



ROTOGRO

Code of Conduct

Roto-Gro International Limited

ACN 606 066 059

1. Introduction

- 1.1 Roto-Gro International Limited (**Company**) is 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 Code of Conduct (**Code**) aims to define the appropriate standards of conduct and behaviour and applies to its directors, officers, employees and contractors of the Company (collectively, **Personnel**). It also provides a framework for the identification and resolution of issues concerning the conduct of employees at the Company.
- 1.3 The Company views breaches of this Code as serious misconduct. 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.

2. Protection from Liability

- 2.1 Personnel who in good faith, report a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.
- 2.2 The Company will indemnify its Personnel against liabilities incurred by them while carrying out their duties in good faith for the Company.
- 2.3 Personnel who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

3. Communicating Externally

- 3.1 The Company's relationships with the media and the investment community are to be conducted exclusively by the Chair of the Board, 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 Company, unless otherwise delegated by the Board.

4. Company Responsibilities

- 4.1 The Company 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. Respect for the Law

- 5.1 Whilst overseas all Personnel have an obligation to observe and comply with all overseas laws and respect overseas institutions and customs.
- 5.2 If in Australia and travelling to and from overseas all employees have obligations to observe and comply with all relevant State, Territory and Commonwealth law.
- 5.3 Personnel are also required to act in accordance with Company 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.

- 5.4 Personnel should also uphold the good name of the Company and exercise judgement in the best interests of the Company.
- 5.5 The Company 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.
- 5.6 In the event Personnel become aware of an actual or suspected situation which may lead to bribery or corruption it should be promptly reported to the relevant line manager or to the Company Secretary.
- 5.7 Any reports or information provided, on behalf of the Company, to federal, provincial, territorial, state, local or foreign governments must be true, complete and accurate. Personnel are required to assist the Company 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.
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6. Fair Treatment of People

- 6.1 This obligation covers the conduct of Personnel in their dealings with others including other Personnel of the Company, stakeholders and members of the local community.
- 6.2 For example, all Personnel should:
- 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;
 - Be respectful, responsive, courteous and prompt in dealing with stakeholders;
 - Refrain from acting in a way that would unfairly harm the reputation and career prospects of other Personnel;
 - Treat other Personnel with courtesy, fairness and equity; and
 - Avoid behaviour that may be reasonably perceived as harassing, intimidating, overbearing, bullying or physically or emotionally threatening.
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7. Personal and Professional Behaviour

- 7.1 Personnel are an ambassador for the Company during both their work and leisure time.
- 7.2 Personnel are placed in a position of trust and are expected to understand their obligations to the Company at all times and to be honest in carrying out their duties. Situations that may give rise to conflict of interest are typically:
- Personal relationships with other Personnel;
 - Personal relationships with people the Company is dealing with e.g. contractors or clients;
 - Personal relationships with local people that is unlawful under overseas law.
- 7.3 Personnel are expected to carry out their duties honestly, responsibly and impartially to the best of their ability.

7.4 For example, all employees should:

- Carry out their duties in a professional, responsible and conscientious manner;
- Carry out official directions and policies in a faithful, impartial and transparent manner;
- 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;
- Act in accordance with occupational health and safety legislation, regulations and policies applicable to the organisation and to use security and safety equipment provided.
- Maintain as appropriate the confidentiality of Company dealings when interacting with outside organisations and others within the Company; and
- Ensure that any official Company 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.
- Maintain adequate security over Company property, facilities and resources and information;
- Ensure that Company resources are managed effectively, efficiently and for their specified purpose; and
- Ensure that resources are used in a manner which does not harm the environment.

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

- A public official;
- A political candidate, party or party official;
- A community leader or other person in a position of public trust; or
- Any private sector employee

in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.

7.6 Gifts should never be offered or accepted in circumstances where the outcome of a transaction may be influenced or give rise to the perception that the transaction may be influenced by the gift.

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

8. Reporting Breaches and Violations

8.1 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 Company will:

- Consider and investigate, if appropriate, allegations of behaviour that may breach the Code or other Company policies;

- Take all reasonable steps to provide protection for Personnel who make disclosures in good faith regarding conduct that is inconsistent with this Code; and
 - Follow the appropriate procedures depending on the issues/concerns raised.
- 8.2 If Personnel believe that their own conduct or that of a fellow employee may have violated any such laws or this Code, then that Personnel is required to report the matter.
- 8.3 Violations may be reported to the Personnel's line manager or the Company Secretary of the Company. If the Personnel do not believe that a violation has been adequately addressed, they should report the violation to the Company's Chief Executive Officer or Chair of the Board.
- 8.4 Personnel do not have to reveal their identity in order to make a report. If they do reveal their identity, it will not be disclosed unless disclosure is unavoidable during an investigation.
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9. Exercising Care and Diligence in Employment

- 9.1 In the course of their duties, Personnel are entrusted with personal information. The Personnel concerned have a duty to maintain the confidentiality of personal and official information.
- 9.2 All Personnel have the right to expect confidentiality and privacy with respect to personal information.
- 9.3 Company property, funds, tools, equipment, vehicles, facilities and services must be used for authorised purposes.
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12. Insider Trading

- 12.1 Information concerning the activities or proposed activities of the Company, 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 Company requirements.
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13. Stakeholders

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

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

14. Notification

14.1 A copy of this Code must be provided to Personnel upon appointment.

15. Review of this Code

15.1 This Code cannot be amended without approval from the Company's Board. This Code will be reviewed from time to time to ensure that it remains effective and meets the best practice standards and needs of the Company.

16. Further Assistance

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

17. Approved and Adopted

17.1 This Policy was approved and adopted by the Board on 29 August 2019.