



Code of Conduct for Directors

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Document Control

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Introduction and Applicability

A reference to "Company" in this Code of Conduct (Code) is a reference to the company or companies in the Kina Group to which the relevant person has been appointed director.

The office of company director carries with it a wide range of duties. Directors are obliged to act in an ethical, legal and commercially responsible manner. The behaviour of directors sets the model for the rest of the Company to follow. This Code is promulgated by the Board to set its expectations of Kina directors with respect to their professional and ethical behaviour.

The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be read with other applicable policies and procedures of the Company, including the Code of Corporate Conduct. This Code may be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments to this Code, shall be approved by the Board of Directors.

1.1 The Code is applicable to all Directors of the Company Care, Skill and Diligence

The Board expects directors to demonstrate the highest standards of care, skill and diligence when performing the functions of the office of director and exercising the powers of a director. Preparation for meetings, commitment to reading the Board papers and contributing to the Board debate are crucial.

1.2 Honesty and Good Faith

A director must act honestly, in good faith, and in the best interests of the Company as a whole when performing the functions of the office of director.

1.3 Proper Purpose

A director must use the powers of office only for a purpose consistent with and intended to give effect to the legitimate corporate objectives of the Company.

1.4 Primary Responsibility

A director's primary responsibility is to the Company but a director may also have appropriate regard to the interests of people who have continuous or regular dealings with the Company including customers, employees and suppliers.

1.5 Misuse of Information

A director must not use information acquired as a director to gain an improper advantage for the director or for someone else associated with the director or to cause detriment to the Company.

1.6 Misuse of Position

A director must not misuse his or her position as a director to gain an improper advantage for the director or for someone else associated with the director or to cause detriment to the Company.

1.7 Conflicts of Interest

A director must not give preference to personal interests, or to the interests of any associate or other person, where to do so would be in conflict with the best interests of the Company.

1.8 Disclosure of Interests

A director must disclose to all other directors in accordance with the relevant Company policy any personal interest or interest of an associate that could give rise to an actual or perceived conflict in relation to the conduct of the company's affairs.

1.9 Consequential Benefit

A director has a duty to advise the Company of any unrelated business opportunities that the director became aware of solely as a result of his or her being a director of the Company and subsequently exploited for their personal benefit or the benefit of an associated person.

1.10 Use of Company Resources

A director must use the resources of the Company only for the direct benefit of the Company.

1.11 Confidentiality

Confidential information received by a director in the course of his or her duties remains the property of the Company and must not be disclosed to any other person without the prior written consent of the Chairman of the Company unless the disclosure is required by law.

1.12 Business Decisions

When making a business decision, a director must make the decision for a proper purpose in good faith and in the best interests of the Company as a whole. Directors must diligently inform themselves about the subject matter of the decision, prudently weigh the risks relative to the rewards and arrive at the decision by a process of rational analysis not arbitrary choice.

1.13 Reliance on Information

Directors may rely on information or advice from Company Board committees, officers and competent experts and advisers provided they do so in good faith and make reasonable independent inquiry to ensure the information or advice has a sound basis.

1.14 Delegation

When delegating a director's powers to an executive of the Company a director must enquire as to the delegate's reliability and competency and must reasonably believe in good faith that the delegate will act in conformity with the director's duties and the Company Constitution. The fact that a director's powers have been delegated does not relieve the director of responsibility for the exercise of those powers.

1.15 Legal Compliance

Directors must take all reasonable steps to ensure that the Board's decisions are within the letter and spirit of the law and that measures are in place to ensure that the Company implements decisions of the Board in such ways that the Company is in compliance with all the laws and regulations that apply to it.

1.16 Reputational Risk

A director should not engage in conduct in their personal or private life that it is likely to have an adverse effect on the reputation of the Company.

1.17 Abide by and comply with this code, the law and applicable Kina policies and procedures

Directors are subject to diverse legal responsibilities and should be familiar and comply with all relevant laws and regulations applicable to them. Accordingly, directors must not take any action, or fail to take any action, that may breach the law or applicable Kina policies, procedures or practices

Directors must complete all induction and education programs required of them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices from time to time.

1.18 How should breaches of the Code be reported?

Any breaches of this Code should be reported to the Chairman of the Board or the Chairman of Audit and Risk Committee. Suspected violations will be investigated by or at the direction of the Board and appropriate action will be taken in the event that a violation is confirmed.

1.19 Further Information

If a director needs more information or is unsure of Kina's expectations or his obligations under this Code and other associated policies and procedures of Kina, he must first contact the Company Secretary or the Chairman who will determine what action shall be taken to deal with the concern.

1.20 How will compliance with the Code be assessed

The annual performance evaluation of each Director will include a consideration of compliance with this Code.

1.21 Signed Acknowledgement of the Code

Each director upon appointment must confirm his understanding of and commitment to the expectations of the Code. This includes a signed acknowledgement to abide by the Code.

2. Agreement

By signature below I acknowledge I have read and understood this Code of Conduct for Directors and the sanctions for breaching the policy. I agree to respect it and conform to its requirements.

Director Date Signature