

## **Code of Conduct**

**Lark Distilling Co. Ltd**

**ACN 104 600 544**

---

<b>Reviewed/Approved by the Board</b>	
Adopted	25 November 2019
Reviewed & Approved	26 November 2020
Reviewed & Approved	5 June 2023

## Contents

1. PURPOSE.....	3
2. ACCOUNTABILITIES.....	3
3. PERSONAL AND PROFESSIONAL BEHAVIOUR.....	3
4. CONFLICT OF INTEREST.....	4
5. PUBLIC AND MEDIA COMMENT .....	4
6. USE OF GROUP RESOURCES.....	5
7. SECURITY OF INFORMATION .....	5
8. INTELLECTUAL PROPERTY/COPYRIGHT.....	5
9. DISCRIMINATION AND HARASSMENT .....	5
10. CORRUPT CONDUCT.....	5
11. OCCUPATIONAL HEALTH AND SAFETY .....	6
12. LEGISLATION .....	6
13. FAIR DEALING.....	6
14. INSIDER TRADING.....	6
15. RESPONSIBILITIES TO INVESTORS .....	6
16. WHISTLEBLOWER PROTECTION .....	6
17. BREACHES OF THE CODE OF CONDUCT .....	6
18. REPORTING MATTERS OF CONCERN.....	7
19. QUESTIONS .....	7

---

## **1. PURPOSE**

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the commitment of Lark Distilling Co. Ltd (**the Company**) and its subsidiary companies (collectively, **the Group**) to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

This Policy applies to Lark, its subsidiary companies, and all directors, officers, employees and secondees of those companies.

---

## **2. ACCOUNTABILITIES**

### **2.1 Managers and Supervisors**

Managers and supervisors are responsible and accountable for:

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

### **2.2 Employees**

All employees are responsible for:

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

---

## **3. PERSONAL AND PROFESSIONAL BEHAVIOUR**

When carrying out your duties, you should:

- a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- b) carry out your work with integrity and to a high standard and in particular, commit to the Group's policy of producing quality goods and services;
- c) operate within the law at all times;
- d) act in the best interests of the Group;
- e) follow the policies of the Group; and
- f) act in an appropriate business-like manner when representing the Group in public forums.

---

#### **4. CONFLICT OF INTEREST**

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.

- a) Some situations that may give rise to a conflict of interest include situations where you have:
  - i. financial interests in a matter the Group 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 people the Group is dealing with which 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 Group;
  - vi. access to information that can be used for personal gain; and
  - vii. offer of an inducement.
- b) 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 your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

---

#### **5. PUBLIC AND MEDIA COMMENT**

- a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- b) Employees must not make official comment on matters relating to the Group unless they are:
  - i. authorised to do so by the Chief Executive Officer/Managing Director; or
  - ii. giving evidence in court; or
  - iii. otherwise authorised or required to by law.
- c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.
- d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

---

## **6. USE OF GROUP RESOURCES**

Requests to use Group resources outside core business time should be referred to management for approval.

If employees are authorised to use Group 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.

Employees using Group resources **without** obtaining prior approval could face disciplinary and/or criminal action. Group resources are not to be used for any private commercial purposes.

---

## **7. SECURITY OF INFORMATION**

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. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

---

## **8. INTELLECTUAL PROPERTY/COPYRIGHT**

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, trade secrets, recipes and inventions and is valuable to the Group.

The Group 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 Company Secretary/Chairman before making any use of that property for purposes other than as required in their role as employee.

Employees must maintain the confidentiality of any

---

## **9. DISCRIMINATION AND HARASSMENT**

Employees 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), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. The Group's executives 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 Group. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

---

## **11. OCCUPATIONAL HEALTH AND SAFETY**

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically, all employees are responsible for safety in their 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.

---

## **12. LEGISLATION**

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

---

## **13. FAIR DEALING**

The Group 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 Group's suppliers, customers and other employees.

---

## **14. INSIDER TRADING**

All employees must observe the Company's "Trading Policy". 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.

---

## **15. RESPONSIBILITIES TO INVESTORS**

The Group strives for full, fair and accurate disclosure of financial and other information on a timely basis.

---

## **16. WHISTLEBLOWER PROTECTION**

The Group has developed a separate Whistleblower Policy dealing with relevant reporting matters.

---

## **17. BREACHES OF THE CODE OF CONDUCT**

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

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Group policies and guidelines, relevant industrial awards and agreements.

---

**18. REPORTING MATTERS OF CONCERN**

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution.

---

**19. QUESTIONS**

For questions about the operation of this Code, please contact the Company Secretary.