
Code of Conduct

Lark Distilling Co. Ltd

ACN 104 600 544

Reviewed/Approved by the Board		
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Table of Contents

1. Purpose.....	3
2. Application.....	3
3. Accountabilities	4
3.1 Managers and Supervisors	4
3.2 Company Personnel.....	4
4. Personal And Professional Behaviour.....	4
4.1 Compliance with Laws and Regulations	4
5. Conflict Of Interest	5
6. Public Communication and Disclosure	5
7. Use Of Group Resources and Assets.....	6
8. Security Of Information	6
9. Intellectual Property/Copyright.....	7
10. Discrimination And Sexual Harassment.....	7
11. Corrupt Conduct	8
12. Occupational Health And Safety.....	8
13. Insider Trading	8
14. Legislation.....	9
15. Fair Dealing	9
16. Responsibilities To Investors	9
17. Whistleblower Protection.....	9
18. Breaches Of The Code Of Conduct	9
19. Reporting Matters Of Concern	9
20. Privacy.....	10
21. Employee Assistance Program.....	10
22. Training And Awareness	10
23. Code Review And Amendments	11

1. Purpose

- 1.1 The purpose of this Code of Conduct (“**Code**”) is to provide a framework for decisions and actions in relation to ethical conduct in all business practices.
- 1.2 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.
- 1.3 The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the professional behaviour expected from employees in their physical or remote workplace. It includes legal compliance and guidelines on appropriate ethical standards.
- 1.4 This Code must be read in conjunction with the other policies that the Company may implement from time to time, to ensure its full understanding and compliance.
- 1.5 To the extent that there is any inconsistency between this Code and the Company’s Constitution, the Constitution will prevail to the extent of that inconsistency.

2. Application

- 2.1 This Code applies to, but not be limited to:
 - 2.1.1 all Company employees, officers, directors, associates, contractors, and consultants (“**Company Personnel**”);
 - 2.1.2 job candidates, student placements, and volunteers;
 - 2.1.3 any of the Company subsidiaries and their respective personnel;
 - 2.1.4 how the Company provides services to clients and how it interacts with other members of the public;
 - 2.1.5 all aspects of employment, recruitment and selection, conditions and benefits, training and promotion, task allocation, shifts, hours, leave arrangements, and workload;
 - 2.1.6 on-site, off-site, or after hours work; virtual/ remote working, work-related social functions; conferences – wherever and whenever Company Personnel may be as a result of their official duties; and
 - 2.1.7 employee treatment of other employees, of clients, and of other members of the public encountered in the course of their official duties
- 2.2 The following laws and regulations apply to this Code:
 - 2.2.1 Corporations Act 2001 (Cth) (“**Corporations Act**”)
 - 2.2.2 Sex Discrimination Act 1984 (Cth)
 - 2.2.3 Racial Discrimination Act 1975 (Cth)
 - 2.2.4 Disability Discrimination Act 1992 (Cth)
 - 2.2.5 Age Discrimination Act 2004 (Cth)
 - 2.2.6 Australian Human Rights Commission Act 1986 (Cth).
- 2.3 Responsibility lies with every person covered by this Code to conduct themselves in accordance with this Code.
- 2.4 Copies of this Code and other policies are available on the Company's website.

3. Accountabilities

3.1 Managers and Supervisors

If you are acting in a capacity of a head of business or a line manager, you are responsible and accountable for:

- a) undertaking your duties and appropriate model behaviour that is consistent with the provisions of this Code.
- b) the effective implementation, promotion, and support of the Code in the areas of your responsibility.
- c) ensuring Company Personnel understand the obligations outlined in the Code and the law.
- d) refer formal complaints about breaches of this Code for investigation according to the reporting mechanism prescribed under this Code.
- e) act swiftly and appropriately when you become aware of unlawful behaviour.

3.2 Company Personnel

As a Company Personnel, you are responsible for:

- a) undertaking your duties in a manner that is consistent with the provisions of the Code.
- b) reporting suspected unlawful conduct or behaviour.
- c) treat everyone with dignity, courtesy and respect.
- d) reporting any departure from the Code or any laws by themselves or others.

4. Personal And Professional Behaviour

4.1 Compliance with Laws and Regulations

4.1.1 You should be aware of and comply with your duties and obligations under all laws and regulations relating to your work. When carrying out your duties, you should:

- a) behave honestly and with integrity;
- b) act 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) treat everyone with dignity, courtesy and respect;
- e) act in the best interests of the Group; and
- f) follow the policies of the Group.

4.1.2 You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training to develop and maintain your knowledge so that you can act in accordance with those requirements.

4.1.3 In representing the Company, you are expected to act in a manner consistent with the key standards underpinning the Code, namely:

- a) your actions must be governed by the highest standards of integrity and fairness;
- b) your decisions must be made in accordance with the applicable law(s); and

- c) your business must be conducted honestly and ethically, with your best skills and judgement; and
 - d) for the benefit of customers, Employees, Contractors, shareholders and the Company.
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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.

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

- a) 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;
- b) directorships/management of outside organisations;
- c) membership of boards of outside organisations;
- d) personal relationships with people the Group is dealing with which go beyond the level of a professional working relationship;
- e) secondary employment, business, commercial, corporate opportunities or other activities outside of the workplace which impacts on your duty and obligations to the Group;
- f) access to information that can be used for personal gain; and
- g) 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 (actual or perceived) from arising that could compromise your ability to perform your duties impartially. You must disclose any potential or actual conflicts of interest to your line manager or head of business as soon as practical. The Company will treat such disclosures confidentially.

5.3 If you are uncertain whether a conflict exists, you should discuss that matter with your line manager and attempt to resolve any conflicts that may exist.

5.4 You must not submit or accept any bribe, or other improper inducement. Any such inducements must be reported to your line manager.

6. Public Communication and Disclosure

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

6.2 You must not make official announcements on matters relating to the Group. Media statements and official announcements may only be made by persons authorised under the Company's **Continuous Disclosure Policy**. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to your line manager.

6.3 You must not release unpublished or privileged information unless you have the authority to do so from the Chief Executive Officer/Managing Director.

- 6.4 Unless the CEO has given prior written consent, you must not participate in public forum discussions (including internet-based forums) where the subject matter is related to the Company, its competitors or the industry in which we operate.
- 6.5 The Company has adopted the **Continuous Disclosure Policy** as a means of ensuring compliance with our disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. This is to ensure that information that may have a material effect on the price or value of the Company's securities, is correct from any material mistake or misinformation.

7. Use Of Group Resources and Assets

- 7.1 You are responsible for protecting any Company resources and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.
- 7.2 Company resources and assets includes cash, business plans, third party information, intellectual property (see details under Section 9), confidential information, office equipment and supplies or any other such items as defined by the Company from time to time.
- 7.3 You must not:
- 7.3.1 use Company assets for any unlawful purpose or unauthorised personal benefit;
 - 7.3.2 remove Company property and documents from official premises without a good and proper reason, unless you are working remotely. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances;
 - 7.3.3 make improper disclosures, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods or operation and other information that is of competitive value to the Company.
 - 7.3.4 If you are unsure whether information is of a confidential nature, seek advice from your line manager or the Company Secretary and refer to the Company's Continuous Disclosure Policy before disclosure.
- 7.4 You are encouraged to observe standards regarding content and language when creating documents that may be retained by the Company or a third party. The Company's electronic communication systems should not be used to access or post material that violates our Company policies or any laws or regulations. This also applies to personal, non-business use of the Company's electronic communication systems

8. Security Of Information

- 8.1 You are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored at all times.
- 8.2 You 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.

9. Intellectual Property/Copyright

- 9.1 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.
- 9.2 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. You must obtain written permission to use any such intellectual property from the CEO/ Chair of the Board before making any use of that property for purposes other than as required in your professional capacity.

10. Discrimination And Sexual Harassment

- 10.1 The Company is committed to:
- a) equal employment opportunity;
 - b) compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
 - c) a workplace free from any kind of discrimination, harassment or intimidation of employees.
- 10.2 Discrimination is treating, or proposing to treat, someone unfavourably because of a personal characteristic protected by the law (as defined under the Federal discrimination laws, from time to time).
- 10.3 Discrimination can occur:
- a) **Directly**, when a person or group is treated less favourably than another person or group in a similar situation because of a personal characteristic protected by law;
 - b) **Indirectly**, when an unreasonable requirement, condition or practice is imposed that has, or is likely to have, the effect of disadvantaging people with a personal characteristic protected by law.
- 10.4 The Group has a zero tolerance approach to sexual harassment or discrimination and is committed to taking all reasonable steps to prevent any person from engaging in acts of sexual harassment or discrimination in connection with employment or work with the Company.
- 10.5 Sexual harassment is a specific and serious form of harassment. It is unwelcome sexual behaviour, which could be expected to make a person feel offended, humiliated or intimidated.
- 10.6 Sexual harassment can take many forms, including physical, verbal, or written (including electronic).
- 10.7 Sexual harassment is covered in the workplace when it happens at work, at work-related events, between people sharing the same workplace, working remotely, or between Company Personnel outside of work.

- 10.8 All Company Personnel and volunteers have the same rights and responsibilities in relation to sexual harassment.
- 10.9 Conduct does not have to be repeated or ongoing to be sexual harassment. A single incident is enough to constitute sexual harassment – it doesn't have to be repeated.
- 10.10 The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination (no matter how large or small or who is involved) and will take appropriate corrective action. Retaliation against individuals for raising claims of sexual harassment and victimisation will not be tolerated.

11. Corrupt Conduct

- 11.1 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:
- a) official misconduct;
 - b) bribery and blackmail;
 - c) unauthorised use of confidential information;
 - d) fraud; and
 - e) theft.
- 11.2 You must not engage in corrupt practice (i.e. pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances)).
- 11.3 Corrupt conduct will not be tolerated by the Group. Disciplinary action up to and including dismissal will be taken in the event of any Company Personnel participating in corrupt conduct.
- 11.4 You must adhere to the Company's **Anti-Bribery and Corruption Policy** at all times.

12. Occupational Health And Safety

- 12.1 The Company is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with.
- 12.2 Misusing controlled substances or alcohol or selling, distributing, possessing, using or being under the influence of illegal drugs whilst on the job is prohibited and will not be tolerated.
- 12.3 It is your responsibility to act in accordance with and familiarise yourself with the occupational health and safety legislation, regulations and policies applicable to your respective professional duties to ensure the workplace is safe and without risk to the health and safety of others and yourself.

13. Insider Trading

- 13.1 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 you are permitted to buy and sell the Company's securities.

- 13.2 You should familiarise themselves with the Company's **Security Trading Policy** and ensure you act in accordance with it when dealing in the Company's securities.
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14. Legislation

- 14.1 It is essential that you comply with the laws and regulations of the countries in which the Group operates. Violations of such laws may have serious consequences for the Group and any individuals concerned. You must report any known violation immediately to your line manager and the CEO.
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15. Fair Dealing

- 15.1 The Group aims to succeed through fair and honest competition and not through unethical or illegal business practices. You should endeavour to deal fairly with the Group's suppliers, customers and other Company Personnels.
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16. Responsibilities To Investors

- 16.1 The Group strives for full, fair and accurate disclosure of financial and other information on a timely basis.
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17. Whistleblower Protection

- 17.1 The Company is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.
- 17.2 Wherever possible, all calls, notes, emails and other communications will be dealt with confidentially. The Company provides the commitment that, wherever possible, your privacy will be protected where a report is made under this Code.
- 17.3 Please refer to the Company's **Whistleblower Policy** for further information, including the right to speak in confidence and to report your concerns.
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18. Breaches Of The Code Of Conduct

- 18.1 You should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.
- 18.2 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.
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19. Reporting Matters Of Concern

- 19.1 Preliminary investigations of reported breaches are administered by the relevant line manager and the head of business.
- 19.2 If a breach of this Code is found to have occurred, a formal investigation process is administered by the Company Secretary/Group Legal Counsel in consultation with the line manager and head of business of the offending person.
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- 19.3 Following the preliminary investigations, if a material breach of this Code is found to have occurred, the Company Secretary/Group Legal Counsel of the offending person must report such material breach to the CEO and the Board.
- 19.4 During the investigation process, you will be expected and have a duty to cooperate with any investigations initiated by the Company.
- 19.5 Please refer to the Company's **Whistleblower Policy** for further information regarding the investigation process for matters reported under that policy.

20. Privacy

- 20.1 The Group respects your privacy and the privacy of others.
- 20.2 You should familiarise yourself with and comply with the Company's **Privacy Policy** and the privacy laws of Australia and, where applicable, the jurisdiction of your business unit.

21. Employee Assistance Program

- 21.1 You are entitled to a certain amount of free, professional counselling from our employee assistance program provided by Converge. To access the employee assistance program, contact Converge:
- **Phone:** 1300 687 327; or
 - **Website:** at <https://portal.converge-online.com> (enter the organisation code: AUSTLZQM); and
 - completing an **online appointment** request via <https://www.convergeinternational.com.au/cvi/about-us/contact-us/make-an-eap-booking>
- 21.2 Employee assistance program counselling is confidential, and nothing discussed with a counsellor will be communicated back to the Company. Employee assistance program counselling is available free to you regardless of whether the issue is related to a workplace problem or not.

22. Training And Awareness

- 22.1 Failure to adhere to this Code will be considered a serious misconduct and may result in disciplinary action which could include termination of employment or contractual arrangements.
- 22.2 You will be provided a copy of this Code as part of the employee onboarding exercise and as and when there has been a change to this Code. You will need to acknowledge that you have read and understood the Code
- 22.3 Any questions in the application or the interpretation of this Code, you may contact your line manager or the Company Secretary.

23. Code Review And Amendments

- 23.1 This Code must be reviewed by the Board with the recommendation from the Audit and Risk Committee at least **once every 2 years** or as may be required to ensure it is operating effectively. Any recommended changes must be approved by the Board.
- 23.2 The Company Secretary is authorised to make administrative and non-material amendments to this Code provided that any such amendments are notified to the Audit and Risk Committee and Board at or before its next meeting.