

## **Code of Conduct**

### **Introduction**

Tian An Australia Limited (**Company**) aims to maintain a high standard of ethical business behaviour at all times and expect its non-executive directors, employees and contractors (collectively referred to as **Workplace Participants**) to treat others with fairness, honesty and respect.

The purpose of this code is to:

- articulate the high standards of honest, ethical and legal behaviour expected of the Company's Workplace Participants;
- encourage the observance of those standards so as to protect and promote the interests of security holders and other stakeholders in the Company;
- guide Workplace Participants as to the practices thought necessary to maintain confidence in the Company's integrity;
- set out the responsibility and accountability of Directors, the Executive Leadership Team and managers in particular to report, and investigate reports of unethical and/or illegal practices.

### **Expectations of Workplace Participants**

At a minimum, the Company expects that all Workplace Participants will:

- always act fairly and consistently;
- be respectful in all dealings with others and treat them openly and honestly without prejudice or discrimination;
- not behave in a manner that is fraudulent, corrupt or unlawful;
- not behave in a manner that negatively impacts the work environment; and
- behave in a manner that is not only lawful but also complies with current moral and community standards.

### **Compliance with laws, regulations, policies and procedures**

The Company requires and expects Workplace Participants to:

- comply with all laws, rules and regulations that apply to the Company in the conduct of its business and affairs;
- abide by all applicable rules and standards of bodies empowered to regulate the industries in which the Company operates;
- comply with all contractual obligations and other undertakings without attempting to evade or delay compliance;
- abide by all protocols, policies and procedures of the Company.

The requirement to comply with all laws, regulations, policies and procedures includes situations where a Workplace Participant is representing the Company externally, is attending an out-of-office activity such as a Christmas party and 'social media' activity, irrespective of whether that social media activity is accessed via the Company network or accessed externally.

If there is any conflict between the terms of this code and the law, you must comply with the law.

Employees are encouraged to seek guidance from a member of the Company's Executive Leadership Team, the CEO or non-executive Director concerning the appropriate response to perceived unethical and/or illegal behaviour encountered within the Group or by competitors or suppliers.

The Company and all Workplace Participants will cooperate with regulatory bodies in any properly constituted investigation relevant to the Company or the industries in which it operates. However, if any employee is approached by a regulator body (for example the Australian Securities Exchange or the Australian Securities and Investments Commission), they should refer the body to the appropriate person for handling such enquiries, namely the Company Secretary.

### **Insider Trading**

This Code and other relevant policies prohibits dealing (which includes tipping others off) in the Company at any time when a Workplace Participant is in possession of market sensitive non-public information about the Company e.g. financial results, a takeover or merger discussion, material changes in asset valuations.

Company Policy identifies certain roles within the Company that are classified as being Restricted Officers. These are the roles that are more likely to be exposed to market sensitive non-public information. Restricted Officers must always seek prior written approval before dealing in the Company's securities.

The Company may, depending on circumstances, impose trading blackout periods at any time on all Workplace Participants (including Restricted Officers).

The basic rule is "if in doubt, don't deal" or speak to the Company Secretary if unclear.

### **Theft and Fraud**

Engaging in any sort of activity that involves the theft, fraud or misappropriation of any Company property or that of Workplace Participants, suppliers, investors or customers is prohibited under this Code.

Examples of fraudulent activity include, but are not limited to:

- accepting or making bribes;
- falsifying the Company's records or those of its employees, suppliers, customers or investors;
- falsely submitting expense claims and invoices;
- stealing.

The Company will ensure that such activities are promptly investigated and reported to the relevant authorities.

### **Bribery and Corruption**

This Code prohibits the Company's involvement in any form of bribery and/or corruption.

This means that the Company does not provide or receive anything of value specifically with the expectation of receiving a favourable decision or special treatment. This applies to the Company's dealings with other businesses and governments (whether local, state, federal or overseas).

It is illegal to:

- offer, give, authorise, request or receive money, gifts, preference, privilege or anything of value (or even simply a personal favour) that alters or is intended to alter the behaviour of the recipient (commonly known as "bribes", "secret commissions" or "kickbacks");
- engage in dishonest activity in which a Workplace Participant acts contrary to the interests of the Company and abuses his/her position of trust in order to achieve some personal gain or advantage for him/her or for another person or entity;
- aid and abet the above offences.

The Company will not engage in facilitation payments (in any jurisdiction) and any request by a third party for such a payment is to be immediately referred to the Company Secretary. Facilitation payments are payments (sometimes minor) made for the purpose of expediting or securing the performance of a routine government action (eg processing government papers such a visa, delivery of mail, providing communication services).

### **Gifts and Entertainment**

Workplace Participants must refrain from soliciting gifts or benefits from other parties and must exercise due care and discretion when giving or receiving business related gifts. Workplace Participants must not give any gifts or entertainment to or accept any gifts or entertainment from any person doing business with the Company if the gifts or entertainment could reasonably be regarded as influencing or perceived to influence the recipient (where the recipient is in a position to influence an outcome) or creating business obligations on the part of the recipient.

For example, gifts and entertainment must not be provided or received during a tender process where the recipient is in a position to influence the outcome of the tender process.

In general, reasonable offers of gifts and entertainment such as social or sporting events of moderate value, may be provided or accepted where it is legal and in accordance with business practice.

However, gifts of travel or accommodation must not be accepted unless approved by a member of the Executive Leadership Team and in the case of a member of the Executive Leadership Team, approved by the CEO, and in the case of non-executive Directors and/or the CEO, the Chair.

Employees should consult their Manager, or failing him/her a member of the Executive Leadership Team, the CEO or any Director, the Chair, if they are in any doubt as to whether they should make or accept any offer of a gift or entertainment over \$200 in value. Gifts or entertainment which exceed \$200 per head must be entered into the Company's Gift & Entertainment Register by notifying the Company Secretary. It is permissible to accept a discount from a Company's supplier when that discount is available to all Workplace Participants.

### **Political and Charitable Donations**

The Company is prevented from making political donations or soliciting another person to make political donations on behalf of the Company.

The term "political donation" includes, but is not limited to any gifts that are made for the benefit of a political party, an elected member, a candidate or a person who intends to use the gift to make a political donation. Any amount paid as an entry fee to political fundraising ventures or functions, such as political fundraising lunches or other briefing sessions hosted by a political party are also classified as being political donations, and are prohibited.

Workplace Participants are prohibited from:

- making a political donation on behalf of any member of the Company; and
- soliciting another person on behalf of the Company to make a political donation. This includes engaging the services of professional lobbyists to act on behalf of the Company.

Any director or officer (and their spouses) of the Company are, in both their personal and the Company capacities, prohibited from:

- making a political donation;
- paying an amount of \$1,000 or more for an annual or other subscription to a political party as a member of the party or for an affiliation with the party; and
- soliciting another person to make a political donation on their behalf.

From time to time the Company may make donations to charitable and not for profit organisations and causes as part of its commitment to good corporate social responsibility.

The amount of charitable donations made by the Company each year will be disclosed in the Annual Report.

### **Anti-Money Laundering / Counter Terrorism Financing**

The Company does not knowingly participate in money laundering or terrorism financing activities. Workplace Participants must not engage in any form of money laundering or terrorism financing activities.

### **Sanctions**

The Company complies with all Australian legislation dealing with sanctions.

This means that the Company prohibits business dealings with any Sanctioned individuals, entities or foreign jurisdictions. The Company conducts regular Sanctions screening of Workplace Participants, joint venture partners, investors and suppliers.

### **Risk**

Risk management is a key element of effective corporate governance. Recognising this, the Company has a risk management policy and specific procedures for identifying and managing the Group's risks. Workplace Participants who knowingly and recklessly operate outside the Company's risk management policy and framework will be subject to disciplinary action.

### **Health Safety Environment**

Workplace Participants engaged in the Company's business undertakings are required to comply with all Company policies, procedures and guidelines related to the management of Health Safety Environment.

This includes a requirement for each Workplace Participant to take reasonable care to ensure their own health and safety at work and to avoid through their actions adversely affecting the health and safety of others at the Company's workplaces.

Workplace Participants engaged in the Company's business undertakings must also take reasonable care to protect the environment and the potential for adverse impacts from such undertakings must be controlled.

To help the Company better understand risks across its business activities, Workplace Participants are required to report any incident related to Health Safety Environment immediately on becoming aware of the incident and not later than 24 hours after the incident.

### **Drugs and Alcohol Usage**

The Company takes a responsible approach to drugs and alcohol in the workplace.

Drugs are not allowed in a Company workplace unless they are prescribed by a Doctor. A Workplace Participant who is taking prescribed drugs by way of medication that may impact upon their performance and/or wellbeing should advise their immediate manager accordingly.

Workplace Participants may, from time to time, be based at places where the work site concerned is subject to a total ban on alcohol. Where this is the case, Workplace Participants must comply with that requirement. In workplaces where no such ban exists, managers may allow alcohol on a limited and responsible basis.

### **Proper Use of Position and Resources**

The Company requires all Workplace Participants to use their corporate position and corporate resources in a responsible manner.

Broadly, this includes duties to:

- (a) act in good faith and in the best interests of the Company as a whole;
- (b) act with due care and diligence;
- (c) act for proper purposes;
- (d) refrain from:
  - making improper use of information gained through their office or employment;
  - taking improper advantage of their position;
  - soliciting gifts or benefits from other parties for personal use or gain;
- (e) complies with all legislation.

### **Protection and Proper Use of Company Asset**

The Company expects that Workplace Participants will use reasonable endeavours to protect the Company's assets and to ensure their efficient use for legitimate business purposes. Any suspected incidents of fraud or theft should be reported immediately for investigation.

Workplace Participants must protect the Company's assets (including proprietary information such as intellectual property, business and marketing plans, employee information, and any other information concerning the Company that is not generally known to the public) subject to the Company's Policies. This obligation continues after Workplace Participants cease employment with the Company.

### **Protection and Proper Use of the Company's Information Technology**

The operation of the Company's Information Technology networks, systems and devices by a Workplace Participant must be in accordance with relevant policies and procedures. Workplace Participants will be held accountable for any operation performed using their user ID including any transaction, message, access, retrieval or authorisation executed on a Company system or device. In addition, the distribution of inappropriate images and/or language is prohibited.

### **Confidentiality and Privacy**

All Workplace Participants must:

- (a) maintain the confidentiality and privacy of all proprietary, commercial or other information that is confidential to the Company, its customers, suppliers or employees that is acquired in the course of performing their duties for the Company; and
- (b) not make improper use of, or improperly disclose, such confidential and private information to third parties, except as otherwise approved by Directors or a member of the Executive Leadership Team, required by law or the listing rules of an applicable stock exchange.

All Workplace Participants must keep confidential the existence and details of Board and management information, discussions, deliberations and decisions to the extent that they: a. are not publicly known; and b. have not been approved by Directors or the Executive Leadership Team for public release.

All other information that is not generally available concerning the activities, results or plans of the Company must be used for authorised purposes only. Such confidential information should be treated and communicated with care, and must not be disclosed outside the Company without permission.

The Company is committed to the protection of confidentiality and individual privacy. The Company and Workplace Participants must comply with the privacy or data protection laws of those jurisdictions in which the Company operates. Workplace Participants must observe the Company's privacy policy when collecting, using, disclosing and providing access to personal information.

These obligations of confidentiality and privacy continue after Workplace Participants leave the Company.

### **Conflict of Interest**

A conflict of interest may arise if a Workplace Participant or their families, friends or business associates have a personal interest in a business decision involving the Company.

Examples include:

- A Workplace Participant using their position at the Company for personal gain
- A Workplace Participant using the Company's systems and equipment for personal gain
- A Workplace Participant having a second job that conflicts with the Company's business
- A Workplace Participant joining the board of a competitor's company
- A Workplace Participant who has a financial interest in an organisation that competes with a the Company's business

Conflicts of interest can also arise between the Company's various legal structures and the capacities in which they act. One example is where a Company entity is an investor in a trust in which other external parties also invest – while this does not mean that the Company should not be an investor, it does require that the conflict be disclosed and correctly managed.

Workplace Participants must use all reasonable endeavours to avoid being in a situation in which their personal or external interests could conflict with the best interests of the Company.

Where a Workplace Participant has, or becomes aware of an actual or potential conflict of interest or duty in connection with the Company's affairs, that conflict must be disclosed to the relevant member of the Executive Leadership Team or the CEO and in the case of non-executive Directors, the Chairman, to ensure adequate and appropriate measures are taken to safeguard the interests of the Company and its security holders.

### **Outside Employment or Directorships**

Employees must not hold outside employment or directorships that may conflict with the proper performance of their roles at the Company. All proposed outside employment and directorships must be approved by the Company Secretary or CEO.

### **Excellence in Performance**

Continued success and growth is very much dependent on the consistent achievement of excellence and quality in all activities.

To achieve this Workplace Participants must ensure that the Company has available an adequate body of knowledge for the quality and excellence required and acknowledge that they have a responsibility to continue to develop their professional expertise.

All Company employees have a performance plan and a development plan that are developed annually and agreed with their manager. Plans are reviewed twice yearly by managers and employees to assess each individual's performance against the objectives and KPI's detailed in the performance plan.

### **Speaking on Behalf of the Company to the Media**

Under the Company's Communications Policy, the only employees authorised to speak on behalf of the Company to institutional investors, market analysts or the media, are the Chairman, a member of the Executive Leadership Team or their approved delegates.

### **Diversity**

The Company respects and values the competitive advantage of "diversity" and the benefit of its integration throughout the Group, in order to enrich the Group's perspectives, improve corporate

performance, increase shareholder value, and enhance the probability of achievement of the Group's objectives.

Workplace Participants must respect cultural, gender, sexual preference, religion differences that exist within the workforce. All employment decisions must be based on established policies and procedures. Discrimination will not be tolerated under any circumstances.

### **Fair Dealing**

The Company will engage only in fair and vigorous competition and will at all times comply with all legislative requirements. The Company will treat customers in a fair, open and honest manner.

The Company expects its Workplace Participants to also deal fairly with competitors, suppliers and fellow employees.

The Company expects that its Workplace Participants will not take unfair advantage of any party dealing with

The Company through illegal conduct, manipulation, undue influence, concealment, abuse of privileged or confidential information, misrepresentation of material facts, bullying and harassment, or any other unfair dealing practice.

### **Compliance with the Code of Conduct and All Policies**

This Code is supported by a variety of Policies and procedures. In the event that there is a conflict between the standards outlined in this Code and a Company Policy, the requirement in the most recently approved document will always apply.

The Company is committed to promoting and maintaining a culture of honest, ethical and law abiding behaviour. To fulfil this commitment, the Company needs to be able to ensure that:

- (a) violations of these standards, requirements and expectations are detected and reported; and
- (b) appropriate action is taken in response to any such violations.

Accordingly, the Company encourages its Workplace Participants to report promptly in good faith any violations or suspected violations of this Code of Conduct.

Directors should report any such violations initially to the Chairman, or failing him/her, the CEO. Members of the Executive Leadership Team should report any such violations to the CEO, or failing him/her to the Chairman. Other employees should report any such violations to their direct manager, or failing him/her to a member of the Executive Leadership Team, or failing him/her to the CEO.

While such reporting is encouraged to occur through the normal hierarchy of the business, the Company maintains an Open Line Policy to provide a means of reporting where an individual considers the standard reporting processes inadequate due to the seriousness of the issue, a fear of reprisal or disadvantage, or other factors. The Open Line Policy provides the option of reporting anonymously or named, and ensures an objective, confidential, and independent reporting and investigation process overseen by the Open Line Committee.

The Company affirms that where a Workplace Participant reports in good faith an actual or suspected violation of this Code of Conduct, the position of the person making the report will be protected, including through the following measures:

- (a) the person's identity will not be revealed without their consent (except where such disclosure is required by law); and
- (b) no disciplinary, discriminating or other adverse action will be taken (or tolerated) against that person as a consequence of reporting, in good faith, that violation or suspected violation.

The Company requires that all Workplace Participants who receive a report of an actual or suspected violation of this Code of Conduct to take all reasonable steps within their control to ensure that the behaviour alleged in the report is thoroughly investigated, the rules of natural justice are observed in that investigation and that appropriate disciplinary action is taken if the allegation is substantiated; and

Workplace Participants who are proven to have breached this Code of Conduct will face disciplinary action which, depending on the seriousness and severity of the breach, could include legal action and/or dismissal.