

## 1. SUMMARY

Good Corporate Governance ultimately requires people of integrity throughout the entire spectrum of the Company. Personal integrity cannot be regulated; however stakeholder confidence is enhanced if the Company clearly articulates what it will regard as acceptable behaviour for directors, senior executives and all employees.

The purpose of this Code of Conduct (**Code**) is to provide a framework for decisions and actions in relation to ethical conduct in employment.

This Code underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, customers, contractors, suppliers and stakeholders. This document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

## 2. COMPLIANCE

The Code of Conduct applies at work and to work related events and out-of-hours activities that are connected to employment or work with the company.

Everyone who works for the Company, including directors, officers, executives, managers, supervisors, employees, contractors and service providers (where they are under a contractual obligation to do so), must comply with the Code of Conduct together with policies and any standards, processes and procedures which relate to their daily business activities.

## 3. ACCOUNTABILITIES

### 3.1. Managers and Supervisors

Directors, managers and supervisors are responsible and accountable for:

- 3.1.1 undertaking their duties and behaving in a manner that is consistent with the provisions of this Code;
- 3.1.2 the effective implementation, promotion and support in their areas of responsibility; and
- 3.1.3 ensuring employees under their control understand and follow the provisions outlined in the Code.

### 3.2. Employees

All employees are responsible for:

- 3.2.1 understanding and complying with the Code of Conduct. To this end, regular and appropriate training on how to comply with this Code of Conduct will be provided to all employees;
- 3.2.2 undertaking their duties in a manner that is consistent with the provisions of the Code;
- 3.2.3 bringing to the attention of their immediate supervisor or line manager suspected corruption or other conduct that does not support the tenets of this Code; and
- 3.2.4 reporting immediately, and in writing if requested, to their supervisor or immediate line manager any departure from the Code by themselves or others.

### 3.3. Duties of Directors

- 3.3.1 All Directors have a fiduciary relationship with the shareholders of the Company. A Director occupies a unique position of trust with shareholders,

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	

## Code of Conduct

which makes it unlawful for Directors to improperly use their position to gain advantage for themselves.

3.3.2 Each Director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To this end, Directors need to devote sufficient time and effort to understand the Company's operations.

3.3.3 Directors should ensure that shareholders and the ASX are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.

#### 4. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- 4.1 behave honestly and with integrity and by your behaviour encourage other employees do to the same;
- 4.2 treat fellow employees with respect and not engage in bullying, harassment or discrimination;
- 4.3 disclose and deal appropriately with any conflicts between your personal interests and your duty as a director, senior executive or employee (as applicable);
- 4.4 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;
- 4.5 not take advantage of your position for the opportunities arising therefrom for personal gain;
- 4.6 carry out your work to the highest applicable standard and, in particular, commit to the Company's policy of conducting our activities to the highest industry standards;
- 4.7 co-operate within the law at all times;
- 4.8 follow the policies of the Company; and
- 4.9 act in an appropriate business-like manner when representing the Company in any capacity, including commercial negotiations, joint venture relations, stake holder engagement and public forums.

Any person who becomes aware of a breach or potential breach of law, regulation or policy, should report this immediately to their manager or supervisor, so corrective or preventative action can be taken as appropriate. Emmerson personnel should feel comfortable to report such breaches without fear of retaliation or punishment. Protections are available in accordance with the Company's Whistleblower Protection Policy and the provisions of the Corporations Act 2001.

#### 5. CONFLICT OF INTEREST

- 5.1 Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

Some situations that may give rise to a conflict of interest include situations where you have:

- 5.1.1 a financial interest in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
- 5.1.2 shares in the Company's stock;

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	

## Code of Conduct

- 5.1.3 directorships/management of outside organisations;
  - 5.1.4 membership of boards of outside organisations;
  - 5.1.5 personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - 5.1.6 secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - 5.1.7 access to information that can be used for personal gain; and
  - 5.1.8 offer of an inducement.
- 5.2 You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise or be perceived by others to compromise your ability to exercise impartial decision making or perform your duties impartially.
- 5.3 You must report any potential or actual conflicts of interest to your immediate manager (or in the case of a director to the Chairman of the Board) and if the matter concerned is of a material or significant nature (or could be perceived by others to be of a material or significant nature), remove yourself from the evaluation and decision-making processes.
- 5.4 If you are uncertain whether a conflict exists, you should discuss that matter with your supervisor or immediate line manager and attempt to resolve any conflicts that may exist.
- 5.5 You must not submit or accept any bribe, gift, or other improper inducement in relation to your employment and associated duties with the Company. Any such inducements are to be reported to your supervisor or immediate line manager.

### 6. INFORMATION SYSTEMS

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

### 7. BRING YOUR OWN DEVICES

Employees linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant policies.

### 8. SOCIAL MEDIA/NETWORKING

Employees must ensure that they use any social media and networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

### 9. PUBLIC AND MEDIA COMMENT

Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.

Employees must not make official comment on matters relating to the Company unless they are:

- 9.1 authorised to do so by the Chief Executive Officer (**CEO**); or
- 9.2 giving evidence in court; or

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	

## Code of Conduct

9.3 otherwise authorised or required to by law.

Employees must not release unpublished or privileged information unless they have the authority to do so from the CEO.

### 10. USE OF COMPANY RESOURCES

- 10.1 Requests to use Company resources outside core business time should be referred to your supervisor or immediate line manager for prior approval.
- 10.2 If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.
- 10.3 Employees using Company resources **without** obtaining prior approval may face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

### 11. SECURITY OF INFORMATION

Directors and employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. If you are unsure do not release or discuss the information. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons and may incur disciplinary action.

### 12. INTELLECTUAL PROPERTY / COPYRIGHT

- 12.1 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.
- 12.2 The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the CEO before making any use of that property for purposes other than as required in their role as employee.

### 13. SAFE WORKPLACE ENVIRONMENT

The Company is committed to providing employees with a safe workplace environment free from discrimination and harassment (including sexual harassment). In this context, 'workplace' includes a work-related environment, for example, where employees are conducting business on behalf of the Company (whether onsite or offsite), attending work-related events, training activities, offsite conferences, work social functions, customer functions and volunteer days.

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious or political beliefs, cultural or ethnic background, socio-economic background, physical features, perspective or experience. Such prohibited behaviour includes conduct which is physical, in written form (including in electronic form using any form of technology) or spoken form.

Bullying is viewed as a risk to workplace health and safety. Employees must avoid actions which harass or bully another team member.

Such harassment, discrimination or bullying may constitute an offence under legislation and can have serious consequences for the Company and individual colleagues (including

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	

## Code of Conduct

personal liability). The Company is committed to equal employment opportunity, personal rights and freedom in all aspects of the Company's operations.

We expect all employees to help to create the right environment by supporting each other and working collaboratively and ensuring that no one in our workplace is unlawfully discriminated against, bullied or harassed. Employees are reminded that they can speak up against any form of bullying, discrimination, harassment or other actual or suspected unlawful conduct following the avenues set out in the Company's Whistleblower Protection Policy. Victimisation of those who speak up may be unlawful and will be considered seriously by the Company and may result in termination of employment.

Where behaviour involves threats to harm someone, acts of violence (e.g. physical assault or the threat of physical assault) or stalking, it should be reported immediately to the police.

### 13.1 Discrimination

Unlawful discrimination can be direct or indirect. Direct discrimination occurs when a person or group of people treats, or proposes to treat, another person or group less favourably on the basis of a particular ground or attribute protected by law. Indirect discrimination occurs when a person imposes, or proposes to impose, an unreasonable requirement, condition or practice that has, or is likely to have, the effect of disadvantaging a person or persons with one of the grounds or attributes.

### 13.2 Harassment

Unlawful harassment is any form of behaviour where a person is made to feel intimidated, insulted or humiliated because of one of the grounds or attributes listed in clause 12 above. It can be a single unwelcome incident or a persistent pattern of intimidating, insulting or humiliating behaviour.

### 13.3 Sexual harassment

The Company has a zero-tolerance approach to sexual harassment. Sexual harassment is a specific form of harassment. It is where a person engages in unwelcome conduct of a sexual nature and, having regard to all the circumstances, a reasonable person would anticipate that the person harassed would be offended, humiliated or intimidated. Sexual harassment can be physical, spoken or written. It is irrelevant if the harasser did not intend to offend, humiliate or intimidate, or even know that this was the effect of their conduct, for it to be against the law.

## 14. GIFTS AND ENTERTAINMENT

14.1 All employees shall exercise the utmost care about giving or receiving business related gifts. This applies to direct payments and payments in kind, including the provision of goods or services, personal favours and entertainment (meal, travel, etc).

14.2 Accepting or offering gifts of nominal value is acceptable in situations where it is legal and in accordance with common business practices. However, every gift or entertainment received (or given) must be reported to the CEO in accordance with the Company's prevailing policy.

14.3 Employees must not give or accept gifts of any kind in circumstances that could be reasonably regarded as unduly influencing the recipient or creating business obligation on the part of the recipient. If there is any doubt, the situation should be referred to the CEO.

The following gift items must not be given or accepted under any circumstances, regardless of their values:

- Cash, bank transfers, cheques, commissions of any kind;

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	

## Code of Conduct

- Drugs or other controlled substances;
- Product or services discounts that are not available to all employees;
- Personal use of accommodation or transportation, or payments of accommodation or transport accounts; or
- Payments or loans to be used toward the purchase of personal property.

### 15. CORRUPT CONDUCT

15.1 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:

- i. official misconduct;
- ii. bribery and blackmail;
- iii. unauthorised use of confidential information;
- iv. fraud; and
- v. theft of both information or property.

15.2 Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including summary dismissal will be taken in the event of any employee found participating in corrupt conduct.

### 16. OCCUPATIONAL HEALTH AND SAFETY

16.1 It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and internal company policies applicable to their respective workplaces, to act and ensure that others act in a safe manner at all times in the workplace and to use security and safety equipment provided by the Company.

16.2 Specifically, all employees are responsible for their own safety and for the safety of their work colleagues and all others in the workplace by:

- 16.2.1 following the safety and security directives of supervisors and direct line management;
- 16.2.2 advising supervisors and line management of areas where there exists potential problem in safety and reporting (preferably in writing) un-safe work practices, suspicious occurrences or dangerous situations;
- 16.2.3 ensuring that they are physically and mentally capable of performing the tasks assigned to them;
- 16.2.4 undertaking tasks only in which they have been assessed competent to do so;
- 16.2.5 reporting safety hazards, incidents or infringements as soon as practicable; and
- 16.2.6 minimising risks in the workplace.

### 17. LEGISLATION

It is essential that all employees comply with the laws and regulations of the states and territories in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to your supervisor or line manager.

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	

## Code of Conduct

### 18. FAIR DEALING

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers, joint venture partners, stakeholders and other employees.

### 19. INSIDER TRADING

All directors, officers and employees must observe the Company's "Guidelines for Buying and Selling Securities". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when directors, management and employees are permitted to buy and sell the Company's securities.

### 20. RESPONSIBILITIES TO SHAREHOLDERS AND THE INVESTMENT COMMUNITY IN GENERAL

The Company is committed to:

- 20.1 Increase shareholder value within an appropriate framework which safeguards the rights and interests of shareholders;
- 20.2 Provide full, fair and accurate disclosure of financial and other information on a timely basis; and
- 20.3 Comply with systems of control and accountability which the Company has in place as part of its corporate governance practices with openness and integrity.

### 21. BREACHES OF THE CODE OF CONDUCT

- 21.1 Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.
- 21.2 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.

### 22. REPORTING MATTERS OF CONCERN

- 22.1 Employees are encouraged to raise any matters of concern in good faith with their department head or with the CEO.
- 22.2 If an employee has a concern with the behaviour of the CEO, the Company Secretary or any member of the Board in relation to this Code of Conduct then in the first instance they are encouraged to report the matter to the Chairman of the Board, or alternatively to the Company's Auditors – Ernst & Young (directly to the Partner managing the audit of the Company).

### 23. REVIEW

- 23.1 This policy is to be reviewed by the Board at least every two years.
- 23.2 Suggestions for improvement or amendment to this code of conduct can be made at any time by providing a written note to the CEO.

<b>Document User:</b>		Board and all Emmerson Personnel
<b>Person responsible for keeping document current:</b>		Company Secretary
<b>Approved:</b>	<b>Date:</b>	<b>Comments:</b>
By Board	14 March 2023	