



## TOPTUNG LIMITED

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# 5. CODE OF CONDUCT

**This Code of Conduct sets ethical standards for the directors, executive officers, employees and key contractors (collectively referred to as “Directors”) of TopTung Limited (“TopTung” or “the Company”) and its subsidiaries.**

The following six principles govern their conduct:

## 1. HONESTY AND INTEGRITY

Directors, executive officers, employees and key contractors shall act honestly and with integrity in all of their dealings for the Company. This includes engaging in and promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Directors, executive officers, employees and key contractors, will not discriminate on the grounds of people's race, religion, gender, marital status or disability.

Directors, executive officers, employees and key contractors will not make promises or commitments that TopTung does not intend, or would be unable to honour.

Directors', executive officers', employees' and key contractors' conduct, at all times will be such that their honesty is beyond question.

Directors, executive officers, employees and key contractors shall adhere to the truth, and not mislead directly or indirectly nor make false statement, nor mislead by omission.

## 2. CONFIDENTIALITY OF INFORMATION

Directors, executive officers, employees and key contractors will take all reasonable measures to protect the confidentiality of non public information obtained or created in connection with their activities and to prevent the unauthorised disclosure of such information unless required by applicable law or regulation or legal or regulatory process or with the consent of the Company.

Directors, executive officers, employees and key contractors will not use information obtained by them as a Director, executive officer, employee or key contractor of the Company for personal financial gain, nor will that information be used to obtain financial benefit for any other person or business.

Directors, executive officers, employees and key contractors shall respect the privacy of others.

## 3. DISCLOSURE OF INTERESTS

Directors, executive officers, employees and key contractors shall fully disclose

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active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time.

In performing their duties, Directors, executive officers, employees and key contractors will carry out their responsibilities to the exclusion of any personal advantage.

Directors, executive officers, employees and key contractors should avoid any situation involving a conflict, or the appearance of a conflict, between their personal interests and the performance of their official duties. If such a conflict arises, Directors, executive officers, employees and key contractors should promptly inform the Board and withdraw from participation in decision-making connected with the matter. If the conflict is potential rather than actual, Directors, executive officers, employees and key contractors should seek the advice about whether they should excuse themselves from the situation that is creating the conflict or the appearance of conflict.

Directors, executive officers, employees and key contractors, shall fully disclose all relationships they have with the Company in accordance with policies on independence that Directors may adopt from time to time. Directors, executive officers, employees and key contractors dealing with the Company will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest.

#### **4. DISCLOSURE OF INFORMATION**

Produce true, fair, accurate, understandable and timely disclosure in reports and documents that the Company and its subsidiaries are requested to make.

#### **5. ABIDING BY THE LAW**

Directors, executive officers, employees and key contractors shall abide by the law at all times, including any applicable rules and regulations.

#### **6. PAYMENTS, GIFTS, ENTERTAINMENT AND TRAVEL**

Directors, executive officers, employees and key contractors shall not use their status as a director, executive officer, employee and key contractor to seek personal gain from those doing business or seeking to do business with the Company. In regard to acceptance of favours, gifts and entertainment, Directors, executive officers, employees and key contractors should exercise tact and judgment to avoid the appearance of improper influence on the performance of their official duties. Directors, executive officers, employees and key contractors shall not accept any personal gain or any material significance if offered.

#### **7. SPECIFIC RESPONSIBILITIES OF EXECUTIVE OFFICERS AND EMPLOYEES**

- To comply with all lawful directions of the Company.
  - To promote the interests of the Company.
  - To act in accordance with the Company's approved policies and procedures (as amended from time to time).
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- To observe the Company required standards of performance and behaviour.

To devote full attention to Company duties and not undertake any paid or unpaid activity, which is damaging to the interests of the Company. It is the executive officer's or employee's responsibility to raise any potential conflicts of interest with their Manager who will advise if the activities are regarded as in conflict with the Company interests. Involvement in social, sporting, community, welfare, religious, artistic and political activities would not normally conflict with Company interests.

Recognise the Company uses computer software under licence, which may not be reproduced or copied in any way. Executive Officers or Employees may only use software in accordance with applicable licence arrangements and not to misuse software or related documentation including making, acquiring or using unauthorised copies of any computer software.

To use Company computers only for purposes approved by the Company. Executive Officers and Employees may not undertake any private work on equipment that is the property of the Company.

Executive Officers and Employees shall not remove any Company vehicles, tools, plant, equipment records, documents or computer files from Company premises or make copies, without the prior approval of the relevant manager of the Company.

Accept that in the course of employment, employees will not deal with the media (of whatever kind). Executive Officers and Employees are not authorised to give any details about the Company or its operations, or purport to represent the Company, unless specifically authorised to do so by the Executive Chairman or Managing Director.

Agree to support and contribute to the success of the Company Equal Employment and Workplace Behaviour policies.

To comply with environmental laws and regulations relevant to the Company activities.

During employment with the Company, Executive Officers and Employees may be shown or may create information that is confidential in its nature. Executive Officers and Employees acknowledge that the Company is entitled to the exclusive benefit of that confidential information. Confidential information created by executive officers or employees may be able to be made the subject of registered protection, such as a patent in which event employees will fully cooperate with the Company becoming the registered owner of the information.

If the information is not capable of registered protection, executive officers and employees will fully disclose it to the Company and not disclose it to any other person or use it for any other purpose than employment with the Company both during and after the termination of employment with the Company. Upon request by the Company, executive officers and employees will enter into a Confidentiality Agreement with the Company.

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## **8. COMPLIANCE WITH THE CODE OF CONDUCT**

If a Director, executive officer, employee or key contractor to the Company knows of, or suspects a violation of applicable laws, rules or regulations or the requirements of this Code of Conduct they must immediately report that information to the Company Secretary or the Chairman.

The Company recognises that resolving reported problems or concerns will advance the overall interests of the Company and will help to safeguard assets, financial integrity and reputation. Any reports will be treated confidentially. No person will be subject to retaliation because of a good faith report of a suspected violation.

## **9. DEFINITIONS**

For the purposes of this document the following definitions apply:

- "TopTung" means any of TopTung Limited and its subsidiary companies.
- "Employees" means all employees of TopTung whether or not in a full time, part time, temporary or permanent capacity.
- "Key Contractor" means any contractor involved in a material service or supply contract with TopTung.

Approved by the Board

29 June 2015

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