

CODE OF CONDUCT



1. Purpose

The purpose of this Code of Conduct is to provide a framework for decisions and actions in relation to the conduct of everyone who works for or on behalf of Critica Limited (**Company**). It underpins the Company's commitment to integrity and fair dealing in its business affairs and to promoting a culture of acting lawfully, ethically and responsibly within the Company and in its dealings with external stakeholders.

This Code of Conduct sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected of everyone when working for or on behalf of the Company.

The Company's core values and commitments are contained in the Company's Statement of Values.

2. Accountabilities

2.1 Who this Code of Conduct applies to

This Code of Conduct applies to all employees, directors and officers as well as contractors and consultants when working for or on behalf of the Company (each a **person** and together **people**). This Code of Conduct applies to you whenever you are representing the Company, which may be outside of working hours or outside of your usual workplace.

2.2 Responsibilities

When working for or on behalf of the Company, you are responsible for:

- (a) undertaking your duties and behaving in a manner that is consistent with the provisions of this Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from this Code of Conduct by yourself or others.

2.3 Managers and supervisors

In addition to the responsibilities set out in section 2.2 above, managers and supervisors are also responsible and accountable for:

- (a) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (b) ensuring people under their control understand and follow the provisions outlined in the Code of Conduct.

3. Personal and professional behaviour

When carrying out your duties, you should, and the Company expects that you will:

- (a) act in accordance with the Company's values;

- (b) act in the best interests of the Company, including having regard to the interests of the Company's key stakeholders;
- (c) act honestly and with high standards of personal integrity;
- (d) comply with all laws and regulations that apply to the Company and its operations;
- (e) act ethically and responsibly;
- (f) deal with customers and suppliers fairly;
- (g) contribute to an equitable and inclusive workplace culture that promotes and respects gender equality and other diversity;
- (h) treat colleagues with respect and not engage in sexual or other harassment, discrimination, bullying or victimisation (including of whistleblowers);
- (i) disclose and deal appropriately with any conflicts between your personal interests and your duties as a director, employee or officer of the Company or as a consultant or contractor to the Company (as applicable);
- (j) not take advantage of the Company's property, information or customers for personal gain or to cause detriment to the Company or its customers;
- (k) not take advantage of, or the opportunities arising from, your position for personal gain;
- (l) report any breaches of this Code of Conduct, misconduct or improper state of affairs or circumstances in relation to the Company to the appropriate person or in accordance with the Company's Whistleblower Policy as appropriate;
- (m) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (n) follow the policies of the Company; and
- (o) act in an appropriate business-like manner when representing the Company in public forums.

4. Conflict of interest

A conflict of interest arises when you could be influenced by, or it could be perceived that you are influenced by, a personal interest when carrying out your duties to the Company. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;

- (iv) personal relationships with others that the Company are dealing with that go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) made or accepted an offer of an inducement.
- (b) You may often be the only person aware of a conflict or the potential for a conflict to arise. It is your responsibility to avoid any potential or actual conflict that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager or if you are a director, to the board of directors of the Company (**Board**).
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager or if you are a director, with the Board.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager or if you are a director, to the Board. You must only give or accept appropriate gifts, entertainment and hospitality (including meals) which have a lawful and legitimate business purpose. Any gifts, entertainment or hospitality should be of moderate value and not give rise to any potential or actual conflict of interest or undue influence. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

5. Public and media comment

- 5.1 You have a right to give your opinions on political and social issues in your private capacity as a member of the community.
- 5.2 In line with the Company's Continuous Disclosure Policy, the managing director and chair of the Company are the Company's authorised spokespeople. Subject to the Company's Continuous Disclosure Policy and the Company's Delegation of Authority Policy (as amended from time to time), only those authorised spokespeople may talk to third parties (including media analysts and investors). The Company has a 'no comment' policy on media speculation and rumours, which you must observe.
- 5.3 However, the authorised spokesperson may authorise a statement in accordance with the Company's Continuous Disclosure Policy.
- 5.4 The above restrictions apply except to the extent that they are prohibited by law, for example, in relation to "whistleblowing".
- 5.5 See the Company's Social Media Policy and Continuous Disclosure Policy for further information.

6. Use of Company resources

- 6.1 Requests to use Company resources outside core business times should be referred to management for approval.

- 6.2 If you are authorised to use Company resources outside core business times, you must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.
- 6.3 If you use Company resources without obtaining prior approval, you could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7. Security of information

You must make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. You must ensure that confidential information is not disclosed to any other party within the Company or externally without the approval of management. Confidential information may only be disclosed or discussed with those who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised parties, and doing so may incur disciplinary action.

8. Intellectual property/copyright

- 8.1 Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.
- 8.2 The Company is the owner of intellectual property you create in the course of your employment with, or while you are engaged by, the Company unless a specific prior agreement has been made. You must obtain written permission to use any such intellectual property from the company secretary of the Company (**Company Secretary**) or the Company's legal counsel before making any use of that property for purposes other than as required in or by your role at, or engagement with, the Company.

9. Bullying, discrimination and harassment

- 9.1 The Company is committed to maintaining a workplace free from bullying, discrimination and harassment.
- 9.2 Bullying is defined as repeated, unreasonable behaviour directed towards an individual or group that creates a risk to health and safety. Harassment includes conduct that is unwelcome and offensive, targeting an individual's race, gender, age, or other personal characteristics. You are expected to foster a psychologically safe workplace by treating others with respect and promptly addressing any behaviour that could constitute bullying or harassment.
- 9.3 The Company values diversity and inclusion in the workplace and is committed to fostering an environment where all people feel respected, valued, and supported. We celebrate individual differences and ensure fair treatment regardless of gender, ethnicity, age, disability, religion, sexual orientation, or other personal characteristics. You are encouraged to embrace inclusivity in all aspects of your work.

- 9.4 You must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), religious beliefs, political conviction, union membership, socio-economic background, life experience, physical or intellectual impairment, homosexuality or transgender.
- 9.5 Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10. Corrupt conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action (including dismissal) will be taken in the event that any person is found to be participating or have participated in corrupt conduct. Refer to the Company's Anti-Bribery and Anti-Corruption Policy for further information.

11. Workplace health and safety

- 11.1 It is your responsibility to act in accordance with workplace health and safety legislation, regulations and policies applicable to your organisation and to use security and safety equipment provided.
- 11.2 Specifically, you are responsible for safety in your work area by:
- (a) following the safety and security directives of management;
 - (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
 - (c) minimising risks in the workplace.
- 11.3 You are responsible for promoting psychological safety and ensuring that the workplace is free from behaviours or practices that may harm mental health or wellbeing.

12. Legislation

It is essential that you comply with the laws and regulations of the countries in which the Company operates. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

13. Fair dealing

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. You should endeavour to deal fairly with the Company's suppliers, customers, consultants, contractors and employees.

14. Insider trading

You must observe the Company's Trading Policy to the extent that it applies to you as a Restricted Person (as defined in that Policy). For the avoidance of doubt, you will be a Restricted Person if you:

- (a) have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director of the Company (whether executive or otherwise);
- (b) are an employee of the Company; or
- (c) are a key or senior contractor or consultant who at the time is engaged by or providing services to the Company.

In conjunction with the legal prohibition on dealing in the Company's securities when in possession of inside information, the Company has established specific time periods when Restricted Persons are prohibited from dealing in the Company's securities and certain exempt circumstances when Restricted Persons may trade in the Company's securities during those periods.

If you are in doubt about the meaning of inside information or whether you are free to trade in the Company's shares or those of other listed companies, please refer to the Company's Trading Policy.

15. Responsibilities to investors

The Company strives to make full, fair and accurate disclosure of financial and other information on a timely basis. Refer to the Company's Continuous Disclosure Policy.

16. Breaches of the Code of Conduct

- 16.1 You should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.
- 16.2 Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements. Disciplinary action may include termination of employment or termination of your contract

- 16.3 An alleged breach will be taken seriously and investigated promptly.
- 16.4 Any material breaches of this Code of Conduct will be promptly reported by the Company Secretary or managing director of the Company (provided that the reporting person is independent of the breach) to:
- (a) the Board; or
 - (b) in this case of a material breach by a director or directors, a committee of the Board which does not include the breaching director(s).

17. Reporting matters of concern

You are encouraged to raise any matters of concern with the head of your business unit, the Company Secretary or in accordance with the Whistleblower Policy, in each case provided that the person you raise any matter of concern with is independent of such matter. The Company is committed to promoting a culture in which it is acceptable to speak up and raise concerns about behaviours that do not align with this Code of Conduct. You are encouraged to speak up about any misconduct, anything that you believe to be illegal, unethical or improper or any breach of this Code of Conduct. The Company will take these concerns seriously, act professionally when any behaviour is challenged and take a strong stance on any proven wrongdoing or breaches of this Code of Conduct. Similarly, the Company will not tolerate retaliation against anyone for raising a genuine concern and speaking up.

18. Creating an awareness of the Code of Conduct

- 18.1 Every director of the Company or person who has executive or leadership responsibilities must ensure that:
- (a) the Code of Conduct is communicated to and understood by all people reporting to him or her; and
 - (b) each person signs an acknowledgment of commitment and adherence to the Code of Conduct when they commence work with the Company or for any amendments as they occur.
- 18.2 All people new to the Company are to be provided with a copy of the Code of Conduct when they receive their job or contract offer or are appointed as a director.

19. Review

This Code of Conduct shall be reviewed annually by the Board to ensure that it is operating effectively and to ascertain whether any changes are required to be made.

20. Associated Documents

Statement of Values

Anti-Bribery and Anti-Corruption Policy

Continuous Disclosure Policy

Social Media Policy

Whistleblower Policy