

# **FiNDI**

## **GROUP**

### **BOARD CHARTER POLICY**

**ABN 98 057 335 672**

**VERSION: 1.2**



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# BOARD CHARTER

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## 1. ROLE AND PURPOSE

This Board Charter sets out the principles for the operation of the board of directors (Board) of Findi Ltd (Company) and describes the functions of the Board.

This Board Charter and the charters adopted by the Board for the committees established by the Board have been adopted on the basis that good corporate governance adds to the performance of the Company and creates shareholder value and engenders the confidence of the investment market.

The Board is accountable to shareholders for the performance of the Company and is responsible for the corporate governance of the Company and its related bodies corporate (Group).

The purpose of this charter is to:

- a. promote high standards of corporate governance;
- b. clarify the role and responsibilities of the board; and
- c. enable the board to provide leadership and guide the Company's strategic direction, driving its performance and overseeing the activities of management and the operation of the Company.

This charter is supported by the Code of Conduct for directors, senior executives and all other employees, Committee charters, Share Trading Policy, Disclosure & Communications Policy, Whistleblower Policy, Diversity Policy and the Anti Bribery & Corruption Policy.

For the purpose of this charter, senior executives include all officers and employees who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance.

## 2. FUNCTIONS OF THE BOARD

The monitoring and ultimate control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of the Company's shareholders. The specific responsibilities of the Board include:

- a. appointment, evaluation, rewarding and if necessary the removal of the Executive Director/Managing Director/ Chief Executive Officer (the Executive Committee), Chief Financial Officer (or equivalent) and the Company Secretary;
- b. in conjunction with management, development of corporate objectives, strategy and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- c. establishing appropriate levels of delegation to the Executive Committee to allow them to manage the business efficiently;
- d. monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company;
- e. monitoring the performance of senior management including the implementation of strategy, and ensuring appropriate resources are available;
- f. via management, an appreciation of areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks;

- g. overseeing the management of safety, occupational health and environmental matters;
- h. satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- i. satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;
- j. to ensure that appropriate internal and external audit arrangements are in place and operating effectively;
- k. having a framework in place to help ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- l. reporting to shareholders.

### 3. COMMITTEES

The Board retains full responsibility for guiding and monitoring the Company. In discharging its Stewardship, the Board has formed an Executive Committee to manage the day to day operations of the Company as delegated by the Board.

Due to the size of the Company, the Board has not established an Audit & Risk Committee and Remuneration Nomination & People Committee and has assumed the responsibilities of those committees, however will establish and may establish other committees as and when required.

The Audit & Risk Committee Charter is located at Appendix B

The Remuneration Nomination & People Committee Charter is located at Appendix C

Each director has the right to seek independent professional advice on matters relating to their position as a director of the Company at the Company's expense, subject to the prior approval of the Chairman, which shall not be unreasonably withheld.

### 4. CONFLICT OF INTEREST

In the event of a conflict of interest or where a potential conflict of interest may arise, the involved director will (unless the remaining directors resolve otherwise in accordance with the Corporations Act 2001 (Cth)):

- a. withdraw from deliberations concerning the matter;
- b. abstain from voting on any motion relating to the matter; and
- c. not receive any board papers bearing on the matter, at a directors' meeting where that matter is being considered.

### 4. BOARD STRUCTURE

The composition, structure and proceedings of the Board are primarily governed by the Company's constitution. In accordance with the constitution of the Company, directors (other than the Executive/Managing Director) must not hold office without re-election past the 3rd Annual General Meeting following the director's appointment or 3 years, whichever is longer. The board should ideally comprise:

- a. a majority of non-executive directors;
- b. at least two independent non-executive directors;
- c. directors with an appropriate range of skills, experience and expertise;

- d. directors who can understand and competently deal with current and emerging business issues; and
- e. directors who can effectively review and challenge the performance of management and exercise independent judgment.
- f. The board may appoint a director that is an executive of the Company.
- g. An independent non-executive director is one who:
- h. is independent of management;
- i. free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their unfettered and independent judgment; and
- j. otherwise meets the criteria for independence set out in the ASX Principles and Recommendations published by the ASX Corporate Governance Council.

The Board shall meet at least six times per year, and otherwise as often as the directors determine necessary to enable the directors and the Board to fulfil their duties and responsibilities to the Company.

A director may call a meeting of the directors, and the Company Secretary must, if requested by a director, call a Board meeting.

The Chairman does not have a casting vote at meetings of the Board.

## 6. RELATIONSHIP WITH MANAGEMENT

The responsibility for the day-to-day operation and administration of the Company is delegated by the Board to the Executive Committee. The Board must ensure that the Executive Committee and the management team is appropriately qualified and experienced to discharge their responsibilities and will put in place procedures to assess their performance and the performance of executive directors. The Company will have a written agreement with each senior executive setting out the terms of their appointment.

Whilst there is a clear division between the responsibilities of the Board and management, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board will put in place a number of mechanisms to ensure this is achieved including:

- a. Board approval and monitoring of a strategic plan;
- b. approval of budgets and regular monitoring actual performance against budget; and
- c. procedures to be put in place to incorporate presentations covering key relevant areas of the Company's operations to each Board meeting by financial, operations, exploration and marketing management.

## 7. COMPANY SECRETARY

The appointment and removal of a Company Secretary will be subject to Board approval. The Company Secretary is directly accountable to the Board through the Chairman, on all matters to do with the proper functioning of the Board.

## 8. ETHICAL STANDARDS AND LEGAL DUTIES

Code of Conduct: Each director shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

Duties: The Board will operate in a manner reflecting the values of the Company and in accordance with its

agreed corporate governance guidelines, the Constitution, the Corporations Act and all other applicable laws and regulations.

**Conflicts of interest:** Each director has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

**Dealing in shares:** Directors must ensure any dealings in shares are in strict compliance with the Company's Securities Trading Policy and otherwise in accordance with the values of honesty and integrity.

The Code for Conduct Policy is located at Appendix A.

## 9. INDEPENDENCE

The Board supports the principle that each Director should be independent.

If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence, the director must immediately disclose all relevant details in writing to the Company Secretary, Remuneration Nomination & People Committee and the Chairman.

The Board regularly reviews the independence of each Non-Executive Director in light of information disclosed by each Non-Executive Director to the Board.

An independent director is a non-executive director who is not a member of management and who is free of any interest, position, association, business or other relationship that might influence or be perceived to influence, in a material respect, the independent exercise of their judgement.

In considering whether a director is independent and the criteria against which the Board determines the materiality of a relationship, the Board is to have regard to:

- a. the interests, positions and relationships affecting the independent status of a director as described in the 4th edition of the ASX Corporate Governance Principles and Recommendations;
  - the materiality guidelines applied in accordance with Australian accounting standards;
  - developments in International corporate governance standards; and
  - any independent professional advice sought by the Board at its discretion.
- b. The Board considers a relationship to materially influence, or be perceived to materially influence, a director's independent judgement, where it is of substance and consequence and there is a real and sensible possibility that it would affect the director's judgement.

If a director's independent status changes, this will be immediately disclosed and explained to the market.

The Company will aim to have a majority of independent non-executive directors, however this may not always be practicable given the size of the board and the circumstances of the Group, including the nature of the Group's business. Accordingly, the directors have absolute discretion to determine the appropriate composition of the board from time to time.

Where possible, the Chairman will be an independent director. The roles of Chairman and Executive Committee are not combined. The Executive Director(s)/CEO is accountable to the Board for all authority delegated to the position.

## 10. BOARD APPOINTMENT

The procedures for the appointment and removal of Directors are governed by the Company's Constitution and ASX Listing Rules. The Board may appoint Directors to fill casual vacancies up to the maximum number of Directors permitted under the Constitution. If the Board appoints a new Director during the year, that Director must stand for election at the next Annual General Meeting.

Directors have a maximum term of 12 years of continuous service, are subject to the retirement provisions contained in the Company's Constitution and the ASX Listing Rules, and at a minimum Directors must submit themselves to Shareholders for re-election at least every (3) years. The Company's Constitution provides that there must be an election of Directors at each Annual General Meeting.

## 11. DIRECTOR INDUCTION

The Company's induction program is implemented by the Board, who has assumed the responsibility of the Remuneration Nomination & People Committee, and Company Secretary. The induction program aims to provide a new Director with:

- a. detailed knowledge of the Company's business, including the company's financial position, strategy, operations and corporate and organisational structure;
  - general knowledge of the Company's industry;
  - information to allow the new Director to make informed decisions as soon as possible;
- b. access to the Company's Constitution, Charters, Corporate Governance Policies, D&O Insurance policy; and
- c. an overview of Director's statutory and common law duties, roles and responsibilities.

The Company is committed to continuing development of its Directors and executives. There is an expectation that all Directors and the Chief Executive Officer will commit to at least 2 days of professional development each year. Development may be in both governance and governance processes or in the Company's industry. The Board also undertake an annual review in relation to whether there is a need for existing Directors to undertake professional development.

## 12. PERFORMANCE REVIEW

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. The Board is responsible for undertaking an annual evaluation of Board and Director performance. The evaluation will:

- a. compare the Board's performance with requirements of this Charter;
- b. review the annual work plan incorporating any changes in the Charter; and
- c. set goals for the upcoming business year.

## 13. INDEMNITY OF DIRECTORS AND OFFICERS

The Company's Constitution requires that the Company indemnify a Director to the extent permitted by law for liability which arises from acting as director for Company's. The Company's Constitution also provides the Company may pay a person for a contract insuring a person who is a director of Company's against liability incurred by that person as a director of Company's.

The Company maintains a Directors & Officers Liability Insurance Policy to satisfy the Company's Constitution obligations. The Company has entered a Deed of Indemnity Insurance and Access with each Director and Company officer.

Directors have the right to access all books, records and documents of Company's.

The Board collectively, and each director individually, may obtain independent professional advice at the Company's expense, as considered necessary to assist in fulfilling their relevant duties and responsibilities.

Individual directors who wish to obtain independent professional advice should seek the approval of the Chairman (acting reasonably) and will be entitled to reimbursement of all reasonable costs in obtaining such advice. In the case of a request made by the Chairman, approval is required by the Chairman of the Audit and Risk Committee.

#### 14. REVIEW

Any amendments to this Charter must be approved by the Board.

This Charter is reviewed periodically as required.

## APPENDIX A – CODE OF CONDUCT

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### 1.0 INTRODUCTION

This Code of Conduct sets out the ethical standards which the Board, management and employees of the Company are encouraged to comply with when dealing with each other, the Company's shareholders and the broader community.

### 2.0 RESPONSIBILITY TO SHAREHOLDERS

The Company aims:

- 2.1 to increase shareholder value within an appropriate framework which safeguards the rights and interests of shareholders; and
- 2.2 to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

### 3.0 RESPONSIBILITY TO CLIENTS, EMPLOYEES, SUPPLIERS, CREDITORS, CUSTOMERS AND CONSUMERS

The Company will comply with all legislative and common law requirements which affect its business.

### 4.0 EMPLOYMENT PRACTICES

The Company will employ the best available staff with skills required to carry out the role for which they are employed. The Company will ensure a safe workplace and maintain proper occupational health and safety practices.

### 5.0 RESPONSIBILITY TO THE COMMUNITY

The Company will recognise, consider and respect environmental, native title and cultural heritage issues which arise in relation to the Company's activities and comply with all applicable legal requirements.

### 6.0 RESPONSIBILITY TO THE INDIVIDUAL

The Company recognises and respects the rights of individuals and will comply with the applicable laws regarding privacy and confidential information.

### 7.0 RECOMMENDATIONS RELATIVE TO FAIR TRADING AND DEALING

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

## 8.0 BRIBES, FACILITATION PAYMENTS, INDUCEMENTS AND COMMISSIONS

Corrupt practices are unacceptable to the Company. It is prohibited for the Company or its directors, managers or employees to directly or indirectly offer, pay, solicit or accept bribes or any other corrupt arrangements.

## 9.0 CONFLICTS OF INTEREST

The Board, management and employees must report any situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter must be brought to the attention of the Chairperson in the case of a Board member, the Managing Director or Chief Executive Officer (or equivalent) in the case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner.

## 10.0 COMPLIANCE WITH THE CODE OF CONDUCT

Any breach of compliance with this Code of Conduct is to be reported directly to the Chairperson.

## 11.0 REVIEW OF CODE

The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and staff. Suggestions for improvements or amendments to this Code of Conduct can be made at any time to the Chairperson.

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## APPENDIX B – AUDIT & RISK COMMITTEE CHARTER

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### 1.0 INTRODUCTION

The Company recognises its obligations pursuant to ASX Listing Rule 12.7 to have an Audit & Risk Committee.

### 2.0 RESPONSIBILITIES OF THE AUDIT & RISK COMMITTEE

The Audit & Risk Committee is entrusted by the Board to provide appropriate quality assurance regarding procedures and processes in relation to the following responsibilities:

- 2.1 external audit function:
  - 2.1.1 review the overall conduct of the external audit process including the independence of all parties to the process;
  - 2.1.2 review the performance of the external auditors;
  - 2.1.3 consider the reappointment and proposed fees of the external auditor; and
  - 2.1.4 where appropriate seek tenders for the audit and where a change of external auditor is recommended this will be reported to the Board for submission to shareholders for shareholder approval;
- 2.2 reviewing the quality and accuracy of published financial reports;
- 2.3 reviewing the accounting function and ongoing application of appropriate accounting and business policies and procedures;
- 2.4 reviewing and imposing variations to the risk management and internal control policies designed and implemented by Company management; and
- 2.5 any other matters that the Board may refer to the Audit & Risk Committee from time to time.

### 3.0 AUTHORITY

The Company's Audit & Risk Committee has the following authority:

- 3.1 to request management to attend meetings and to provide advice or information in the form required by the Audit & Risk Committee, and to request attendance by or information from a Company director with prior authority of the Chairperson;
- 3.2 through the Chairperson of the Audit & Risk Committee to contact external regulatory agencies directly in circumstances where the Audit & Risk Committee considers it is appropriate with all such contact documented clearly by the Audit & Risk Committee Chairperson; and
- 3.3 for the Audit & Risk Committee Chairperson on behalf of the Audit & Risk Committee to seek independent legal advice at the expense of the Company in circumstances where the Audit & Risk Committee Chairperson considers it is appropriate.

### 4.0 SECRETARY OF THE AUDIT & RISK COMMITTEE

The Secretary to the Board shall be the Secretary to the Audit & Risk Committee.

## 5.0 CONDUCT OF MEETINGS

- 5.1 The Audit & Risk Committee shall meet at least two times each year. Beyond this the Audit & Risk Committee Chairperson will arrange meetings as often as required as to allow the Audit & Risk Committee to fulfil its obligations.
- 5.2 The Audit & Risk Committee Chairperson is required to call a meeting of the Audit & Risk Committee if requested to do so by the Chairperson of the Board, by any Audit & Risk Committee member or by the external auditor.
- 5.3 The quorum for an Audit & Risk Committee meeting shall be a minimum of two members.
- 5.4 Audit & Risk Committee meeting agendas will be sent to Audit & Risk Committee members in advance of meetings wherever practicable.
- 5.5 The Secretary shall maintain minutes of all meetings of the Audit & Risk Committee and these minutes shall be signed by the Chairperson of the Audit & Risk Committee and approved by the Audit & Risk Committee at the next Audit & Risk Committee meeting or sooner if required.
- 5.6 The minutes of each Audit & Risk Committee meeting will be tabled at the next Board meeting.
- 5.7 The Secretary shall assist the Audit & Risk Committee Chairperson in dealing with the meeting agenda, providing documentation to Audit & Risk Committee members and any communications with Audit & Risk Committee members.

## 6.0 VOTING

Each member of the Audit & Risk Committee shall have one vote.

In the case of equality of voting, the Audit & Risk Committee Chairperson shall have a casting vote in addition to his deliberative vote.

## 7.0 WHO ATTENDS AUDIT & RISK COMMITTEE MEETINGS

- 7.1 All Audit & Risk Committee members are expected to attend Audit & Risk Committee meetings.
- 7.2 Any members of the Board may attend Audit & Risk Committee meetings.
- 7.3 The Audit & Risk Committee Chairperson may request the Audit & Risk Committee to meet with only non executive directors present and may require that only Audit & Risk Committee members be present at all or part of a meeting.
- 7.4 The Audit & Risk Committee Chairperson may invite representatives of the external auditor and the Company management to attend all or part of any Audit & Risk Committee meeting. The external auditor shall attend an Audit & Risk Committee meeting at least once in each annual reporting cycle.

## 8.0 AUDIT & RISK COMMITTEE REVIEW AND REPORTING

- 8.1 The Audit & Risk Committee is required to undertake an annual performance review of its own activities and the Chairperson of the Audit & Risk Committee shall report to the Board on the Audit & Risk Committee's performance annually. This review will assess the performance of the Audit & Risk Committee against the objectives contained in this document and other relevant criteria as approved by the Board.
- 8.2 The Audit & Risk Committee activities and functions shall be reviewed annually by the Board and its activities and functions may be revised in the interests of better meeting the needs of the shareholders as owners of the Company as a whole.

8.3 The Audit & Risk Committee will report to shareholders through the Annual Report. Information to be provided will include:

- 8.3.1 full description of the Audit & Risk Committee's composition;
  - 8.3.2 an outline of Audit & Risk and Risk Management Committee responsibilities; and
  - 8.3.3 any other information required by law or the ASX Listing Rules.
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## APPENDIX C – REMUNERATION NOMINATION AND PEOPLE COMMITTEE CHARTER

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### 1.0 NOMINATION - PURPOSE AND SCOPE

The selection and appointment of qualified, effective directors is essential to the proper governance of the Company. As a permanent sub-committee of the Board of the Company, the Remuneration Nomination & People Committee is central to obtaining such directors.

The Charter describes the responsibilities, composition and structure of the Remuneration Nomination & People Committee.

### 2.0 NOMINATION - ROLES & RESPONSIBILITIES

The Remuneration Nomination & People Committee's role is to provide guidance to the Board on matters relating to the appointment and termination of directors. Its responsibilities include:

- 2.1 Making appropriate recommendations for new appointments to or terminations from the Board
- 2.1 Evaluating the range of competencies of existing Board members, and identifying the competencies required.
- 2.1 Developing and maintaining a plan for identifying, assessing and enhancing director competencies.
- 2.1 Providing advice to the Board on compliance with the IPN Constitution relating to tenure, competencies and board composition of directors.
- 2.1 Ensuring that Board succession planning is in accordance with the requirements of the Company's Constitution (especially those sections relating to directors retirement by rotation).
- 2.1 Reviewing the commitment of all non-executive directors to ensure that adequate time is available and spent on Board business.
- 2.1 Providing the Company Secretary with all the relevant director information for disclosure in the Annual Report.

### 3.0 REMUNERATION - PURPOSE AND SCOPE

Effective and appropriate remuneration policies are crucial to the ongoing success of the Company. As a sub-committee of the Board of the Company, the Remuneration Nomination & People Committee plays a key part in ensuring that remuneration policies are not only effective, but they are also reported and explained to shareholders.

The Charter describes the responsibilities, composition and structure of the Remuneration Nomination & People Committee.

### 4.0 REMUNERATION - ROLES & RESPONSIBILITIES

- 2.1 The Remuneration Nomination & People Committee's role is to provide guidance to the Board on matters relating to the remuneration of directors and executives. Its responsibilities include:

- 2.1.1 Reviewing executive remuneration schemes proposed by management, and making recommendations to the Board;
- 2.1.2 Establishing policies for the recruitment, retention and termination of executive management; Reviewing and approving superannuation schemes;
- 2.1.3 Advising on an appropriate remuneration framework for directors; and
- 2.1.4 Providing the Company Secretary with all the relevant information for disclosure in the Annual Report.

## 5.0 COMPOSITION AND STRUCTURE

The structure and composition of the Remuneration Nomination & People Committee shall be as follows:

- 2.2.1 There shall be a standing Chairperson, who shall be a financially literate director;
  - 2.2.2 There shall be at least 2 other directors;
  - 2.2.3 One of the directors (but not the Chairperson) will be the Managing Director; and
  - 2.2.4 There will be a majority of independent directors.
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## APPENDIX D – DISCLOSURE AND COMMUNICATION POLICY

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### 1.0 DISCLOSURE REQUIREMENTS

The Company recognises its duties pursuant to the continuous disclosure rules of the ASX Listing Rules and Corporations Act to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

Subject to certain exceptions (in ASX Listing Rule 3.1A), the Company is required to immediately release to the market information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

### 2.0 RESPONSIBILITIES OF DIRECTORS, OFFICERS AND EMPLOYEES

The Board as a whole is primarily responsible for ensuring that the Company complies with its disclosure obligations and for deciding what information will be disclosed. Subject to delegation, the Board is also responsible for authorising all ASX announcements and responses of the Company to ASX queries.

Every director, officer and employee of the Company is to be informed of the requirements of this policy and must advise the Managing Director, Chief Executive Officer (or equivalent), Chairperson or Company Secretary as soon as possible (and prior to disclosure to anyone else) of matters which they believe may be required to be disclosed.

### 3.0 AUTHORISED DISCLOSURE OFFICER

The Board has delegated its primary responsibilities to communicate with ASX to the following Authorised Disclosure Officer:

- 3.1 the Company Secretary or
- 3.2 in the absence of the Company Secretary, the Managing Director, Chief Executive Officer or a designated Executive Director who is authorised to act in that capacity by the Board.

### 4.0 RESPONSIBILITIES OF AUTHORISED DISCLOSURE OFFICER

Subject to Board intervention on a particular matter, the Authorised Disclosure Officer is responsible for the following:

- 4.1 monitoring information required to be disclosed to ASX and coordinating the Company's compliance with its disclosure obligations;
- 4.2 ASX communication on behalf of the Company, authorising Company announcements and lodging documents with ASX;
- 4.3 requesting a trading halt in order to prevent or correct a false market;
- 4.4 providing education on these disclosure policies to the Company's directors, officers and employees; and
- 4.5 ensuring there are vetting and authorisation processes designed to ensure that Company announcements:
  - 4.5.1 are made in a timely manner;
  - 4.5.2 are factual;

- 4.5.3 do not omit material information;
- 4.5.4 are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

An Authorised Disclosure Officer must be available to communicate with the ASX at all reasonable times, and are responsible for providing contact details and other information to ASX to ensure such availability.

## 5.0 MEASURES TO AVOID FALSE MARKET

- 5.1 In the event that ASX requests information from the Company in order to correct or prevent a false market in the Company's securities, the Company will comply with that request. The extent of information to be provided by the Company will depend on the circumstances of the ASX request.
- 5.2 If the Company is unable to give sufficient information to the ASX to correct or prevent a false market, the Company will request a trading halt.
- 5.3 If the full Board is available to consider the decision of whether to call a trading halt, only they may authorise it, but otherwise, the Authorised Disclosure Officer may do so.

## 6.0 ASX ANNOUNCEMENTS

Company announcements of price sensitive information are subjected to the following vetting and authorisation process to ensure their clarity, timely release, factual accuracy and inclusion of all material information:

- 6.1 The Authorised Disclosure Officer must prepare ASX announcements when required to fulfil the Company's disclosure obligations.
- 6.2 Proposed announcements must be approved by the Chairperson or in his or her absence, urgent announcements may be approved by the Managing Director or Chief Executive Officer (or equivalent) or other person expressly authorised by the Board.
- 6.3 Announcements must first be released to the ASX Announcements Platform before being disclosed to any other private or public party (such as the media). After release of the announcement, it must be displayed on the Company's website, following which the Company can then release such information to media and other information outlets.
- 6.4 Wherever practical, all announcements must be provided to the directors, Chief Executive Officer (or equivalent) and Company Secretary prior to release to the market for approval and comment.

## 7.0 CONFIDENTIALITY AND UNAUTHORISED DISCLOSURE

The Company must safeguard the confidentiality of information which a reasonable person would expect to have a material effect on the price or value of the Company's securities. If such information is inadvertently disclosed, the Authorised Disclosure Officer must be informed of the same and must refer it to the Chairperson and Managing Director or Chief Executive Officer (or equivalent) as soon as possible.

## 8.0 EXTERNAL COMMUNICATIONS AND MEDIA RELATIONS

The Chairperson and Managing Director or Chief Executive Officer (or equivalent) are authorised to communicate on behalf of the Company with the media, government and regulatory authorities, stockbrokers, analysts and other interested parties or the public at large. No other person may do so unless specifically authorised by the

Chairperson, Managing Director or Chief Executive Officer (or equivalent).

All requests for information from the Company must be referred to the Authorised Disclosure Officer for provision to the Chairperson and Managing Director or Chief Executive Officer (or equivalent).

## 9.0 BREACH OF DISCLOSURE POLICY

Serious breaches of this disclosure policy may be treated with disciplinary action, including dismissal, at the discretion of the Board.

Where the breach is alleged against a member of the Board, that director will be excluded from the Board's consideration of the breach and any disciplinary action for the Company to take.

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## APPENDIX E – DIVERSITY POLICY

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### 1.0 INTRODUCTION

Findi Limited (Company) and its controlled entities (Group) recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity.

Diversity drives the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality services to its customers and continue to grow the business.

The Board has formally approved this Diversity Policy (Policy) in order to address and actively facilitate a more diverse and representative management and leadership structure.

This Policy:

- a. supports the commitment of to an inclusive workplace that embraces and values diversity;
- b. provides a framework for new and existing diversity-related initiatives, objectives, strategies and programs within the business of the Company;
- c. supports the commitment of the Company to informing shareholders regarding its progress towards implementation and achievement of its diversity objectives; and
- d. supports the commitment of the Company to aim for compliance with the ASX Corporate Governance Principles and Recommendations.

### 2.0 BENEFITS OF DIVERSITY

- 2.1 Diversity refers to the variety of differences between people in an organisation. Diversity encompasses gender, race, ethnicity, disability, age, sexual orientation, family responsibilities, cultural background and more.
- 2.2 Diversity is a key strategic asset of the Company. Improving diversity is therefore a key strategic focus.
- 2.3 The Company's commitment to diversity forms part of its merit-based organisational culture dedicated to the recruitment and retention of the best available talent at all levels, up to and including the Board.
- 2.4 The Company believes that embracing diversity in its workforce contributes to the achievement of its corporate objectives and enhances its reputation. It enables the Company to:
  - a. recruit the right people from a diverse pool of talented candidates;
  - b. make more informed and innovative decisions, drawing on the wide range of ideas, experiences, approaches and perspectives that employees from diverse backgrounds, with differing skill sets, bring to their roles; and
  - c. better represent the diversity of its stakeholders and markets.

### 3.0 COMMITMENT TO DIVERSITY

- 3.1 The Company is committed to achieving the goals of:
  - a. providing access to equal opportunities at work based on merit; and
  - b. fostering a corporate culture that embraces and values diversity.
- 3.2 The Company is an equal opportunity employer and welcome people from a diverse set of backgrounds.

## 4.0 BOARD COMPOSITION AND SELECTION

- 4.1 The Company's Board Charter provides that the board of directors of the Company (Board) should be made up of directors:
  - a. with an appropriate range of skills, experience and expertise;
  - b. who can understand and competently deal with current and emerging business issues; and
  - c. who can effectively review and challenge the performance of management, and exercise independent judgment.
- 4.2 The Board has established a People & Culture Committee. An objective of the Committee is to help the Board achieve its objective of ensuring that it has an effective composition, size and commitment to adequately discharge its responsibilities and duties. These responsibilities are set out in the People & Culture Committee Charter (which is available on the Company's website.) Its responsibilities include, among others:
  - a. identifying and recommending to the Board nominees for membership of the Board, including the chief executive officer;
  - b. identifying and assessing the necessary and desirable competencies and characteristics for Board membership, and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
  - c. developing and implementing processes to identify and assess necessary and desirable competencies and characteristics for board members; and
  - d. ensuring succession plans are in place to maintain an appropriate balance of skills on the board and reviewing those plans;
- 4.3 The Committee's procedure for identifying, assessing and selecting candidates for appointment as directors is set out in the People & Culture Committee Charter, and also includes making suitably extensive enquiries to find candidates from non-traditional sources.
- 4.4 The People & Culture Committee has regard to gender diversity objectives in Board recruitment, Board performance evaluation and succession planning processes.

The People & Culture Committee has regard to the corporate culture of the Company which embraces diversity in the composition, recruitment and the differences in desired skill set of and between employees, senior management and the board.

## 5.0 RECRUITMENT OF EMPLOYEES AND SENIOR MANAGEMENT

The Company is committed to ensuring equal employment opportunity for all employees and senior management, based on merit, ability, performance and potential, in a way that contributes to the achievement of its corporate objectives, including diversity.

## 6.0 OBJECTIVES FOR ACHIEVING GENDER DIVERSITY

- 6.1 From the date the Board approve this Policy and in subsequent financial years, the Board will:
  - a. Review and where possible, establish measurable objectives for achieving gender diversity; and
  - b. annually review and assess both the measurable objectives for achieving gender diversity and the Company's progress in achieving them.

- 6.2 When established, the Board will disclose in the Company's Annual Report both its objectives for achieving gender diversity and its progress in achieving those objectives.
- 6.3 The Board will disclose in the Company's Annual Report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.
- 6.4 To assist the Board to fulfil its responsibilities under paragraph 6.1, the Company Secretary will:
  - a. oversee a review of the relative proportion of men and women across the whole of the Company's organisation, in senior executive positions and on the Board, respectively;
  - b. report to the Board on the findings of this review and its recommendations for the objectives to be set by the Board for achieving gender diversity, having regard to any gaps identified from the review; and
  - c. report to the Board, at least annually, on the Company's progress in achieving the objectives set by the Board for achieving gender diversity.
- 6.5 Achievement of the objectives set by the Board is a factor which will be considered in assessing the performance of the Board, Executive Directors and Key Management Personnel within the Company

## 7.0 POLICIES THAT SUPPORT DIVERSITY

The Company's commitment to recognising the importance of diversity extends to all areas of the business including recruitment, talent development, skills development, appointment to roles, Board appointments, retention of employees, mentoring and coaching programs, flexible work arrangements, forms of leave available to employees, succession planning, and training and development.

This is further supported by the Company committing to eliminate all forms of unlawful discrimination, unlawful harassment, bullying, and victimisation of persons in the workplace.

## 8.0 ROLES AND RESPONSIBILITIES

Every employee within the Company is responsible for supporting and maintaining the Company's corporate culture, including its commitment to diversity in the workplace. Every employee is committed to providing a healthy and safe place to work.

## 9.0 REVIEW AND CHANGES TO THIS POLICY

- 9.1 The Board will review this policy periodically as necessary to ensure it complies with any applicable legal requirements and remains relevant and effective.
- 9.2 The Board may change this policy from time to time by resolution.
- 9.3 This policy is not contractual in nature.
- 9.4 This policy is not a promise of continued employment or of the benefits of that employment.

## 10.0 INTERACTION WITH OTHER LEGISLATION

This policy applies to the extent that it does not conflict with equal employment opportunity and anti-discrimination legislation in jurisdictions in which the Company operates.

## DOCUMENT CONTROL

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### DOCUMENT HISTORY

VERSION	ISSUE DATE	AUTHOR(S)	SUMMARY OF CHANGES
1.0	25/02/2020	Robyn Large	Updated from TSN to VOR
1.1	29/07/2022	Andrew Metcalfe	Annual compliance review
1.2	26/06/2023	Andrew Metcalfe	Annual Compliance Review

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