



## **Giaconda Limited Board Code of Conduct**

### **General**

A director must act honestly, in good faith and in the best interests of Giaconda as a whole;

A director must at all times exercise due care in the performance of their duties;

A director has a duty to use diligence in fulfilling the functions of office and exercising the powers attached to that office;

A director must use the powers of office for a proper purpose, in the best interests of Giaconda as a whole;

A director should not engage in conduct likely to bring discredit upon Giaconda;

A director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this code;

A director must recognise that their primary responsibility is to Giaconda's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of Giaconda;

At all times a director must be able to act in the interests of Giaconda as a whole. The interests of associates, affiliates, and personal interests of the director or the director's family must not be allowed to prevail over those of Giaconda; and

A director must not take improper advantage of the position of director.

### **Meetings**

Directors must be diligent, attend board meetings and make themselves knowledgeable about the rules and legal requirements, the operations of Giaconda and the industry and general social environment in which it operates.

Directors must not release information outside the Board Room.

Confidential information provided to directors in board meetings is the property of Giaconda and such information both written and verbal should not be released by an individual director except with the permission of the board. Confidential information available to directors must be used only in ways which are consistent with the obligations of directors to act impartially with integrity and in the public interest. There are specific exceptions required by law to this principle such as a requirement to give evidence in Court.

### **Independence and Conflict of Interest**

If a director has a direct or indirect interest in a matter being considered or about to be considered at a meeting of the board or a committee, and the interest appears to raise a conflict with the proper performance of the director's duties in relation to the consideration of the matter, the director must, as soon as possible after the relevant facts have come to the director's knowledge, disclose the nature of the interest at a meeting of the board or the committee.



After the director has disclosed the nature of an interest in any matter, the director must not, unless the board otherwise determines:

- be present during any deliberations of the Board or the committee with respect to the matter; or
- take part in any decision of a director or the committee with respect to the matter.

A director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.

A director must not allow personal interests, or the interests of any associated person, to conflict with the interests of Giaconda.

Directors must not solicit or accept gifts, rewards or benefits in connection with the performance of their duties, or which might compromise or be seen to compromise your independence and objectivity, or which might give rise to a real or apparent conflict of interest.

Director's may accept minor hospitality offered in the course of their duties if:

- the total value is nominal;
- the offer is in accord with normal social practice; or
- the level of hospitality is not more than the board would provide in similar circumstances.

Directors must take care not to use their position on the board to influence any other members or staff at Giaconda in the performance of their duties or functions for the purpose of obtaining any advantage for themselves or any other person, whether the advantage is direct or indirect.

### **Use of Information and Public Comment**

Confidential information received by a director in the course of the exercise of directorial duties remains the property of Giaconda and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by Giaconda, or the person from whom the information is provided, or is required by law.

Giaconda's spokespersons are the Chair and CEO and other persons authorised by them or the board. Directors should not comment to the public including the media unless otherwise authorised.