



**Kingsgate**  
Consolidated Limited

## **KINGSGATE CONSOLIDATED LIMITED - CONFLICTS OF INTEREST POLICY**

### **Purpose**

Kingsgate Consolidated Limited (“**Kingsgate**”) is committed to conducting its business and activities with integrity, acting professionally and fairly in all business dealings and relationships wherever Kingsgate operates, and in compliance with all applicable laws.

To achieve this objective, Kingsgate requires that actual, potential, or perceived conflicts of interest are identified, disclosed and avoided or, where necessary appropriately managed.

A conflict of interest arises when a Company Representative’s personal interest or duty to another person diverges from or conflicts with Kingsgate’s interests.

This Policy outlines Kingsgate’s commitment to complying with applicable laws and ensuring that all business is conducted ethically and in accordance with its values.

### **Scope**

This Policy applies to all directors, officers, employees, consultants, contractors, agents and suppliers (and employees of contractors and suppliers), or a person that otherwise performs services on behalf, of Kingsgate or any of its controlled entities (“**Company Representatives**”).

The scope of this Policy is intended to apply to Kingsgate and any of its controlled entities. For the purpose of this Policy, the reference to “Kingsgate” or “Company” means Kingsgate Consolidated Limited and/or any of its controlled entities.

### **Key Policy Guidelines**

#### ***Identification of Conflicts of Interest***

Actual, potential, or perceived conflicts of interest can arise from personal interests or duties, including business relationships, close personal relationships with relatives or friends, relationships with suppliers to Kingsgate or personal investments. Some examples are set out below. Company Representatives should avoid activities that could give rise to a conflict of interest.



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## ***Reporting of Conflicts of Interest***

**Directors:** Kingsgate Directors are required by the *Corporations Act 2001* (Cth) (“**Corporations Act**”) to give notice of any potential conflict of interest. A director should notify the Chair or the General Counsel and Company Secretary of any interest that requires disclosure under the Corporations Act.

**Company representatives:** Company Representatives are required to disclose to their supervisor any personal matter that may lead to an actual, perceived or potential conflict of interest as soon as practicable so that it can be properly managed. Managers have the responsibility to escalate the matter within the organisation as appropriate.

A Conflicts of Interest Disclosure Form must be prepared in each case. These disclosures will be recorded and maintained in a Conflicts of Interest Register.

## ***Managing Conflicts of Interest***

**Directors:** Kingsgate Directors are required by the Corporations Act not to be present when a matter in which they have a material personal interest is being considered by the Board, or to vote on that matter. Further, where a matter involves giving certain financial benefits to Directors, shareholder approval may be required. Legal advice must be obtained in any such case.

In all cases, once disclosure of a Conflict of Interest has been made, the matter will be assessed and evaluated by the General Counsel and Company Secretary (or, in the case of controlled entities of Kingsgate, the Head of Legal) and may be referred to the Kingsgate Board if considered necessary. Company Representatives will be notified after a decision has been made as to whether a Conflict of Interest arises and how it will be managed. Company Representative should take no further action in relation to the matter until notified accordingly and then act in accordance with such notification.

## ***Examples***

The following are examples of conduct that may give rise to a conflict of interest. This is not an exhaustive list.



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- Where a close relative or friend of a Company Representative applies for a job or seeks to do any business as a supplier or otherwise with or to Kingsgate, the Company Representative must disclose the relationship and not participate in any decision making regarding the matter or otherwise seek to influence the outcome.
- Where a Company Representative own shares in or otherwise has an interest in a business that seeks to buy or sell property or assets to Kingsgate or to lease real estate to or from Kingsgate, the Company Representative must disclose the relationship and not participate in any decision making regarding the matter or otherwise seek to influence its outcome.
- A Company Representative must not form a close personal relationship with another Company Representative which may give rise to a perception of favourable treatment. Where such a relationship exists, it must be disclosed.
- A Company Representative must not accept gifts, hospitality or other favours from anyone where a bid or tender for business with the Company is being evaluated. Where any such benefit is offered, it must be disclosed.

## **Compliance**

Compliance with the Policy is a condition of the Company Representative's employment contract or supplier agreement with the Company. Breaches are a serious matter and may result in disciplinary action, including dismissal or contract termination. Non-compliance with this Policy and applicable laws could also result in criminal consequences and penalties for both the individual or company involved and Kingsgate. Any material breaches of the Policy will be reported to the Board.

## **Reporting a Concern or Complaint**

Kingsgate encourages an open and supportive environment, where Company Representatives can raise matters related to this Policy in an appropriate and, if required, anonymous manner. Reports concerning suspected, intended or actual instances of conflicts of interest can be made anonymously to the Managing Director and /or the Country Manager by email or telephone.



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Individuals may also refer to Kingsgate’s Whistleblowing Policy in making a report.

Any supervisor or manager who receives a report of an alleged violation, concern or complaint must immediately forward the report to the Managing Director.

## **Zero tolerance for retaliation**

Kingsgate is strongly committed to maintaining an environment in which individuals feel free to voice concerns or report suspected misconduct.

A submission regarding an incident may be made by an officer or employee without fear of dismissal, disciplinary action or retaliation of any kind. Kingsgate will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith.

If you believe that you have suffered any such treatment, you should utilise the Company grievance reporting process.

Authorised on behalf of the Board of Directors of Kingsgate Consolidated Limited.

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## Glossary

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The following terms have the following meaning assigned to them:

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Term	Meaning
<i>‘Conflict of Interest’</i>	Where a Company Representative has a personal interest in any decision that Kingsgate is required to make, or owes another person or company a duty in respect of the matter, or engages in conduct that benefits the Company Representative and is contrary to Kingsgate’s interests or reputation.
<i>‘Company Representative(s)’</i>	All directors, officers, employees, consultants, contractors and suppliers (and employees of contractors and suppliers) of Kingsgate Consolidated Limited or any of its controlled entities.

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**Attributes**

Country: Australia Language: English

Approved By: Board of Directors of Kingsgate Consolidated Limited

Approved Date: 29 May 2024

Version Date: 1.0

Version No	Approval /Review Date
1.0	29.5.2024