

K&L GATES

Corporate Governance Policy
Code of Conduct

BirdDog Technology Limited
ACN 653 360 448

18 November 2021

K&L Gates
Melbourne office
Ref: 7393199.00001

Corporate Governance Policy

Date

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Introduction

Corporate governance refers to the system by which companies are directed and managed. It influences how the objectives of a company are set and achieved, how risk is monitored and assessed, and how performance is optimised. What constitutes good corporate governance will evolve with the changing circumstances of a company and must be tailored to meet those circumstances.

ASX's best practice recommendations

The ASX Corporate Governance Council (**Council**) provides guidelines in relation to corporate governance, entitled "*Corporate Governance Principles and Recommendations*" (4th Edition). This document articulates 8 central principles and 38 best practice recommendations (**ASX Principles and Recommendations**). The Council believes that the ASX Principles and Recommendations underscore good corporate governance and includes guidelines to assist companies in complying with the ASX Principles and Recommendations.

The board of directors (**Board**) of BirdDog Technology Limited ACN 653 360 448 (**Company**) supports the central principles and best practice recommendations published by the Council. The current policies, procedures and practices of the Company as contained in this Corporate Governance Policy (**Corporate Governance Policy**) comply with the Council's principles and best practice recommendations to the extent possible taking into account the Company's size, complexity, history and corporate culture.

As required under ASX Listing Rule 4.10.3, the Company will include in its annual report either the corporate governance statement (which discloses the extent to which the Company has followed the ASX Principles and Recommendations), or the URL of the page on the Company's website where the corporate governance statement can be located.

The Company will also lodge an *Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations*.

Company corporate governance charters and policies

The Company has adopted the following corporate governance charters and policies:

1. Primary Board Charter;
2. Code of Conduct;
3. Diversity Charter;
4. Trading Policy;
5. Audit and Risk Charter;
6. Nomination and Remuneration Charter;
7. Continuous Disclosure Policy;
8. Whistleblower Policy; and

9. Shareholder Communication Policy.

Attached are copies of each of the above charters and policies as adopted by the Board.

2. Code of Conduct

2.1 Purpose

The Board has adopted the following Code of Conduct to articulate the standards of behaviour expected of the directors, senior executives, Key Management Personnel (**KMP**), officers and employees of the Company.

In addition, the Board has adopted the measures outlined in section 2.3 of this Code of Conduct in order to prevent corrupt or unethical conduct and to provide guidance about acceptable forms of entertainment, corporate hospitality, gifts and political donations.

The Company recognises that the behaviour of its directors, senior executives, KMP, officers and employees reflects on the Company's reputation and standing in the community and with security holders. This Code of Conduct will enable the Company to improve, preserve and protect a lawful, ethical and responsible workplace culture and most effectively achieve the values and corporate goals of the Company

2.2 Responsibilities of directors, senior executives and employees

The Company expects that all directors, senior executives, KMP, officers and employees will:

- (a) act in accordance with the Company's values and corporate goals;
- (b) act in the best interests of the Company;
- (c) act honestly, ethically, responsibly and with high standards of personal integrity;
- (d) comply with all laws and regulations that are applicable to the Company and its operations;
- (e) treat fellow colleagues with respect and not engage in bullying, harassment or discrimination;
- (f) deal with customers and suppliers fairly;
- (g) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive, KMP, officer or employee of the Company;
- (h) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (i) not take advantage of their position or the opportunities arising from their position for personal gain; and
- (j) report any breaches of this Code of Conduct to the Board.

2.3 Conflict of Interest

The Company expects its directors, senior executives, KMP, officers and other employees (**Personnel**) to avoid any circumstances which may lead to a conflict of interest between their or their family's personal interests or activities and the interests or activities of the Company.

Personnel must declare any such circumstances so that either proper approval to continue those interests or activities can be granted, or the conflict may be avoided.

Such matters may include:

- (a) Personnel or their families or both benefiting from a business transaction that rightfully should be made available to the Company;
- (b) personal transactions, situations or involvement in which personal interests of Personnel or their family's or both actually conflict or have the appearance of conflicting with those of the Company or its related parties (eg interests in companies in competition with the Company);
- (c) Personnel engaging in other employment or activity that prevents or restricts them from performing to their best ability;
- (d) Company information of a confidential nature being used or disclosed without proper authorisation; and
- (e) business actions which have the potential to embarrass, harm or cause reputational damage to Personnel individually or the Company as a whole.

2.4 Anti-Bribery and Corruption

The offering of bribes or any other improper payment or benefit to public officials is a serious criminal offence and can damage the reputation and community standing of the Company.

The Company conducts business in an honest and ethical manner and takes a zero-tolerance approach to bribery and corruption.

The Company expects its directors, senior executives, KMP, officers and employees (**Personnel**), along with its distributors and representatives (including agents, consultants and contractors) (together, **Business Partners**) to maintain the highest standards of integrity and ethical business practice.

Many countries have laws which prohibit benefits being provided to government officials or officers with the purpose of influencing them to carry out their duties in a particular way. The Company is committed to complying with all applicable laws and standards.

Anti-bribery and corruption laws may have extra-territorial reach and many jurisdictions in which the Company operates have equivalent or similar laws, to which all Personnel and Business Partners must comply. In particular, Australian anti-bribery and corruption laws may apply to the conduct of the Company, its Personnel and Business Partners regardless of where it occurs.

This section 2.4 outlines what constitutes a bribe and who is considered to be a public official, along with the process and legal protections that are available when reporting a breach of this Code of Conduct and the applicable laws.

Appropriate action will be taken in respect of any Personnel who breach this Code of Conduct. Breaches by Business Partners will be dealt with in accordance with the terms of their engagement or appointment.

- (a) Definitions

In this Code of Conduct, the following definitions apply:

Bribe means money or any other benefit, including but not limited to cash, travel, gifts, entertainment, secret commissions, employment and directed charitable donations which are provided in order to influence a person to improperly exercise their duty. A benefit offered to a public official which is expressly permitted by written foreign law applicable to the official will not be a Bribe.

Public Official includes:

- » any officer or employee of a government or government owned/controlled entity;
- » a public international organisation;
- » a department or agency of a government or public international organisation;
- » any person acting in an official capacity for a government or public international organisation; or
- » political parties or candidates.

Facilitation payment is a payment of a small amount to secure or expedite a routine governmental action to which a company is otherwise lawfully entitled. Examples of such action include, but are not limited to, obtaining permits or licences, processing governmental papers such as visas and providing mail pick up and delivery.

Officer includes a director, senior executive, KMP or employee.

(b) **Conduct**

Each Personnel and Business Partner commits **not** to:

- (i) provide, offer or promise, either directly or indirectly, a Bribe to a Public Official or Officer with the intention of obtaining or retaining business or a business advantage;
- (ii) provide, offer or promise, either directly or indirectly, a Bribe to any person;
- (iii) permit, encourage or facilitate any other person to provide a Bribe to a Public Official or Officer;
- (iv) request, receive or agree to receive a Bribe;
- (v) use false or fraudulent documents, including by establishing off-the-book accounts or falsifying accounts or transactions; or
- (vi) intentionally and improperly destroy documents or financial records without the prior written consent of the Company.

(c) **Gifts and reimbursement of expenses**

Entertainment, corporate hospitality and gifts

The Company acknowledges that entertainment, corporate hospitality, sponsored travel or accommodation and the giving of modest gifts (together, **Gifts**) can, in appropriate circumstances, be legitimate business activities. The framework in this Code of Conduct

is not intended to prohibit reasonably and proportionate Gifts. It is designed to prevent Gifts where there is an intention to influence, induce or reward improper performance, in which case the Gift will be considered a Bribe.

This Code of Conduct applies to any Gifts provided in the course of a Personnel's or Business Partner's activities, including Gifts provided or received by Personnel or as Business Partners.

Personnel and Business Partners may provide Gifts to Public Officials or Officers where:

- (i) there is no intention to influence the recipient or any other Public Official or person to improperly exercise their duty;
- (ii) the Gift complies with local laws;
- (iii) the Gift is occasional, modest and reasonable, having regard to all of the surrounding circumstances, including the average income and standard of living in the recipient's place of residence;
- (iv) the Gift is not extravagant and does not create the appearance of impropriety and bribery;
- (v) the Gift is of an appropriate type and value and is given at an appropriate time, taking into account the reason for the Gift and the status, rank or position of the intended recipient;
- (vi) the Gift is not of an explicit or inappropriate nature and does not involve an explicit or inappropriate venue;
- (vii) the Gift is given openly, not secretly and, if posted, sent to the recipient's company address;
- (viii) if the Gift involves sponsored travel or accommodation:
 - (A) there is a documented commercial benefit to the Company of sponsoring the travel or accommodation (for example, travel to visit relevant operations);
 - (B) the travel or accommodation is no more than is reasonably necessary to achieve that benefit (for example, travel is limited to relevant decision makers and does not include spouses); and
 - (C) travel or accommodation payments are made by the Company directly to recognised travel providers; and
- (ix) prior written approval is obtained from the line manager and, if the Gift has a value of more than A\$300, the CEO.

When seeking the required written approval, Personnel must provide the following information:

- (x) the name and role of the recipient;
- (xi) a description of the Gift, including dollar value;

- (xii) the name and position of the Personnel or Business Partner providing the Gift;
- (xiii) the reason behind the provision of the Gift;
- (xiv) the date the Gift is to be provided; and
- (xv) any other information reasonably required by the Company.

The receipt or provision of any Gift (or the refusal of any Gift due to it being inappropriate) must be appropriately notified to the Chairperson or the CEO and recorded by the Company in an appropriate register.

Reimbursement of expenses

Other than expenses which are occasional and of modest value, Personnel and Business Partners must not offer or promise to reimburse or pay expenses incurred by a Public Official or any other person, without the prior written approval of the Chairperson or CEO.

Reimbursement may be approved where:

- (i) there is a legitimate connection between the incurred expenses and the Company's legitimate business interests (ie where the expenses are reasonable travel expenses incurred as a result of a person attending the Company's premises or an event hosted by the Company);
- (ii) the reimbursement or payment does not create the appearance of impropriety or bribery; and
- (iii) the reimbursement is provided directly to the government, a government agency or organisation which the Public Official or Officer represents or the payment is made directly to the third party provider of the goods or services.

(d) Reporting breaches

The Board self-reports any suspected breaches of this section 2.3 of this Code of Conduct or any other suspicious or corrupt interactions between Public Officials and Personnel and/or Business Partners, such as any express or implied requests for Bribes from Public Officials or other persons, to the Australian Federal Police in order to:

- (i) proactively identify and address wrongdoing within the Company;
- (ii) comply with the directors' obligations and duties to act in the best interests of the Company;
- (iii) minimise reputational damage; and
- (iv) be a good "corporate citizen".

Any internal reporting of a breach or other suspicious or corrupt interactions will be dealt with in accordance with the Company's Whistleblower Policy (attached at section 7 of this Corporate Governance Policy).

In accordance with the Whistleblower Policy, an **Eligible Whistleblower** (see definition in section 7 of this Corporate Governance Policy) reporting the breach or inappropriate

conduct will be protected from any victimisation or harassment, discrimination, demotion, dismissal or current or future bias as a result of making a report.

In making a report of a breach of this Code of Conduct or other inappropriate conduct, an Eligible Whistleblower may choose to remain anonymous or request that their name be kept confidential (attached at section 8.6 of this Corporate Governance Policy).

2.5 Training

Induction training on this Code of Conduct will be provided to all new Personnel and Business Partners. In addition, all Personnel will receive refresher training on at least an annual basis. Training is mandatory and will be tailored to the situations most relevant to particular Personnel.

Where a line manager determines that further training of particular Personnel, or Business Partners or all Personnel or Business Partners is required, such training will be arranged and will be mandatory. determines that further training of particular Personnel, or Business Partners or all Personnel or Business Partners is required, such training will be arranged and will be mandatory.

If Personnel or Business Partners are uncertain about the operation of this Code of Conduct or its application to a particular situation, the point of contact is Chairperson or CEO.

2.6 Review

The CEO will monitor compliance with this Code of Conduct. This Code of Conduct will be periodically reviewed to ensure it continues to operate effectively for the Company's business operations and will be amended as required.

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