



## Code of Conduct for Directors

### 1 Purpose of the Code of Conduct for Directors

The Company is committed to a high-level of integrity and ethical standards in all business practices. All directors, employees and contractors must conduct themselves in a manner consistent with current community and Company standards and in compliance with all relevant legislation.

This policy applies to all executive and Non-executive directors of the Company and its subsidiaries. The objective of the Code of Conduct for Directors (“Code”) is to promote ethical and responsible decision making by the Directors. The Code embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of shareholder opportunity.

### 2 Discharge of Duties

Directors of the Company (“Directors”) must discharge their duties at the highest levels of honesty and integrity, acting in good faith and in the best interests of the whole Company, having regard to their position, and the organisation’s goals and objectives. A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

This entails taking personal responsibility for all issues over which they have control, and for reporting any observed breaches of laws or regulations. It also requires that the Directors do not act in ways, which would lead others to question their commitment to the Company.

As appointed officers, all Directors will undertake diligent analysis of all proposals placed before the Board, demonstrate commercial reasonableness and integrity in decision-making and will act with a level of skill expected from Directors of a publicly listed Company.

A Director, who is appointed to a Board at the instigation of a party with a substantial interest in the Company such as a major shareholder or a creditor, should recognise the particular sensitivity of the position. Fiduciary duty requires the Director to make a contribution in the interests of the Company and the shareholders as a whole and not only in the interest of the nominators.

### 3 Compliance with Laws, Ethics and Values

Directors must respect the laws, customs and business practices of the countries in which the Company operates, without compromising the Code principles. Additionally, the Directors must:

- promote and uphold the Company’s zero tolerance culture towards bribery, fraudulent conduct and other forms of corruption. In this



- regard, a Director must be familiar with and adhere to the legal obligations and principles set out in Company Code of Conduct and Anti-bribery & Corruption Policy;
- comply with the ethical and technical requirements of relevant regulatory and professional bodies;
  - comply with the legal framework governing the Company's operations and must be conscious of the impact of their business on society, in particular evaluation should be made to the environment, questions of occupational health and safety, industrial relations, equal opportunities for employees, the impact of competition and consumer protection rules, and other legislative initiatives that may arise from time to time;
  - comply with and promote ethical behaviour and decision making; and
  - not engage in conduct likely to bring discredit upon the Company.

The Company is an equal opportunity employer, and discrimination or harassment of any kind will not be tolerated.

#### **4 Conflicts of Interest**

All Directors have an obligation to be independent in judgment and actions, and Directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board.

In circumstances where personal interests may conflict with those of the Company, or its stakeholders, steps must be taken by each Director to eliminate or manage such conflict.

Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Company. Whether an interest is material or not is covered by the materiality threshold set by the Board.

The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest then the Director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. Directors are not required to absent themselves when either:

- the conflict of interest relates to an interest common to all Company members; or
- the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from being present during the discussion and/or voting on the matter.

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Gifts or entertainment must not be accepted where the acceptance of the gift does not comply with the Donations and Community Investments Policy or could create an obligation on the Company to outside parties.

## **5 Confidentiality and Use of Information**

Directors of the Company who are in possession of commercially sensitive or otherwise confidential information should not disseminate it to colleagues unnecessarily, and must not disclose the information to outside parties.

A Director should ensure that any information which is not publicly available and which would have a material effect on the price or value of the Company's securities is not provided to anyone who may be influenced to subscribe, buy or sell shares. All individuals and entities are prohibited by law from trading in the Company's securities if they possess commercially sensitive information not released to the ASX. The Board has adopted a Securities Dealing Policy governing when Directors, key executives and employees are able to buy and sell the Company's securities.

A Director must not make improper use of information acquired by virtue of the position as a Director. This prohibition applies irrespective of whether the Director would gain directly and indirectly a personal advantage or an advantage for any associated person or might cause detriment to the company.

Matters such as trade secrets, processes, methods, advertising or promotional programs, sales and statistics affecting financial results are particularly sensitive and must not be disclosed.

## **6 Outside Directorships**

Outside appointments or activity must not conflict with a director's ability to properly perform their duties, nor create an actual, potential or perceived conflict of interest.

Before accepting outside appointments or a position on the Board of directors of another company or organisation, directors must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest.

Directors must consult with the Chair or, in the case of the Chair, with the chair of the Audit and Risk Management Committee, before accepting outside appointments or positions. Where a proposed outside appointment or position may cause, or appear to cause, a conflict of interest, the Chair or chair of the Audit and Risk Management Committee, as applicable, may escalate the matter to the Board for further consideration.

Adopted by the Board on 27 January 2021.