

LITEHAUS INTERNATIONAL

CODE OF CONDUCT

BOARD OF DIRECTORS

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INTENT

This Code of Conduct outlines the values, principles and standards of behaviour expected of board members (herein referred to as directors) of LiteHaus International Inc. to ensure best practice standards of corporate governance are maintained and all activities of the organisation are carried out ethically and sustainably.

SCOPE

This Code of Conduct applies to directors of LiteHaus International as well as any person that may be appointed from time to time to supplement or replace existing directors and, members of any committees established by the directors.

CODE OF CONDUCT

1. Governance

The directors of LiteHaus International constitute the sole governing body of the company. Information about the appointment and removal of directors, and their respective duties and obligations are fully specified in the Constitution.

2. Compliance with laws and policy directives

The directors of LiteHaus International are responsible for ensuring that the activities of the company comply with the relevant legal framework, particularly the Constitution, and the Corporations Act 2001, as well as all lawful requirements and requests of the ASIC. Directors are also responsible for ensuring that the activities conducted within Australia or overseas are strict compliant with all laws of the relevant jurisdiction.

3. Values and ethics

All directors are expected to uphold standards of conduct, values (integrity, trust, accountability, and cultural tolerance) and ethics that maintain public confidence and trust in the company. Further, directors, when travelling abroad for the purposes of project implementation, must observe all cultural sensitivity principles, directives and advice outlined in the respective country's LiteHaus International Cultural Sensitivity Program.

The Code of Conduct for the Queensland Public Service also informs this code of conduct. Key behavioural expectations of directors include the following:

a) Uphold personal and professional behaviour

Directors are expected to:

- i. treat fellow directors, guests at board meetings, all stakeholders of the company and members of the public with courtesy and respect; and
- ii. be appropriate in their relationships with the aforementioned, and recognise that others have the right to hold views which may differ from our own; and
- iii. ensure their conduct reflects the company's commitment to a fostering a working environment that is inclusive and free, from harassment, and reflects the founding principles of LiteHaus International; and
- iv. ensure their private conduct maintains the integrity of the brand, reputation and principles of LiteHaus International; and
- v. maintain strict confidentiality regarding matters discussed during board meetings; and
- vi. comply with legislative and/or policy obligations to report employee criminal charges and convictions.

b) Demonstrate leadership and a commitment to excellence

Directors are expected to:

- i. deliver services fairly, courteously, effectively, and ensure that the company uses all resources efficiently and economically, remembering that the charitable nature of much of the company adds further ethical obligations for diligent distribution;
- ii. assist all members and supporters of LiteHaus International and fellow directors, particularly people with disabilities and people of varying proficiencies of English, actively engage in the activities of the company;
- iii. treat complaints and concerns from stakeholders and members of the public domains in which the company conducts its activities seriously and respond to constructive feedback;
- iv. actively consider areas for improving the performance of the company and strive for perfection in performance across all of the company's activities and operations.

c) Maintain honesty and impartiality in decision making

Directors are expected to:

- i. use board meetings as the appropriate forum for discussion of all relevant issues; and
- ii. pass an independent judgment on all decisions, and seek to make decisions that are honest, impartial, and in the best interests of the company based on consideration of the relevant facts and supported by appropriate documentation.

- iii. disclose any conflicts of interest which may pose a threat to their impartiality or calculated judgment on a particular decision, and abstain from voting of the particular motion accordingly.

7. Efficient and responsible financial management

Directors are responsible for ensuring that the company manages its expenditure responsibly allowing the company to operate within its financial resources. Directors are also responsible for ensuring that the company meets any financial reporting obligations it has under relevant state legislation and any other government policies and guidelines governing financial and asset management.

7. Confidentiality and public comment

The Chair of the board or their nominated representative should manage public comments on the day-to-day activities of the company. Directors should not make public or media comments on behalf of the company which relate to deliberations of the board or the internal operations, finance and business of LiteHaus International unless required by law or authorised by the company.

Directors acknowledge that confidential information received in the course of the exercise of their duties remains the property of the company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure is required by law or authorised by the board of LiteHaus International.

7. Gifts and benefits

Other than in the context of receiving donations for the company, Directors must not accept gifts or benefits that could place them under an actual or perceived financial or moral obligation to other organisations or individuals. Consequently, any offers of gifts or benefits received by Directors, other than donations received for the company should be declared. Any in-kind gifts received by project implementation personnel abroad remains the property of LiteHaus International until the board and Project Lead can deliberate on potential distribution.

7. Conflicts of interest and related party transactions

Directors must ensure they do not allow personal interests, or the interests of any associated person or organisation, to conflict with the interests of LiteHaus International Inc. A conflict may arise if a Director is a member of an external board of an organisation whose interests may conflict with those of LiteHaus International Inc. There may be other situations that can lead to a real or perceived conflict of interest. Each Director has a responsibility to avoid conflicts that could compromise the impartial performance of their role. Upon appointment as a Director of the company and on an annual basis during the term of their appointment, each Director must make a written declaration that they do not have any conflict of interest that would preclude them from continuing as a Director.

Directors also have a duty to declare any personal interests (such as pecuniary interests, board memberships or involvement with corporations, partnerships or businesses) that may affect board decision making. When a conflict-of-interest issue arises, the relevant director must as soon as possible disclose the nature of the relevant interest at a meeting of the board. After disclosing the interest, the Director must remove themselves from any discussion or vote of the board in respect of the matter, unless the board decides otherwise.

RELATED POLICIES

- *LiteHaus International – Standard Operating Manual*
- *LiteHaus International – Conflict of Interest Policy*