
FINANCE DIRECTOR CODE OF CONDUCT

This Code of Conduct sets ethical standards for the Finance Director ("FD") of the Company. The code provides that the FD will:

- Discharge duties at the highest level of honesty and integrity. Integrity is the quality from which public trust is derived and a benchmark against which the FD must measure all decision-making.
- Observe the rule and spirit of the law and comply with the ethical and technical requirements of any relevant regulatory or professional body.
- Respect all the confidentiality of all confidential information acquired in the course of business and not make improper use or disclose such confidential information to third parties without specific authorisation or legal requirement.
- Observe the principles of independence, accuracy and integrity in dealings with the Board, audit committees, Board committees, external auditors and senior executives within the organisation and other relevant bodies external to the organisation.
- Disclose to the Board any actual or perceived conflicts of interest of a direct or indirect nature of which the FD becomes aware and which the FD believes could compromise in any way the reputation or performance of the organisation.
- Maintain the principle of transparency in the preparation and delivery of financial information to both internal and external users.
- Exercise diligence and good faith in the timely preparation of financial information and ensure that such information is accurate, timely and represents a true and fair view of the financial performance and condition of the organisation and complies with all applicable legislative requirements.
- Ensure that maintenance of a sound system of internal controls to safeguard the organisation's assets and to manage risk exposure through appropriate forms of control.
- Set a standard for honesty, fairness, integrity, diligence and competency in respect of the position of FD that will encourage emulation by others within the organisation.
- Remain committed, at all times, to observing, developing and implementing the principles embodied in this Code in a conscientious, consistent and rigorous manner.

KEY PRINCIPLES

Honesty and Integrity

The FD should be competent, committed and maintain an independent thought process. The FD should protect and preserve the integrity of the organisation's financial reporting process. The FD should behave in such a way as to ensure the integrity of the financial statements and by extension, the interests of shareholders are foremost.

Compliance with requirements

This code stresses the requirements to observe the spirit of all relevant regulatory regimes.

Use of information

The FD should deal with confidential information so as to neither gain a personal advantage or for an associate or cause detriment to the organisation.

Internal communications and dealings

The FD should ensure independence in reporting to the Managing Director and the Board through appropriate access and authority.

Conflicts of interest

The FD should adopt the principles of honesty, integrity and transparency to ensure no conflicts of interest arise to the detriment of the Company.

Transparency

The FD must ensure satisfaction all material matters in relation to the Company that could impact the equities market have been appropriately disclosed. This function should be carried out in accordance with the Company's continuous disclosure policy.

Diligence and good faith

The FD should be diligent to ensure that an organisation's financial statements are not materially misstated. This principle mandates adherence to the highest standards of care in the preparation of financial information. In particular, it requires the FD to present a "true and fair" view of the financial performance and condition of the organisation.

Internal controls

The FD is responsible for ensuring that personnel and financial systems have adequate and appropriate controls that are designed, implemented and operating effectively and efficiently.

Setting a standard

Finance staff are strongly influenced by the attitude and actions of the FD. The FD should be a role model in setting the standards for the entire finance function and throughout the organisation.

Compliance with this Code

This Code is the document that a FD should turn to regularly. The FD, and all relevant staff, should use the Code as a tool to enhance considered ongoing workplace reflection.