

CONFLICT OF INTEREST AND CONFLICT OF DUTY POLICY

1. Overview and Purpose

- 1.1 Each Director has a duty:
 - (a) to avoid Conflicts to the extent possible; or
 - (b) if a Conflict cannot be avoided, to manage that Conflict.
 - 1.2 This policy sets out the obligations of each Director with respect to Conflicts, and the procedures to be followed should a Conflict arise.
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2. Definitions

- 2.1 **Board** means the board of directors of Elders.
 - 2.2 A **Conflict** experienced by a Director is any conflict arising:
 - (a) in connection with a Material Personal Interest of the Director; or
 - (b) because the Director's duty to Elders conflicts with another fiduciary or statutory duty of the Director,in relation to any matter which is or is likely to be brought before the Board of Elders.

A Conflict may be actual, potential or perceived.
 - 2.3 **Director** means a director of Elders.
 - 2.4 **Elders** means Elders Limited
 - 2.5 A **Material Personal Interest** is an interest which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the Director or an associated person or entity, which is of a real or substantial kind, and has the capacity to influence the vote of the Director on any matter being considered by the Board.
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3. Policy Content

3. Avoiding or Managing Conflicts

- 3.1 A Director should seek, if practicable, to avoid Conflicts. For example, a Director should not buy shares in an entity with which Elders has commercial dealings which are material to the other entity.
- 3.2 However, Elders recognises that Conflicts commonly arise and are sometimes unavoidable. As a result:
- (a) A Director must disclose interests as set out in section 4 of this Policy; and
 - (b) If a Conflict arises, a Director in a position of Conflict must:
 - (i) disclose the Conflict in accordance with section 3.6 of this policy; and
 - (ii) manage that Conflict appropriately, including as set out in section 5 of this policy.

4. Disclosure of Interests and Duties

- 4.1 The Company Secretary must maintain a register of all disclosures made by the Directors under clause 4.2 (**the Standing Notice Register**). The Standing Notice Register will be included in the Board papers for each Board meeting and any disclosure arising since the last Board meeting will be recorded in the minutes of the next Board meeting.
- 4.2 The Board and each Board Committee will ensure that declarations of interest is an agenda item on each meeting agenda.
- 4.3 Each Director must disclose to the Board any of the following:
- (a) a Material Personal Interest that he or she has in a matter relating to the affairs of the Company;
 - (b) any other interest which:
 - (i) gives rise to,

- (ii) may give rise to; or
- (iii) may be perceived by a reasonable person to give rise to, a real or substantial possibility of a conflict of interest; and
- (c) any role or position which does or might give rise to a conflict between the Director's duties to Elders and any fiduciary or statutory duty owed by the Director in connection with the other role or position.

4.4 The Company Secretary must enter each disclosure made by a Director under clause 4.3, (including the nature and extent of the interest) on the Standing Notice Register.

4.5 If a change in circumstance arises in relation to an interest which is declared on the Standing Notice Register, the interested Director must disclose that change immediately to the Company Secretary. The Company Secretary will update the Standing Notice Register immediately on being advised of the change of circumstance and advise the other Directors of the change.

4.6 A Director must disclose a Conflict in relation to a matter immediately on becoming aware of the Conflict by notification in writing to the Company Secretary. The Company Secretary must notify the other Directors of the Conflict as soon as practicable.

5. Conflicts Procedure

Identification by a Director

5.1 Where a Director has disclosed an interest as required by clause 4.3 or a Conflict as required by clause 4.6, the conflicted Director:

- (a) will continue to receive Board papers or other information which relates in any way to the matter or issue which is the subject of the Conflict, unless the Director requests, or the Chair determines, that he or she not receive any or all of those documents;
- (b) must withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter; and
- (c) must not vote on the matter.

5.2 If a majority of Directors who do not have an interest in a Conflict resolve that a disclosed interest does not disqualify a Director from:

- (a) being present while the matter is being considered, then clauses 5.1(b) will not apply and the Director may be present; and/or
- (b) voting on the matter being considered, then clauses 5.1(c) will not apply and the Director may vote on the matter.

The minutes must record the resolution of the Directors who do not have an interest in the matter, including the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company.

5.3 Notwithstanding clause 5.1(a), a Director should request that he or she not receive any Board papers or other information relating to a matter, where receipt of those documents would place the Director in a position of Conflict.

Identification by the Board

5.4 If a Director is concerned that the disclosure, to a particular Director, of any matter which is or is likely to be brought before the Board:

- (a) would not be in the best interests of the Company; or
- (b) place that particular Director in a position of Conflict,

then the matter must be referred to the Chair. After the Chair has considered the matter, the Chair may determine that the particular Director is in a position of Conflict, and in such circumstances, the conflicted Director:

- (c) must not receive Board papers or other information which relates in any way to the issue or matter the subject of the Conflict;
- (d) must withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter; and
- (e) must not vote on the matter.

5.5 Where disclosure of a particular matter may place the Chair in a position of conflict, the Directors must appoint a lead independent Director, who must consider the matter and make a determination on the matters set out in clause 5.4.

6. Access to Information

6.1 Where a Director has been excluded from receipt of Board papers or Board discussion on a matter, the Company Secretary will advise the Director concerned in writing of the broad nature of the withheld information and why it has been withheld from him or her.

6.2 Where a Director:

- (a) is uncertain as to whether an interest should be disclosed in accordance with this Policy;
 - (b) has been excluded from receipt of Board papers or consideration of a matter by the Board;
- or
- (c) is uncertain whether to request that he or she not receive any Board papers or other information relating to a matter,

the Director is authorised to obtain (at the cost of the Company) legal or other professional advice provided the Director notifies the Chair of his or her intention to seek advice before doing so.

6.3 Once information withheld from a Director in accordance with this policy becomes public knowledge or the Chair (or where the matter concerns the Chair, the appointed lead independent Director) considers the potential for Conflict has passed, the excluded Director will be entitled to, should he or she request it, a briefing by the Managing Director as to the current status of the matter and the particulars of any decision of the Board in respect of that matter.

4. Review Timeframes

The Board will review this Policy every second year in order to ensure that it remains current with respect to legal and regulatory requirements.

5. Associated/Related Policies and Procedures

Elders Code of Conduct.

6. Document Controls

Distribution	Elders Limited Directors
Location	N/A
File name	Director Conflict of Interest and Conflict of Duty Policy
Version	Version 1.1
Version date	September 2022
Required translation	N/A
Author	Peter Hastings Company Secretary 08 8425 4964 Peter.Hastings@elders.com.au
Business owner	As above

7. Document History

A list of all the revisions and dates of these for each policy. Helpful for context to understand how the policy has changed over time and for context.

Version	Date	Description of version & changes	Changes prepared by	Changes reviewed by	Approval	Date
1.0	December 2019	Final version for approval	N/A	N/A	Board	12 December 2019
1.1	September 2022	Periodic Review	N/A	N/A	Board	30 September 2022