adopted by the Board on 22nd October 2021