

Policy

1 CONTINUOUS DISCLOSURE

- 1.1 Doriemus plc (**Company**) must comply with continuous disclosure requirements arising from the English *Companies Act 2006*, the *Corporations Act 2001* (Cth) (as applicable), the ASX Listing Rules, the NEX Exchange Growth Market Primary Rules for Issuers (the **NEX Growth Market Rules**), the Disclosure and Transparency Rules (the “**DTR**”) and the EU Market Abuse Regulation (596/2014) (**MAR**).
- 1.2 This policy will apply to the Company with effect from the date of the Company’s listing on the Australian Securities Exchange (**ASX**).
- 1.3 In accordance with ASX Listing Rule 3.1, the Company is required to immediately disclose to the ASX any information concerning the Company that it is or becomes aware of that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.
- 1.4 There is an exemption to ASX Listing Rule 3.1 where each of the following aspects apply:
 - (a) a reasonable person would not expect the information to be disclosed;
 - (b) the information is confidential and the ASX has not formed a view that the information has ceased to be confidential; and
 - (c) one or more of the following applies:
 - (i) disclosing the information would be a breach of law;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information has been generated for the internal management purposes of the Company; or
 - (v) the information is a trade secret.
- 1.5 Information must not be selectively disclosed to others, such as prospective shareholders or the media, prior to it being disclosed to the ASX.
- 1.6 In accordance with Part 2 of the NEX Growth Market Rules, the Company must announce to the public as soon as possible any change in:
 - (a) its sphere of activity;
 - (b) its financial position;
 - (c) the performance of its business; or
 - (d) its expectation of its performance,

The Company must also ensure that information which is required to be disclosed under NEX Rules is announced no later than it is published elsewhere. There is a presumption that any information announced by the Company is required by the NEX Growth Market Rules.

All announcements must be made through a Regulated Information Service which is a Primary Information Provider that is approved by the Financial Conduct Authority to disseminate regulatory information to the market.

- 1.7 In accordance with Chapter 5 of the DTR, a person may be obliged to notify the Company that he has an interest in voting rights in respect of Shares (a **Notifiable Interest**). An obligation to notify the Company arises:
- (a) when a person becomes or ceases to be interested (by way of a direct or indirect holding of shares or of certain “Qualifying Financial Instruments” (as defined in the DTR) or other instruments creating a long position on the economic performance of the Shares) in three per cent or more of the voting rights attaching to the Shares; and
 - (b) where such person’s interests alters by a complete integer of one per cent of the voting rights attaching to the Shares.

On receipt of a notification under the DTR, the Company must give details of such notification to the market by the end of the third trading day after receiving the notification.

- 1.8 In accordance with MAR, The principal requirements which impact upon the Company relate to the general public disclosure of inside information, the maintenance of insider lists and disclosure of transactions in securities by persons discharging managerial responsibilities and their associates. The Company is required to inform the public as soon as possible of inside information relating to it. The information must be made public in a manner which enables fast access and complete, correct and timely assessment by the market of the information. The Company, may, on its own responsibility, delay disclosure to the public of inside information provided that certain conditions are met.

- 1.9 In addition the Company, or any person acting on its behalf or on their account, must:
- a) draw up a list of all persons who have access to inside information (insider list);
 - b) maintain the insider list promptly; and
 - c) provide the insider list to the FCA as soon as possible upon its request.

- 1.10 Persons discharging managerial responsibilities (e.g. directors) (**PDMR**), as well as persons closely associated with them (**PCA**), must notify the Company and the FCA of every transaction conducted on their own account relating to the shares of the Company or to derivatives or other linked financial instruments (ie including option grant and exercises) relating thereto provided that such obligations only apply to any subsequent transaction once an aggregate amount for all transactions (without netting) has reached €5,000 within a calendar year.

- 1.11 The Company is authorised to make announcements simultaneously to the ASX and NEX.

- 1.12 The Company Secretary is responsible for:
- (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
 - (b) providing guidance to Directors and employees on disclosure requirements and procedures.

- 1.13 Material price sensitive information must be publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX.
- 1.14 All announcements (and media releases) must be:
- (a) prepared in compliance with ASX Listing Rules continuous disclosure requirements;
 - (b) factual and not omit material information; and
 - (c) expressed in a clear and objective manner to allow investors to assess the impact of the information when making investment decisions.
- 1.15 The Company's protocol in relation to the review and release of announcements (and media releases) is as follows:
- (a) all key announcements at the discretion of the Chairman are to be circulated to and reviewed by all members of the Board;
 - (b) all members of the Board are required to seek to provide to the Chairman (or in his/her absence, the Company Secretary) verbal or written contribution in respect of each key announcement, prior to its release;
 - (c) any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct; and
 - (d) the Chairman is to be given the final signoff before release to the ASX and NEX of the announcement.
- 1.16 The Company Secretary is to maintain a copy of all announcements released.
- 1.17 This policy is to be reviewed by the Board on an annual basis.

1 INTRODUCTION

- 1.1 Doriemus plc (the **Company**) is committed, to the extent practicable having regard to the size and stage of development of the Company, to promoting diversity within the Company through the implementation and promotion of diversity strategies. The Company recognises the value of diversity in achieving the Company's corporate objectives and maximising its value to shareholders.
- 1.2 This policy will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).
- 1.3 The Company acknowledges that diversity includes, but is not limited to, gender, age, ethnicity and cultural background.
- 1.4 The Company's commitment to promoting diversity extends to all areas of the Company, including employee development, skills enhancement, Board appointments, flexible work arrangements, forms of leave available to employees and Company policies.
- 1.5 The Company's Board of Directors (**Board**), officers, agents or employees of the Company are expected to comply with this Diversity Policy.
- 1.6 To the extent practicable, the Company will consider the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* to the extent that it is appropriate for the Company to do so having regard to the appropriate size and composition of the Board relative to the stage of the Company's development.

2 OBJECTIVES

- 2.1 This Diversity Policy provides a framework for the Company to achieve:
 - (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
 - (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
 - (c) improved employment and career development opportunities for women;
 - (d) a work environment that values and utilizes the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
 - (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,(collectively, the **Objectives**).
- 2.2 This Diversity Policy does not impose on the Company, its Board, officers, agents or employees any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

3 STRATEGIES

- 3.1 In order to achieve the Objectives, the Company's diversity strategies may include:
- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
 - (b) reviewing succession plans to ensure an appropriate focus on diversity;
 - (c) identifying specific factors to take into account in recruitment and selection processes to encourage diversity;
 - (d) establishing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;
 - (e) developing a culture which takes account of domestic responsibilities of employees; and
 - (f) any other strategies the Board develops from time to time.

4 RESPONSIBILITIES

The Board's responsibilities

- 4.1 The Board is responsible for designing and overseeing the implementation of this Diversity Policy.
- 4.2 The Board is responsible for developing measurable objectives and strategies (**Measurable Objectives**) to meet the Objectives of this Diversity Policy.
- 4.3 The Company recognises that it needs to provide management with appropriate guidance in order to foster a value for diversity within its management culture.
- 4.4 The Board will review progress against the Objectives as a key performance indicator in its annual assessment of this Diversity Policy.
- 4.5 The Board is committed to providing its management with the appropriate training and resources to understand the benefits of diversity in recruitment strategies and day-to-day management strategies.
- 4.6 The Board is also responsible for developing initiatives that will promote and achieve diversity goals.

Remuneration and Nomination Committee

- 4.7 The Company's Remuneration and Nomination Committee is responsible for reviewing this Diversity Policy and will provide the Board with an annual report on the status of diversity within the Company and the effectiveness of this Diversity Policy in achieving the Objectives.
- 4.8 The Board has delegated authority to the Company's Remuneration and Nomination Committee in relation to setting and monitoring the Objectives and other diversity related initiatives and assessing the Company's achievements regarding diversity. The Committee will, among other tasks set out in its charter:
 - (a) recommend Measurable Objectives for the Board to adopt;
 - (b) annually assess performance against the Measurable Objectives as well as assess the appropriateness of the objectives and whether new objectives are required;

- (c) report annually to the Board on the above assessment and the status of diversity within the Company (including the relative proportions of women to men employed throughout the organisation as well as at senior management level and on the Board);
- (d) review the skills and experience of the Board and recommend selection criteria for new Board members; and
- (e) assist in identifying and recruiting new Board members.

Employees

- 4.9 Employees are encouraged to provide feedback to the Board regarding initiatives to improve this Diversity Policy and diversity within the Company.
- 4.10 All employees at all levels of the Company are responsible for supporting diversity within the Company's culture and complying with the Company's policies and procedures. The Company expects more senior employees and those in management positions in particular to promote this culture and to set an example that can be followed by all other employees.

5 REPORTING

- 5.1 The Company will disclose, for each financial year:
 - (a) any Objectives set by the Board;
 - (b) progress against these Objectives; and
 - (c) the respective proportions of men and women on the Board, in senior executive positions (including how the Company has defined "senior executive" for these purposes) and across the whole Company:
 - (i) in its employment practices, to provide diversity in employees' experiences, perspectives, professional skills, gender, age, sexual orientation, ethnicity and cultural background; and
 - (ii) across all components of the Company's business practices, including through its education programs, selection programs for consultants, mentoring programs and community and corporate social responsibility initiatives.

6 DIVERSITY FRAMEWORK

- 6.1 The Company aspires to achieve the Objectives set out in this Policy and aims to embed a strong diversity framework within its systems and culture so that its ability to benefit from the value of diversity is maximised as the Company continues to expand.
- 6.2 The Company aims to promote and implement diversity strategies:
 - (a) in its employment practices, including recruiting the right employees from a diverse pool of talented candidates, using selection criteria for Board members that allows for a diversity of candidates while continuing to focus on the necessary skills and experience;
 - (b) across all components of the Company's business practices, including the Company's code of conduct and ethics, anti-discrimination policies and flexible work practices, so that the Company's policies, procedures and culture enable and support a diversity of employees; and

- (c) in the Company's development and training programs, including through the Company's education programs, mentoring programs and community and corporate social responsibility initiatives.
- 6.3 The Company aims to provide equal opportunities to the workforce based on merit, whilst facilitating a corporate culture that values diversity. The Company will reward conduct that achieves, encourages and fosters this culture and conduct that contributes to the Company meeting its diversity objectives.
- 6.4 This Policy, along with the Company's code of conduct and ethics, sets a framework for employee behavior and establishes the need for reporting procedures in relation to diversity.

7 MEASURABLE OBJECTIVES

Gender Diversity

- 7.1 The Company recognises that gender diversity amongst its Board and employees:
- (a) broadens the pool of high-quality Directors and employees;
 - (b) is likely to support employee retention;
 - (c) is likely to encourage greater innovation by drawing on different perspectives;
 - (d) is a socially and economically responsible governance practice; and
 - (e) will improve the Company's corporate reputation.

Non-inclusive or discriminative behavior

- 7.2 Directors, officers, agents and employees of the Company are not permitted to engage in any form of non-inclusive or discriminative behavior. Non-inclusive or discriminative behavior includes (but is not limited to):
- (a) direct discrimination;
 - (b) indirect discrimination;
 - (c) harassment;
 - (d) sexual harassment;
 - (e) bullying;
 - (f) victimisation; and
 - (g) vilification.
- 7.3 Direct discrimination is denying a person of an opportunity or treating them less favourably because they belong to a particular group or category.
- 7.4 Indirect discrimination occurs when an action or policy which appears to treat everyone equally, has a discriminatory effect against a certain group of people.
- 7.5 Harassment is any form of behavior that is unwelcome and which offends, humiliates or intimidates a person.
- 7.6 Sexual harassment is any form of unwelcome sexual attention. This may be obvious or indirect, physical or verbal, intentional or unintentional, or behavior that creates a sexually hostile or intimidating environment.
- 7.7 Bullying is the repeated less favourable treatment of a person by another or others that may be considered unreasonable and inappropriate workplace behavior. The behaviours can be physical, verbal or non-verbal.

- 7.8 Victimization is when an employee is treated less favourably for making a complaint or providing information as a witness.
- 7.9 Vilification is conduct that incites hatred against, serious contempt for, or revulsion or severe ridicule of another person or group of persons on the grounds of race, ethno-religious beliefs, HIV or AIDS, transgender or sexual orientation.

8 REVIEW

- 8.1 The Board will review this Diversity Policy on an annual basis to ensure that the Policy, including its Objectives and Measurable Objectives, continue to align with the Company's overriding purpose and corporate objectives.

Policy

1 RISK MANAGEMENT REVIEW PROCEDURE AND INTERNAL COMPLIANCE AND CONTROL

- 1.1 This policy sets out Doriemus plc's (the **Company's**) policy on risk management. This policy applies to the Board of Directors (**Board**) as well as all officers, senior executives and employees of the Company.
- 1.2 This policy will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).
- 1.3 The Company recognises that an appropriate level of risk is required to seize growth opportunities and optimize returns to all stakeholders and therefore aims to ensure that its culture, processes and structures are directed towards realising potential opportunities whilst managing adverse consequences.
- 1.4 The Company is committed to upholding its obligations under the English *Companies Act 2006* and the *Corporations Act 2001* (Cth) (as applicable) in respect of risk and risk management. In this regard, the Company is also committed to complying with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* to the extent that it is appropriate for the Company to do so having regard to the appropriate size and composition of the Board relative to the stage of the Company's development.
- 1.5 The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.
- 1.6 The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:
 - (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
 - (b) assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks; and
 - (c) assist the Board to determine the key risks to the Company and prioritise work to manage those risks.
- 1.7 The Company's process of risk management and internal compliance and control includes:
 - (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
 - (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and

- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.
- 1.8 To this end, comprehensive practices are in place that are directed towards achieving the following objectives:
 - (a) compliance with applicable laws and regulations including the English *Companies Act 2006*, the *Corporations Act 2001* (Cth) and the ASX Listing Rules;
 - (b) preparation of reliable published financial information; and
 - (c) implementation of risk transfer strategies where appropriate (e.g. insurance).
- 1.9 The Board is responsible for undertaking and assessing risk management and internal control effectiveness. The Board is required to assess risk management and associated internal compliance and control procedures and report back to the Audit and Risk Committee at least annually.
- 1.10 The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework. The Company must confirm in its disclosure that the Company's risk management framework is sound.
- 1.11 The Company will disclose if it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*) and, if it does, how it manages, or intends to manage, those risks.

Policy

1 SCOPE OF POLICY

- 1.1 These guidelines set out the policies of Doriemus plc (the **Company**) in relation to the sale and purchase of securities in the Company and any associated entities.
- 1.2 This policy will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).
- 1.3 This policy applies to the Board of Directors, officers, PDMRs (as defined in section 1.3 below), contractors, consultants and employees (each a **Key Person** and collectively the **Key Personnel**) and any person closely associated with any PDMR (**PCA**) of the Company when dealing with securities in the Company.
- 1.4 For the purposes of this Securities Trading Policy, PDMR means a person discharging managerial responsibilities in respect of the Company, being either:
 - (a) a director of the Company; or
 - (b) any other employee who has been told that he or she is a PDMR.
- 1.5 For the avoidance of doubt, PCA shall mean a person closely associated with a Key Person, being:
 - (a) the spouse or civil partner of a Key Person; or
 - (b) a Key Person's child or stepchild under the age of 18 years who is unmarried and does not have a civil partner; or
 - (c) a relative who has shared the same household as the Key Person for at least one year on the date of the relevant dealing; or
 - (d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a Key Person (or by a PCA referred to in paragraphs (A), (B), or (C) of this definition), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person or which has economic interests which are substantially equivalent to those of such a person.
- 1.6 Key Personnel must provide the Company with a list of their PCAs and notify the Company of any changes that need to be made to that list.
- 1.7 Key Personnel are encouraged to be long-term holders of the Company's securities. However, the purpose of this policy is to ensure that no Key Personnel use information gained through their position in the Company to purchase or sell securities in the Company. This policy is implemented to assist Key Personnel in avoiding conduct known as 'insider trading' under the *Corporation Act 2001* (Cth) (the **Act**) or "insider dealing" under *EU Market Abuse Regulation (596/2014)* (**MAR**).
- 1.8 Key Personnel are required to comply with the English *Companies Act (2006)* (**English Act**), English *Financial Services and Markets Act 2000* (**FSMA**) the NEX Exchange Growth Market

Rules for Issuers (**NEX Rules**), the MAR, the Act (as applicable) and the Australian Securities Exchange (**ASX**) Listing Rules. Key Personnel are also required to comply with this policy, including where this policy extends beyond the scope of the English Act, the MAR, the NEX Rules, the Act and the ASX Listing Rules.

- 1.9 A list is to be maintained by the Company of parties considered to be permanent insiders as well as any transaction specific insiders involved in material corporate transactions (**Insider List**). Written acknowledgment is required from insiders on the list confirming that they understand their obligations as well as the circulated Securities Trading Policy applicable to PCAs.
- 1.10 Company staff dealing with external parties need to ensure that where the dealings are material, insider trading is included in confidentiality agreements and that all parties are aware of the insider trading rules.
- 1.11 All Restricted Persons will be provided with a copy of this policy. Training or awareness sessions on this policy will be held from time to time, as required.

2 WHAT IS INSIDER TRADING?

Prohibition under the Act

- 2.1 The Act states that it is a criminal offence for a person who possesses inside information in relation to securities (whether that inside information is of the Company or any other entity) to:
 - (a) apply for, acquire or dispose of those securities, or agree to do so;
 - (b) procure, encourage, incite or induce any other person (for example, a family member, friend, or family company or trust) to do any of the above things; or
 - (c) directly or indirectly communicate inside information to any other person, if the person with the inside information knows or ought reasonably to know that the other person may use the information to do any of the above things,whether the person does so on their own behalf or on behalf of another person.
- 2.2 The insider trading rules also apply to dealings with securities in other companies. Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

Examples

- 2.3 Inside information is information that is not generally available and that, if it were generally available, a reasonable person would expect to have a material effect on the price or value of relevant securities.
- 2.4 Information is 'generally available' if:
 - (a) it consists of readily observable matter;
 - (b) it has been brought to the attention of investors by an ASX or NEX announcement and a reasonable period for its dissemination has elapsed since the announcement; or
 - (c) it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

- 2.5 To illustrate the prohibition described above, the following are possible examples of inside information which, if made available to the market, may be likely to materially affect the price of the Company's securities:
- (a) the Company considering a major acquisition;
 - (b) the threat of major litigation against the Company;
 - (c) the Company's revenue and profit or loss returns materially exceeding (or falling short of) the market's expectations;
 - (d) a material change in debt, liquidity or cash flow;
 - (e) a significant new development proposal (e.g. new product or technology);
 - (f) the grant or loss of a major contract;
 - (g) a share issue proposal; and
 - (h) significant discoveries, exploration results, or changes in reserve/resource estimates from mining tenements in which the Company has an interest.

Information however obtained

- 2.6 It does not matter how or where the person obtains the information. The information does not have to be obtained from the Company to constitute inside information.

Extra-territorial application

- 2.7 Under the Act, the law against insider trading applies to conduct relating to dealing in the Company's securities that occurs both outside Australia and within Australia.

Employee share schemes

- 2.8 The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

3 WHAT IS INSIDER DEALING

Dealing under MAR

- 3.1 Under MAR "**Dealing**" (together with corresponding terms such as **Deal** and **Deals**) means any type of transaction in securities of the Company, including purchases, sales, the exercise of options, the receipt of shares under share plans, using the Company's securities as security for a loan or other obligation and entering into, amending or terminating any agreement in relation to Securities.

Insider dealing provisions

- 3.2 It is a criminal offence under the laws of England and Wales for an individual who has inside information to deal in securities whose price would be likely to be significantly affected by that information if made public.
- 3.3 It is also a criminal offence to disclose inside information other than in the proper performance of the functions of your employment or office, as well as to encourage others to deal.
- 3.4 "**Inside Information**" is information of a precise nature, which has not been made public,

which relates, directly or indirectly, to the Company (including its subsidiaries) or its securities or related financial instruments and which, if it were made public, would be likely to have a significant effect on the price or value of those securities or related financial instruments.

- 3.5 Information is likely to have a significant effect on price if it is information that a reasonable investor would be likely to use as part of the basis of his or her investment decisions.
- 3.6 If you have Inside Information you must not Deal in the Company's securities.
- 3.7 An individual guilty of insider dealing may be liable to a fine and/or to imprisonment.

Prohibition under MAR

- 3.8 The market abuse regime under MAR prohibits the following types of behaviour:
- (a) Engaging or attempting to engage in insider dealing.
 - (b) Recommending that another person engage in insider dealing or inducing another person to engage in insider dealing.
 - (c) Unlawfully disclosing inside information.
 - (d) Market manipulation and attempted market manipulation - which comprises the following activities:
 - I. Entering into a transaction, placing an order to trade or any other behaviour which gives or is likely to give, false or misleading signals as to the supply or demand for, or price of, a financial instrument or securities, or is likely to secure, the price of one or several financial instruments at an abnormal or artificial level;
 - II. Entering into a transaction, placing an order to trade or any other behaviour or activity which employs fictitious devices or any form of deception; and
 - III. Disseminating information by any means which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, or is likely to secure the price of one or several financial instruments at an abnormal or artificial level, including the dissemination of rumours where the person who made the dissemination knew, or ought to have known, that the information was false or misleading.
- 3.9 Market abuse is not a criminal offence and therefore it is not punishable with imprisonment. However, the Financial Conduct Authority may impose unlimited financial penalties, publicly censure a person and/or make an order to compensate or disgorge profits to affected persons. Injunctions to prevent market abuse (and to freeze assets) may also be available.
- 3.10 If the abusive behaviour falls within the scope of the insider dealing provisions of the English *Criminal Justice Act 1993*, it will be a criminal offence and will be punishable with imprisonment.

4 GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

Closed periods

- 4.1 Key Personnel must not, except with approval of the Board (or as permitted pursuant to paragraph 4.6 below or otherwise by this Policy), deal in securities of the Company during the following periods:

- (a) the period from the end of the relevant financial year up to the release of the preliminary announcement of the Company's Annual Financial Report (or, where no such announcement is released, up to the publication of the Company's annual financial report) or if longer, the period of 30 calendar days before such publication and for a period of 48 hours after release of such publication;
- (b) the period of 30 calendar days prior to the release of the Company's Half Year Financial Report or if longer, the period of 30 calendar days before such publication and for a period of 48 hours after release of such publication; and
- (c) the period of 30 calendar days before, and 48 hours after the release of the Company's quarterly reports (if applicable),

(together, the **Closed Periods**).

- 4.2 Key Personnel should ask their PCAs not to deal (whether directly or through an investment manager) in securities during Closed Periods.
- 4.3 Key Personnel and PCAs should ask their investment managers (whether or not discretionary) not to Deal in the Company's securities on their behalf during Closed Periods.
- 4.4 All references to time with respect to the Closed Periods are to Australian Eastern Standard time.
- 4.5 If the commencement date for a Closed Period is not an ASX or NEX trading day, then the Closed Period begins on a preceding trading day.
- 4.6 The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Personnel either before or during the Closed Period. However, if a Key Personnel is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

No short-term trading in the Company's securities

- 4.7 Key Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.
- 4.8 Key Personnel should ask their PCAs not to deal on considerations of a short-term nature.
- 4.9 For the purposes of this Securities Trading Policy, a sale of the Company's securities which were acquired less than a year previously will be considered to be short-term dealing/trading.

Exceptions

- 4.10 Key Personnel may at any time:
 - (a) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - (b) acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - (c) acquire Company securities under a dividend reinvestment, or top-up plan, that is available to all holders of securities of the same class;
 - (d) acquire, or agree to acquire or exercise options under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
 - (e) withdraw ordinary shares in the Company held on behalf of the Key Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;

- (f) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- (g) transfer securities of the Company already held into a superannuation fund or other savings scheme in which the Key Personnel is a beneficiary;
- (h) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (i) where a Key Personnel is a trustee, trade in the securities of the Company by that trust, provided the Key Personnel is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the Key Personnel;
- (j) undertake to accept, or accept, a takeover offer;
- (k) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (l) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- (m) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the Key Personnel could not reasonably have been expected to exercise it at a time when free to do so; or
- (n) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

Notification of periods when Key Personnel are not permitted to trade

- 4.11 The Company Secretary will endeavor to notify all Key Personnel of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 4.1.

Blacklisted securities

- 4.12 From time to time, the Company will be engaged in certain activities where inside information in relation to securities of another entity may be made available to Key Personnel as a result of their role or position within the Company. The Company wishes to minimize the risk that such Key Personnel, because of their position, might be perceived to be engaged in inappropriate dealings, and therefore the Company may blacklist certain securities in relation to particular Key Personnel.
- 4.13 Where the Company notifies Key Personnel in writing that they are subject to a blacklist in relation to a particular security, that person may not deal in the security for the period of time specified in the notice and notify their PCAs that they must also not deal in the security for the period of time specified in the notice.

5 APPROVAL AND NOTIFICATION REQUIREMENTS

Approval requirements

- 5.1 Any Key Personnel or PCA (other than the Chairperson) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairperson or the Board before doing so by submitting an application in the form set out in Schedule 1.
- 5.2 If the Chairperson wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairperson must obtain the prior approval of the Board before doing so.

Approvals to buy or sell securities

- 5.3 All requests to buy or sell securities as referred to in paragraph 5.1 and 5.2 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- 5.4 Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- 5.5 If you are given clearance, you must deal as approved as soon as possible and in any event within two business days of receiving clearance.

Notification

- 5.6 Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, any Key Personnel or PCA who (or through any associated person) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring in the form set out in Schedule 2. This notification obligation operates at all times and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

Additional Provisions for PDMRs

- 5.7 Key Personnel who are PDMRs, cannot avail themselves of the minimum financial thresholds for notification permitted by the Market Abuse Regulations (MAR). You must notify the Company and the FCA in writing of every Notifiable Transaction in securities conducted for your account as follows.
- (a) Notifications to the Company must be made using the template in Schedule 1 and sent to Chairperson of the Board of Directors as soon as practicable and in any event within three business days of the transaction date. You should ensure that your investment managers (whether discretionary or not) notify you of any Notifiable Transactions conducted on your behalf promptly so as to allow you to notify the Company within this time frame
 - (b) The Chairperson must notify the other members of the Board and the Company Secretary (or his or her delegate) in writing in person or by mail or email by using the template in Schedule 1 within three business days of the transaction date.
 - (c) Key Personnel who are not also a Director must notify the Chairperson and the Company Secretary (or his or her delegate) in writing in person or by mail or email

using the template in Schedule 1 within three business days of the transaction date.

- (d) Notifications to the FCA must be made within three business days of the transaction date. A copy of the notification form is available on the FCA's website. If you would like, the Chairperson of the Board of Directors (or in the case of the Chairperson, the Company's legal counsel) can assist you with this notification, provided that you ask him or her to do so within one business day of the transaction date.

- 5.8 If you are uncertain as to whether or not a particular transaction is a Notifiable Transaction, you must obtain guidance from the Chairperson of the Board of Directors.
- 5.9 For the purposes of this Securities Trading Policy, "**Notifiable Transaction**" means any transaction relating to securities of the Company conducted for the account of a PDMR or PCA, whether the transaction was conducted by the PDMR or PCA or on his or her behalf by a third party and regardless of whether or not the PDMR or PCA had control over the transaction. This captures every transaction which changes a PDMR's or PCA's holding of securities in the Company, even if the transaction does not require clearance under this policy. It also includes gifts of securities, the grant of options or share awards, the exercise of options or vesting of share awards and transactions carried out by investment managers or other third parties on behalf of a PDMR.

Key Personnel sales of securities

- 5.10 Key Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the either ASX or NEX for the preceding 20 trading days) by a Key Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary. Key Personnel must also ensure that their PCAs comply with this obligation as well.

Exemption from Closed Periods restrictions due to exceptional circumstance

- 5.11 Key Personnel or PCAs who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chairperson (or in the case of the Chairperson by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

Severe financial hardship or exceptional circumstances

- 5.12 The determination of whether a Key Person or PCA is in severe financial hardship will be made by the Chairperson (or, in the case of the Chairperson, by all other members of the Board).
- 5.13 A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and, if necessary, obtaining independent verification of the facts from banks, accountants or other like institutions.

Financial hardship

- 5.14 Key Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

- 5.15 In the interests of an expedient and informed determination by the Chairperson (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).
- 5.16 Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

Exceptional circumstances

- 5.17 Exceptional circumstances may apply to the disposal of Company securities by a Key Personnel if the person is required by a court order or, a court enforceable undertaking (for example, in a bona fide family settlement) to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.
- 5.18 Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and / or supporting legal documentation (where applicable).
- 5.19 Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

6 ASX NOTIFICATION FOR DIRECTORS

- 6.1 The ASX Listing Rules require the Company to notify the ASX within 4 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

7 EFFECT OF COMPLIANCE WITH THIS POLICY

- 7.1 Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

Schedule 1

Application for clearance to deal

Doriemus PLC (the “Company”)

If you wish to apply for clearance to deal under the Company’s Securities Trading Policy, please complete sections 1 and 2 of the table below and submit this form to the Chairperson of the Board of Directors (or if the Chairperson is seeking permission to deal, the form should be submitted to an Independent Director (if one is appointed) and if not to any other Director of the Board (and references to the Chairperson in this Clearance Application should be construed accordingly). By submitting this form, you will be deemed to have confirmed and agreed that:

- (i) the information included in this form is accurate and complete;
- (ii) you are not in possession of inside information relating to the Company or any Company securities;
- (iii) if you are given clearance to deal and you still wish to deal, you will do so as soon as possible and in any event within two business days; and
- (iv) if you become aware that you are in possession of inside information before you deal, you will inform Chairperson of the Board of Directors and refrain from dealing.

1. Applicant	
Name	<i>[insert name]</i>
Contact details	<i>[For executive directors and other employees, please include email address and extension number.] [For non-executive directors, please include email address and telephone number.]</i>
2. Proposed dealing	
Description of the securities	<i>[e.g. a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.]</i>
Number of securities	<i>[If actual number is not known, provide a maximum amount (e.g. ‘up to 100 shares’ or ‘up to \$1,000 of shares’).]</i>
Nature of the dealing	<i>[Description of the transaction type (e.g. acquisition; disposal; subscription; option exercise; settling a contract for difference; entry into, or amendment or cancellation of, an investment programme or trading plan).]</i>
Other details	<i>[Please include all other relevant details which might reasonably assist the person considering your application for clearance (e.g. transfer will be for no consideration).] [If you are applying for clearance to enter into, amend or cancel an investment programme or trading plan, please provide full details of the relevant programme or plan or attach a copy of its terms.]</i>

Schedule 2

Notification Template

Doriemus PLC

Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them

Please send your completed form to the Chairperson of the Board of Directors, with a copy to the Company's legal counsel. If you require any assistance in completing this form, please contact the Company's legal counsel. If the Chairperson is seeking permission to deal, he/she must submit this form to an Independent Director (if one is appointed) and if not to any other Director of the Board.

1	Details of the person discharging managerial responsibilities/person closely associated	
a)	Name:	<i>[Include first name(s) and last name(s).] [If the PCA is a legal person, state its full name including legal form as provided for in the register where it is incorporated, if applicable.]</i>
2	Reason for the Notification	
a)	Position/Status:	<i>[For Key Personnel, state job title e.g. CEO, CFO.] [For PCAs, state that the notification concerns a PCA and the name and position of the relevant PDMR.]</i>
b)	Initial notification/ Amendment:	<i>[Please indicate if this is an initial notification or an amendment to a prior notification. If this is an amendment, please explain the previous error which this amendment has corrected.]</i>
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name:	Doriemus PLC
b)	LEI:	<i>[insert legal entity identifier]</i>
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument: Identification code:	<i>[State the nature of the instrument e.g. a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.]</i>
b)	Nature of the transaction:	<i>[Description of the transaction type e.g. acquisition,</i>

		<p><i>disposal, subscription, contract for difference, etc.]</i></p> <p><i>[Please indicate whether the transaction is linked to the exercise of a share option programme.]</i></p> <p><i>[If the transaction was conducted pursuant to an investment programme or a trading plan, please indicate that fact and provide the date on which the relevant investment programme or trading plan was entered into.]</i></p>						
c)	Price(s) and Volume(s):	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table> <p><i>[Where more than one transaction of the same nature (purchase, disposal, etc.) of the same financial instrument are executed on the same day and at the same place of transaction, prices and volumes of these transactions should be separately identified in the table above, using as many lines as needed. Do not aggregate or net off transactions.]</i></p> <p><i>[In each case, please specify the currency and the metric for quantity.]</i></p>	Price(s)	Volume(s)				
Price(s)	Volume(s)							
d)	Aggregated Information: - Aggregated Volume - Price	<p><i>[Please aggregate the volumes of multiple transactions when these transactions:</i></p> <ul style="list-style-type: none"> <i>– relate to the same financial instrument; – are of the same nature;</i> <i>– are executed on the same day; and</i> <i>– are executed at the same place of transaction.]</i> <p><i>[Please state the metric for quantity.]</i></p> <p><i>[Please provide:</i></p> <ul style="list-style-type: none"> <i>– in the case of a single transaction, the price of the single transaction; and</i> <i>– in the case where the volumes of multiple transactions are aggregated, the weighted average price of the aggregated transactions.]</i> <p><i>[Please state the currency.]</i></p> 						
e)	Date of the Transaction:	<p><i>[Date of the particular day of execution of the notified transaction, using the date format: YYYY-MM-DD and please specify the time zone.]</i></p>						
f)	Place of the Transaction:	<p><i>[Please name the trading venue where the transaction was executed. If the transaction was not executed on any trading venue, please state 'outside a trading venue' in this box.]</i></p>						

Communications Policy

1 SCOPE OF POLICY

- 1.1 Doriemus plc (the **Company**) is committed to regularly communicating with its shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. The Company aims to ensure that its shareholders are informed of all major developments affecting the Company's state of affairs.
- 1.2 This policy will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).
- 1.3 This policy is applicable to all Directors, employees, contractors, consultants and agents of the Company and any person or organisation that acts for or represents the Company.

2 MEANS OF COMMUNICATION

- 2.1 Information is communicated to shareholders through:
 - (a) the Annual Report delivered by post or via email (if requested by the shareholder) and which is also released to the Australian Securities Exchange (**ASX**) and the NEX Exchange Growth Market (**NEX Exchange**) and placed on the Company's website;
 - (b) the half yearly report which is released to ASX and NEX Exchange and also placed on the Company's website;
 - (c) the quarterly reports which are released to ASX and also placed on the Company's website;
 - (d) disclosures and announcements made to ASX and NEX Exchange copies of which are placed on the Company's website;
 - (e) notices and explanatory statements of Annual General Meetings (**AGM**) and General Meetings (**GM**) copies of which are released to ASX and NEX Exchange and placed on the Company's website; and
 - (f) the Company's website on which the Company posts all announcements which it makes to ASX and NEX Exchange.
- 2.2 A representative from the Company's external auditor will also be present at any AGM to ensure that the external auditor is able to answer questions directly from shareholders in relation to the audit and the auditor's report.
- 2.3 As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications as and when announcements are made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports.
- 2.4 Shareholders are encouraged to participate at all GMs and AGMs of the Company. Upon the dispatch of any notice of meeting to shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting.

- 2.5 For those shareholders who are unable to attend a GM or AGM in person:
- (a) an electronic proxy voting facility will be made available via the Company's website;
 - (b) a proxy form will be made available to all shareholders with the Notice of Meeting, allowing shareholders to nominate a proxy; and
 - (c) a question form will also be made available with the Notice of Meeting, allowing shareholders to ask a question that may be relevant to the AGM.
- 2.6 Shareholders are encouraged to send communications to the Company. Shareholder queries should be referred to the Company Secretary in the first instance. The Company Secretary's contact details will be made available on the Company's website.
- 2.7 Historical Annual Reports of the Company are provided on the Company's website.

Policy

1 THE BOARD

- 1.1 The Chair of the Board of Directors (**Board**) of Doriemus plc (**Company**) evaluates the performance of the Board by way of ongoing review with reference to the composition of the Board and its suitability to carry out the Company's objectives. The Chair of the Board will report back to the Board as to its performance on at least an annual basis.
- 1.2 This policy will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).
- 1.3 The Chair may carry out the performance evaluation of the Board by various means including, but not limited to:
 - (a) meeting with and interviewing each Board member;
 - (b) consulting with the Remuneration and Nomination Committee;
 - (c) circulation of internal tools of review such as formal questionnaires and reports; and
 - (d) outsourcing to independent specialist consultants.
- 1.4 The Chair's evaluation of the performance of the Board may include consideration of:
 - (a) the skills, performance and contribution of individual members to the Board and corporate management personnel;
 - (b) the performance of the Board as a whole and of its various committees;
 - (c) awareness of Board members of their responsibilities and duties and of corporate governance and compliance requirements;
 - (d) awareness of Board members of the Company's goals and strategies;
 - (e) understanding of Board members of the business the Company is engaged in and operating and the critical issues affecting the market in which it competes; and
 - (f) avenues for continuing improvement of Board functions and further development of skill base.

2 COMMITTEES

- 2.1 The Chair will arrange an annual performance evaluation of the Board's Committees against each Committee's charter. A similar process to that detailed at 1.2 and 1.3 above may be used to evaluate the performance of the Board's committees. To assist in this process an independent advisor may be used.

3 INDIVIDUAL DIRECTORS

- 3.1 The Chair will also complete performance evaluations of each separate individual Director on the Board. The process for this performance evaluation will be similar to that detailed at 1.2 and 1.3 above.

- 3.2 In addition, the Chair's evaluation of the performance of individual Directors may also include consideration of:
- (a) their skills, performance and contribution to the Board, the Company, Company strategy and Board committees;
 - (b) their degree of independence; and
 - (c) their availability for and attendance at Board meetings and other relevant events.
- 3.3 The Chair's performance evaluation is reviewed by the Remuneration and Nomination Committee.

4 SENIOR EXECUTIVES

- 4.1 The Chair will also complete performance evaluations of each separate individual senior executive of the Company (if applicable).
- 4.2 The Chair's evaluation of the performance of individual senior executives may include consideration of:
- (a) their skills, performance and contribution to the Company and Company strategy;
 - (b) their degree of independence;
 - (c) their availability for and attendance at all relevant senior executive meetings and other relevant events;
 - (d) their management of employees;
 - (e) their awareness of their responsibilities and duties; and
 - (f) their awareness of the Company's goals and strategies.

5 DISCLOSURE

- 5.1 The Company must disclose in its annual report, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

1 PURPOSE OF CHARTER

- 1.1 This Charter sets out the role, responsibilities, structure and processes of the Board of Directors (**Board**) of Doriemus plc (**Company**), adopting principles of good corporate governance and practice for the Company that accord with the English *Companies Act 2006*, the *Corporations Act 2001* (Cth) (as applicable) and the ASX Listing Rules.
- 1.2 This charter will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).

2 ROLE OF BOARD

- 2.1 The Board's role is to:
 - (a) represent shareholders and serve the interests of the Company by overseeing and evaluating the Company's strategies, policies and performance;
 - (b) monitor the Company's performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
 - (c) review and monitor the Company's values and risk culture; and
 - (d) ensure that shareholders are kept informed in relation to the Company's performance and major developments affecting its state of affairs.

3 DELEGATION TO COMMITTEES

- 3.1 The Board may from time to time establish committees as it considers necessary or appropriate to assist it in carrying out its responsibilities.
- 3.2 The Board shall, as a minimum, establish the following committees and shall adopt charters setting out the matters relevant to the authority, responsibilities, membership and operation of those committees:
 - (a) Audit and Risk Committee.
 - (b) Remuneration and Nomination Committee.
- 3.3 The Board may also delegate specific functions to sub-committees on an 'as needs' basis. The powers delegated to those committees will be described in Board resolutions.
- 3.4 The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- 3.5 Members of the Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- 3.6 The Company must disclose the members and Chair of each Committee in, or in conjunction with, its annual report.

- 3.7 The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

4 DELEGATION TO MANAGEMENT

- 4.1 Directors may delegate their powers as they consider it appropriate. Ultimate responsibility for strategy and control and oversight of sound and prudent management of the Company rests with the Board.
- 4.2 The management function is conducted by, or under the supervision of, a Managing Director and / or Chair of the Board.
- 4.3 Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider it appropriate.
- 4.4 All reasonable actions will be taken to provide all Directors with advance notice of Board meetings, even those called at short notice.
- 4.5 Every possible effort will be made so that papers tabled at a Board meeting will be made available to all Directors attending, regardless of location.
- 4.6 If it is not possible to have documents available to all Directors, those who do not have the documents may abstain from voting, or the Chair may defer the vote until the papers are available to all members. Any abstention must be indicated to the Chair at the time the matter is being considered and recorded in the minutes.
- 4.7 The Board may meet from time to time without the presence of management.
- 4.8 The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

5 BOARD RESPONSIBILITIES

- 5.1 The responsibilities and functions of the Board include:
- (a) input into and final approval of the development of corporate strategy, including setting performance objectives and approving operating budgets;
 - (b) monitoring corporate performance and implementation of strategy and policy;
 - (c) approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
 - (d) approving the annual, half yearly and quarterly accounts;
 - (e) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting with the guidance of the Audit and Risk Committee;
 - (f) reviewing, ratifying and monitoring the Company's risk management framework and internal compliance and control systems and ethical and legal compliance, with the guidance of the Audit and Risk Committee. This includes reviewing and approving the Company's risk appetite, risk management strategy and particular risks or risk management practices with the guidance of the Audit and Risk Committee;
 - (g) selecting, appointing and evaluating from time to time the performance of the Chair of the Board;
 - (h) selecting and appointing Directors to fill a vacancy or as additional Directors;
 - (i) selecting and appointing a company secretary;

- (j) selecting, appointing and evaluating from time to time the performance of, and planning succession of, the Managing Director;
- (k) approving and appointing the Managing Director's direct reports and their succession planning;
- (l) approving dividends;
- (m) reviewing corporate governance principles and policies;
- (n) calling meetings of shareholders;
- (o) establishing Board committees, their membership and delegated authorities;
- (p) reviewing and approving executive remuneration and the Company's remuneration framework with the guidance of the Remuneration and Nomination Committee;
- (q) monitoring Board composition, processes and performance with the guidance of the Remuneration and Nomination Committee;
- (r) reviewing corporate governance principles and policies with the guidance of the Remuneration and Nomination Committee;
- (s) monitoring and reviewing policies and processes relating to occupational health and safety, compliance with laws and the maintenance of high ethical standards;
- (t) providing oversight of governance arrangements and ensuring a high standard of corporate governance practice and regulatory compliance, promoting ethical and responsible decision making;
- (u) monitoring that the Directors and senior management, collectively, have the full range of skills needed for effective and prudent management of the Company with the guidance of the Remuneration and Nomination Committee; and
- (v) performing such other functions as are prescribed by law or are assigned to the Board.

5.2 In carrying out its responsibilities and functions, the Board may delegate any of its powers to a Board committee, a Director, employee or other person subject to ultimate responsibility of the Directors under the English *Companies Act 2006* (**Companies Act**). The Board may also engage external consultants and experts as required.

6 STRUCTURE

6.1 The Company's Constitution governs the regulations and proceedings of the Board.

Board composition

6.2 The Board, together with the Remuneration and Nomination Committee, determines the size and composition of the Board subject to the terms of the Company's Constitution.

6.3 The Board should, to the extent that it is appropriate for the Company to do so having regard to the appropriate size and composition of the Board relative to the stage of the Company's development, comprise a minimum of three Directors, a majority being independent non-executive Directors and should consist of Directors with a broad range of skills, diversity, expertise and experience from a range of backgrounds.

6.4 In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgment, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

- 6.5 Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.
- 6.6 Where practical, the Chair must be an independent non-executive director and must not have been an executive officer of the Company or the Managing Director in the last three years
- 6.7 The composition of the Board is to be reviewed regularly against the Company's Board skill matrix prepared and maintained by the Remuneration and Nomination Committee to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.
- 6.8 The Board regularly reviews the independence of each non-executive director in light of information relevant to this assessment as disclosed by each non-executive director to the Board. A director is considered to be independent for the purposes of service on the Board and Board committees if the director satisfies the standards adopted by the Board from time to time to assist it in its regular 'independence' determinations. A copy of the current 'Independent Director' standards is labelled Annexure A and is attached to and forms part of this Charter.

Election and re-election

- 6.9 The Company's Constitution and the ASX Listing Rules govern the election and re-election of Directors.
- 6.10 Upon election Directors are provided with formal letters setting out the key terms and conditions of that appointment.

7 ROLE OF CHAIR

- 7.1 The Chair is responsible for:
- (a) the leadership of the Board;
 - (b) ensuring that the Board is effective;
 - (c) setting the agenda of the Board;
 - (d) conducting the Board meetings;
 - (e) ensuring that an accurate record of the minutes of Board meetings are held by the Company; and
 - (f) conducting shareholder meetings.
- 7.2 Where practical, the Managing Director of the Company should not also be the Chair during his or her term as Managing Director or in the future. It is noted that it may not always be appropriate for these roles to be fulfilled by separate individuals having regard to the appropriate size and composition of the Board relative to the stage of the Company's development
- 7.3 The Chair must be able to commit the time to discharge the role effectively.
- 7.4 The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- 7.5 In the event that the Chair is absent from a meeting of the Board then the Board shall appoint a Chair for that meeting in an Acting capacity.

8 BOARD MEETINGS

- 8.1 The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- 8.2 The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- 8.3 A Director may call a meeting of the Directors, and the Company Secretary must, if requested by a Director, call a Board meeting.
- 8.4 The Company Secretary is responsible for distributing Board meeting papers to the Directors prior to each meeting.
- 8.5 The Chair is responsible for the conduct of all Board meetings, including briefing all Directors in relation to the issues arising at Board meetings. The Chair has a casting vote, subject to the terms of the Constitution.
- 8.6 Non-executive Directors may confer at scheduled times without executive Directors being present.
- 8.7 The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chair and circulated to Directors after each meeting.
- 8.8 Minutes of Board meetings must be approved at the next Board meeting.

9 COMPANY SECRETARY

- 9.1 The Board must appoint at least one Company Secretary.
- 9.2 Appointment and removal of the Company Secretary is subject to Board approval.
- 9.3 The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- 9.4 Each Director has a right of access to the Company Secretary at all times.
- 9.5 The role of the Company Secretary includes:
 - (a) assisting the Board and Board committees on governance matters;
 - (b) monitoring Board and committee policy and procedures;
 - (c) coordinating the timely completion and dispatch of Board and committee papers;
 - (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
 - (e) helping to organize and facilitate the induction and professional development of Directors.

10 ACCESS TO ADVICE

- 10.1 All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- 10.2 All Directors may consult management and employees as required to enable them to discharge their duties as Directors.

- 10.3 The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair. A copy of any such advice received is to be made available to all members of the Board.

11 ETHICS AND COMPLIANCE

- 11.1 The Company will maintain, and the Audit and Risk Committee will oversee compliance with, a code of conduct for its employees, including its executive officers, and Directors.
- 11.2 Any waiver from its code for Directors or executive officers must be approved by the Audit and Risk Committee.

12 PERFORMANCE REVIEW

- 12.1 The Remuneration and Nomination Committee shall conduct an annual performance review of the Board that:
- (a) compares the performance of the Board with the requirements of this Charter, the English *Companies Act 2006*, the *Corporations Act 2001* (Cth) (as applicable), the ASX Listing Rules and the ASX *Corporate Governance Council Principles and Recommendations*;
 - (b) critically reviews the mix of the Board; and
 - (c) suggests any amendments to this Charter as are deemed necessary or appropriate.
- 12.2 The annual performance review process is outlined in further detail in the Company's Performance Evaluation policy.

13 REVIEW

- 13.1 This Charter is to be reviewed by the Board as required.
- 13.2 This Charter supersedes any terms of reference previously in force.

ANNEXURE A – DEFINITION OF INDEPENDENCE

Examples of interests, positions, associations or relationships that might cause doubts about the independence of a Director includes if the Director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (b) is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services or a material consultant to the Company or any of its child entities;
- (c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the Company or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) is a substantial security holder of the Company or an officer of, or otherwise associated with, a substantial security holder of the Company;
- (e) has a material contractual relationship with the Company or its child entities other than as a Director;
- (f) has close family ties with any person who falls within any of the categories described above; or
- (g) has been a Director of the Company for such a period that his or her independence may have been compromised.

In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

Committee Charter

1 STATEMENT OF POLICY

- 1.1 This Charter sets out the role, responsibilities, structure and processes of the Audit and Risk Committee (**Committee**) of the Board of Directors (the **Board**) of Doriemus plc (the **Company**).
- 1.2 This charter will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).

2 ROLES AND RESPONSIBILITIES

- 2.1 The role of the Committee is to assist the Board in fulfilling its responsibilities in overseeing the Company's financial reporting, compliance with legal and regulatory requirements, the setting of risk parameters of the Company and overseeing the Company's systems of internal control and its risk management framework. In fulfilling this purpose, the Committee will:
- (a) review and assess the Company's processes which ensure the integrity of financial statements and reporting, and associated compliance with legal and regulatory requirements, including accounting standards;
 - (b) review and assess the appointment, qualifications, independence, performance and remuneration of, and relationship with, the Company's external auditors and the integrity of the audit process as a whole;
 - (c) oversee the effectiveness of the systems of internal controls and risk management framework;
 - (d) oversee the performance of the internal audit function;
 - (e) oversee the policies and procedures for ensuring the Company's compliance with relevant regulatory and legal requirements; and
 - (f) make recommendations to the Board in relation to each of the areas listed above where necessary.
- 2.2 The main responsibilities of the Committee include:

Integrity of financial statements and reporting

- (a) reviewing and recommending to the Board for approval of the draft annual and interim financial statements of the Company and other related information, to be released through the ASX to the Company's shareholders and the wider financial community. The review process will include consideration as to whether the financial statements reflect the understanding of the Committee of, and otherwise provide a true and fair view of, the financial position and performance of the Company, and a discussion with management and the external auditors prior to their submission and recommendation to the Board;
- (b) reviewing and assessing the effectiveness of management's programs and policies relating to, and discussing with the external auditors the adequacy and effectiveness

of, the Company's financial and reporting systems, and internal controls over these systems;

- (c) reviewing any material changes in accounting or reporting requirements, and assessing subsequent effects on the Company's financial statements and the Company's policies and practices;
- (d) reviewing any judgments made by management in respect of accruals, provisions, estimates or the application of accounting policies, which materially affect the financial statements, as well as other sensitive matters, such as disclosure of unusual, non-recurring, complex or related party transactions; and
- (e) reviewing and discussing with senior management and the external auditors the process and the disclosures made in respect of the certifications given by the Company's Chair and with respect to the financial statements of the Company pursuant to the *Corporations Act 2001* (Cth);

Engagement with external auditors

- (f) reviewing with management the terms, including the scope of the external auditor's engagement in order to make recommendations to the Board concerning the appointment, re-appointment, rotation and removal of external auditors;
- (g) reviewing and approving the terms of engagement and fees of external auditors;
- (h) reviewing and assessing non-audit and assurance-related services to be provided by external auditors, with particular consideration to the potential of those services to impair external auditors' judgment or independence in respect of the Company;
- (i) reviewing, assessing and approving the audit plans of the Company's external auditors, including the degree of coordination between the internal and external audit teams;
- (j) reviewing and assessing the planned audit scope evaluating how the auditor will consider controls relevant to the preparation and fair presentation of the financial report;
- (k) reviewing the summary management report prepared by external audit, including the significant findings and responses of management, and assessing any significant recommendations of the auditors to strengthen the internal controls and reporting systems of the Company;
- (l) periodically meeting with the external auditors without the presence of management to discuss the quality of the Company's accounting principles, material judgments, and any other matters that the Committee or external auditors deem appropriate;
- (m) reviewing, assessing and monitoring management's responsiveness to external audit findings;
- (n) assessing and monitoring the performance and effectiveness of the Company's external auditors, including an assessment of auditor independence in accordance with regulatory requirements; and
- (o) obtaining an independence declaration from each external auditor, as required;

Internal controls and risk management

- (p) reviewing management and internal audit reports on the effectiveness of the internal control, risk management systems and management of material business risks;
- (q) reviewing and assessing during the course of the year the effectiveness of the internal controls, policies, programs, guidelines and procedures which form the

Company's risk management framework, reporting systems and processes for managing risk and controlling their financial impact;

- (r) reviewing and assessing management's oversight of the Company's operations and risk; and
- (s) reviewing and recommending to the Board those Company risk management, reporting and governance policies which require Board approval;

Internal Audit

- (t) reviewing, assessing and approving the appointment, replacement or termination of the General Manager Company Assurance and Risk, and ensuring that he or she has direct access to the Committee Chair and the Chair of the Board;
- (u) meeting with the General Manager Company Assurance and Risk without the other members of management being present on a periodic basis, whenever it is deemed appropriate by the Chair of the Committee;
- (v) approving the resourcing of the internal audit function, its budget and staffing, including any internal audit outsourcing arrangement;
- (w) reviewing the scope and adequacy of the internal audit work plan, its coverage of key risks and the level of co-ordination with the external auditor;
- (x) reviewing and assessing the performance and objectivity of the internal audit function; and
- (y) approving the internal audit charter and annual internal audit plan to ensure its alignment with the risk profile of the Company;

Legal and Regulatory compliance

- (z) reviewing and assessing the effectiveness of the Company's compliance program in ensuring compliance with relevant regulatory and legal requirements;
- (aa) reviewing and assessing the effectiveness of internal processes for ensuring compliance with the Company's policies and procedures;
- (bb) reviewing compliance reports prepared by management in relation to the Company's compliance with statutory, legal and other regulatory requirements, and identifying and considering any matters that may have a material impact on the Company's activities, and reporting on those matters to the Board;
- (cc) obtaining regular updates from the Company's General Counsel and other management, as appropriate, regarding any material litigation and any material risks relating to the Company's compliance with statutory requirements; and
- (dd) reviewing, assessing and monitoring the effectiveness of the Company's policies and procedures on continuous disclosure and reporting on these to the Board;

Other areas of responsibility

- (ee) overseeing the procedures for complaints regarding matters relating to audit, financial statements, internal controls, misbehavior, possible fraud or conduct that is in breach of the Company's Code of Conduct;
- (ff) reviewing and assessing the adequacy of the Company's insurances, including Directors' and Officers' Liability insurance at least annually;
- (gg) holding individual executive sessions with the Finance Director or other senior management to discuss matters with the Committee, as appropriate; and

- (hh) performing any other duty or undertaking that the Board may request from time to time.

3 STRUCTURE AND COMPOSITION

- 3.1 Subject to the appropriate composition of the Board relative to the stage of the Company's development from time to time, the Company will endeavour to form a Committee that will comprise of:
 - (a) at least three members;
 - (b) where possible, a majority of non-executive Directors who are able to exercise independent judgment in their role as a member of the Committee, as determined by the Board;
 - (c) members who have the necessary technical, accounting and financial expertise, as well as a sufficient understanding of the industries in which the Company's businesses operate, for the purpose of discharging the role of the Committee effectively, and assessing and questioning information presented in Committee meetings; and
 - (d) at least one member who has relevant financial qualifications and experience.
- 3.2 The Committee will have a Committee Chair who will be appointed by the Board. The Committee Chair will, where possible, be a non-executive Director who is not the Chair of the Board, and, where possible, be considered by the Board to be independent.
- 3.3 The Board may determine the appointment and term of any member of the Committee at any time. Retirement and renewal of Committee members shall be reviewed on an ongoing basis by the Board.
- 3.4 Any Directors of the Board who are not Committee members are entitled to attend Committee meetings and receive copies of the Committee papers.
- 3.5 The Committee, through the Committee Chair, may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate.
- 3.6 The Committee will appoint a Committee Secretary who will act as secretary for all meetings of the Committee. The Committee Secretary or a nominee will take minutes, distribute these to Committee members for comment, and have these approved by the Committee Chair as soon as practicable after each meeting.
- 3.7 The minutes of each Committee meeting will be tabled as part of the Board papers for the next Board meeting occurring after the minutes have been approved by the Committee Chair.

4 MEETINGS

- 4.1 The Committee will meet at least two times annually, and will hold meetings as it deems necessary.
- 4.2 At a meeting of the Committee, the number of Committee members whose presence is necessary to constitute a quorum will be two (2).
- 4.3 Any member of the Committee, or the Company's external auditors, may request the Committee Chair to convene a meeting of the Committee at any time. That request will be in writing and include an outline of the purpose for that meeting.
- 4.4 The Committee Chair will convene a meeting for a date no later than 21 days after receipt of that request.

- 4.5 The Committee Chair is responsible for the conduct of all Committee meetings. Matters arising for determination at a Committee meeting must be decided by a majority of votes cast by the members present and entitled to vote on the matter. The Committee Chair has a casting vote, subject to the terms of the Constitution.
- 4.6 The Committee Secretary is responsible for distributing meeting notices, agendas and Committee papers to members prior to each meeting.
- 4.7 The Company Secretary or their nominee shall be the Secretary of the Committee.
- 4.8 The Committee will be responsible for developing an annual agenda, to ensure that the Committee reviews, assesses or reports (as applicable) on each of the areas for which it is responsible under this Charter.

5 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- 5.1 The Committee has the authority to require:
- (a) the attendance of any management or employee of the Company;
 - (b) access to, and meeting with, the external and internal auditors without executives or management of the Company present; and
 - (c) unrestricted and unfettered access to any information, document, report or material in the possession of any manager, employee or entity of the Company, and all employees and managers must comply with such requests from the Committee, subject to any legal requirements, including any fiduciary or statutory duties of Committee members.
- 5.2 The Committee may engage any independent legal, financial or other advice as it considers necessary to perform its responsibilities under this Charter, at the Company's expense.

6 RELIANCE

- 6.1 The Committee members are entitled to rely on:
- (a) the information or advice of management and employees of the Company on matters within their area of responsibility; and
 - (b) the advice of internal and external counsel and other experts on matters within their areas of expertise,
- provided that reliance is permitted by law.
- 6.2 Before a Committee member can rely on information or advice referred to in clause 6.1, the Committee member must be satisfied that:
- (a) there are no facts or circumstances that he or she is aware, or ought to be aware, which would deny reliance; and
 - (b) he or she has reviewed the information or advice, having regard to the member's knowledge of the Company.

7 REPORTS TO BOARD

- 7.1 The Committee will keep the Board informed of its activities through the provision of the minutes and Committee papers of each meeting. Additionally, the Committee Chair will formally advise

the Chair of the Board of any matters or recommendations requiring attention by the Board, and will ensure that the Board is made immediately aware of any matters brought to the attention of Committee Chair that may significantly impact the financial condition or reputation of the Company.

8 REVIEW AND ASSESSMENT

- 8.1 The Committee will perform an internal review of its effectiveness on an annual basis, and will report on its findings to the Board.
- 8.2 The Committee will also be subject to a formal review by the Board on an annual basis.
- 8.3 The Committee will regularly review this Charter to ensure that it meets best practice standards, complies with the English *Companies Act 2006*, *Corporations Act 2001* (Cth) (as applicable), the ASX Listing Rules.
- 8.4 The Committee will also seek to comply with the ASX Corporate Governance Principles and Recommendations to the extent that it is appropriate for the Company to do so having regard to the appropriate size and composition of the Board relative to the stage of the Company's development.

Nomination Committee Charter

1 STATEMENT OF POLICY

- 1.1 This Charter specifies the scope of the responsibilities of the Remuneration and Nomination Committee (the **Committee**) of the Board of Directors (the **Board**) of Doriemus plc (the **Company**) and the manner in which those responsibilities shall be performed, including the Committee's structure, processes and membership requirements.
- 1.2 This charter will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).

2 COMPOSITION

- 2.1 Subject to the appropriate composition of the Board relative to the stage of the Company's development from time to time, the Company will endeavour to form a Committee that will comprise of:
- (a) at least three members; and
 - (b) where possible, a majority of non-executive Directors who are able to exercise independent judgment in their role as a member of the Committee, as determined by the Board.
- 2.2 The Committee will have a Committee Chair who will be appointed by the Board. The Committee Chair will, where possible, be a non-executive Director who is not the Chair of the Board, and, where possible, be considered by the Board to be independent.
- 2.3 The Board may appoint such additional non-executive or executive Directors to the Committee or remove and replace members of the Committee as deemed appropriate by resolution.
- 2.4 The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:
- (a) external advisers;
 - (b) any executive or other employee of the Company; or
 - (c) the Chair or any other Director,
- and may do so with or without executive management being present.

3 ROLES AND RESPONSIBILITIES

Nomination

- 3.1 The role of the Committee is to review and make recommendations to the Board with respect to:

- (a) Board composition, competencies and diversity;
- (b) succession planning for the Board, Director induction programs and continuing development;
- (c) the process for evaluating the performance of the Board, the committees of the Board and individual Directors;
- (d) Board appointments, re-elections and terminations;
- (e) Director independence; and
- (f) other matters referred to the Committee by the Board.

3.2 Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- (a) Reviewing and making recommendations in relation to Board composition, competencies and diversity:
 - (i) Periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Company and assessing the skills currently represented on the Board. This assessment will be conducted with reference to the Company's Board Skills Matrix, as outlined at Annexure A to this Charter.
 - (ii) Regularly reviewing and making recommendations to the Board regarding the structure, size and composition (including the mix of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole.
 - (iii) Developing strategies to address Board diversity.
- (b) Developing and reviewing Board succession plans, Director induction programs and continuing development:
 - (i) Giving full consideration to the succession plans of the Board (including the role of Chair of the Board), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity over time.
 - (ii) Identifying existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution of the Company and the ASX Listing Rules.
 - (iii) Overseeing the process for recruiting new Directors, including evaluating the balance of skills, experience, independence and diversity on the Board.
 - (iv) Developing Director induction programs that are undertaken by each new Director and reviewing the effectiveness of the program.
- (c) Ensuring that there is a robust and effective process for evaluating the performance of the Board, the committees of the Board and individual Directors, including where appropriate:
 - (i) Scheduling at least annually performance reviews of the individual Directors and formal performance reviews of the Board and its committees at least every two years.

- (ii) Reviewing the time commitment required by non-executive Directors and whether these time commitments are being met.
 - (iii) In relation to any re-appointment of a non-executive Director, reviewing the performance of the non-executive Director during their term of office.
- (d) Reviewing and making recommendations in relation to Board appointments, re-elections and terminations:
- (i) Preparing a description of the role and capabilities required for a particular appointment.
 - (ii) Identifying suitable candidates to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment.
 - (iii) Ensuring that, on appointment, all non-executive Directors receive a formal letter of appointment and all executive Directors receive a service contract, setting out requisite information, including the time commitment and responsibility envisaged in the appointment and any responsibilities with respect to Board committees or acting in a capacity other than a Director of the Company.
 - (iv) Reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities and the process used for appointments.
- (e) Overseeing the annual assessment of, and making recommendations to the Board as to, the independence of each Director, and overseeing the disclosures made in relation to the independence of each Director.
- (f) Reviewing or making recommendations to the Board on matters which the Committee considers necessary, or are requested by the Board.

Remuneration

3.3 The role of the Committee is to review and make recommendations to the Board in relation to the overall remuneration policy for the Company and, specifically:

- (a) non-executive Director remuneration;
- (b) executive Director and senior executive remuneration;
- (c) the implementation of, and amendment of, any executive incentive plans;
- (d) the annual performance review of the Chair; and
- (e) other matters referred to the Committee by the Board.

3.4 The main responsibilities of the Committee are to:

Non-executive Director, executive Director and senior executive remuneration

- (a) Review and make recommendations to the Board on remuneration of non-executive Directors (including fees, travel and other benefits and any non-executive Director share plan).
- (b) Review and make recommendations to the Board on:
 - (i) the specific short and long-term remuneration arrangements of the Chair of the Board and, in consultation with the Chair of the Board,

those persons that directly report to the Chair (including any performance targets); and

- (ii) the broad level and nature of participation by senior executives (other than direct reports to the Chair) in the Company's executive incentive plans.
- (c) Overseeing the Company's compliance obligations in relation to the remuneration of Directors and senior executives.

Remuneration of other executives

- (d) Determine, on the recommendation of the Chair, short and long-term remuneration of executives (other than the executive Directors and senior executives), including performance targets applicable to any incentive schemes and the level and nature of participation in the Company's executive incentive plans.

Executive and employee incentive plans

- (e) Review and recommend any proposed new executive incentive plans to the Board for approval or the amendment of the terms of any existing executive incentive plans.
- (f) Approve the establishment of any new, or amendment to the terms of any existing, incentive plans for employees below senior executive level.
- (g) Delegate power for the operation and administration of all Company incentive plans to management (as appropriate).

Annual performance reviews

- (h) Assist the Chair of the Board in the annual performance review of the Board, Committees of the Board, individual Directors and senior executives in accordance with the Company's Performance Evaluation Policy.

Human resources and remuneration policies

- (i) Recommend to the Board any changes to the overall Company policy regarding remuneration.
- (j) Oversee the establishment and implementation of appropriate human resources policies and specific remuneration policies (within the overall policy approved by the Board) for the Company.
- (k) Oversee the remuneration framework applied across the Company and make recommendations to the Board as appropriate.

Remuneration Report

- (l) Oversee management's preparation of the annual remuneration report for inclusion in the Company's annual report, and recommend the report to the Board for approval.

Other matters referred to the Committee by the Board

- (m) Consider any other matters referred to the Committee by the Board.

4 DELEGATED POWERS OF THE COMMITTEE

4.1 The Board has delegated power to the Committee pursuant to the Company's Constitution in relation to:

- (a) obtaining information, managing interviews and seeking advice from external consultants or specialists where the Committee considers that necessary or appropriate;

- (b) executive remuneration changes and contractual amendments not required to be recommended to the Board;
- (c) the establishment of any new, and amendment of the terms of any existing, incentive plans for employees below senior executive level;
- (d) oversight of the annual performance review of senior executives;
- (e) setting and administering human resources and remuneration policies (where appropriate) within the overall remuneration policy approved by the Board; and
- (f) monitoring whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.

5 MEETINGS

- 5.1 The Committee will meet as required by the Committee Chair, although it is intended that the Committee meet no less than two times in each year.
- 5.2 A quorum for a meeting of the Committee is two Directors who are members.
- 5.3 If the Committee Chair is absent, the Committee members who are present shall elect one of their number to chair the meeting.
- 5.4 The Company Secretary or alternate will act as secretary to the Committee, unless otherwise determined by the Committee.
- 5.5 A copy of the minutes of each meeting of the Committee will be made available to all members of the Board subsequent to each meeting.
- 5.6 The Chair of the Committee, or a delegate, will report to the Board following each meeting of the Committee and a copy of the minutes of each meeting of the Committee will be made available to all members of the Board subsequent to each meeting.
- 5.7 No member of the Committee shall participate in a review of their own performance or re-appointment.

6 ANNUAL GENERAL MEETING

- 6.1 A representative of the Committee will attend and be available to answer questions regarding the annual Remuneration Report at the Annual General Meeting of the Company.

7 SECRETARY

- 7.1 The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- 7.2 The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- 7.3 The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

8 REPORTING

- 8.1 The Committee must brief the Board promptly on all urgent and significant matters.

- 8.2 The Company must disclose the policies and practices regarding the remuneration of non-executive Directors, executive Directors and other senior executives in the annual report and as otherwise required by law.

9 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- 9.1 The Committee has the authority to seek any information it requires from any employee of the Company.
- 9.2 The Committee may obtain independent professional advice or engage independent advisers at the Company's expense as considered necessary to assist in fulfilling its relevant duties and responsibilities. The Company shall pay all administrative expenses of the Committee, incurred in fulfilling its duties and responsibilities.
- 9.3 Where the Committee seeks external advice in relation to remuneration recommendations concerning key management personnel of the Company, the Committee shall engage with those advisers directly and request that any advice be provided directly to the Committee (or Chair of the Committee).

10 REVIEW AND ASSESSMENT

- 10.1 The Committee will regularly assess its effectiveness with a view to ensuring that its performance accords with best practice. The Committee will ensure its members undergo ongoing training and professional development appropriate to ensure that all members are best placed to discharge the Committee's responsibilities.
- 10.2 The Committee will from time to time review this Charter to ensure that it meets the needs of the Company and the Committee as well as complying with the ASX Corporate Governance Principles and Recommendations to the extent that it is appropriate for the Company to do so having regard to the appropriate size and composition of the Board relative to the stage of the Company's development.

ANNEXURE A – BOARD SKILLS MATRIX

It is the role of the Remuneration and Nomination Committee to ensure that the Board is comprised of members with an appropriate and diverse skill set. The Remuneration and Nomination Committee has developed the Board Skills Matrix to outline those skills and mix of diversity that the Board aims to achieve in its membership.

The Board must have skills and experience in the following areas, or satisfy the following criteria:

- (a) commitment to the highest standards of governance and an ability to assess the effectiveness of senior executives;
- (b) skills in developing and implementing successful business strategy, including appropriately overseeing management on the delivery of agreed strategic planning objectives;
- (c) successful career with experience at a very senior executive level;
- (d) senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls, including an ability to probe the adequacies of financial and risk controls;
- (e) senior executive experience in the mining and oil services sector, including in-depth knowledge of the Company's strategy, markets, competitors, operational issues, technology and regulatory concerns;
- (f) experience related to workplace health and safety, environmental and social responsibility and community; and
- (g) relevant experience in relation to remuneration setting including incentive programs and the legislation and contractual framework governing remuneration.

The Remuneration and Nomination Committee will review the Board Skills Matrix on an annual basis to ensure that it continues to meet the objectives of the Company.

1 APPLICATION

- 1.1 This Code of Conduct (**Code**) applies to the Board of Directors (**Board**), officers, employees, contractors and consultants (collectively, **Employees**) of Doriemus plc (the **Company**).
- 1.2 This code will apply to the Company with effect from the date of the Company's listing on the Australian Securities Exchange (**ASX**).

2 PURPOSE

- 2.1 The purpose of this Code is to provide a framework for decisions and actions in relation to ethical conduct involving the Company. It underpins the Company's commitment to integrity and fair dealing in its business affairs. This Code additionally ensures that the Company maintains its duty of care to all Employees, clients and stakeholders. This Code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behavior expected from Employees.

3 ACCOUNTABILITIES

Directors and managers

- 3.1 Directors and managers of the Company are responsible and accountable for:
- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code;
 - (b) the effective implementation, promotion and support of the Code in their areas of responsibility; and
 - (c) ensuring Employees under their control understand and follow the provisions outlined in the Code.

Employees

- 3.2 All Employees are responsible for:
- (a) undertaking their duties in a manner that is consistent with the provisions of the Code;
 - (b) reporting suspected corrupt conduct; and
 - (c) reporting any departure from the Code by themselves or others.

4 PERSONAL AND PROFESSIONAL BEHAVIOUR

- 4.1 All Employees are required to:
- (a) behave honestly and with integrity and report other Employees who are behaving dishonestly;
 - (b) carry out their work with integrity and to a high standard and, in particular, commit to the Company's policy of producing quality goods and services;

- (c) operate within the law at all times;
- (d) act in the best interests of the Company;
- (e) follow the policies of the Company; and
- (f) act in an appropriate business-like manner when representing the Company in public forums.

5 CONFLICT OF INTEREST

5.1 Potential for conflict of interest arises when it is likely that an Employee could be influenced, or it could be perceived that an Employee is influenced, by a personal interest when carrying out his or her 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 an Employee has:
 - (i) financial interests in a matter the Company deals with or is aware that his or her friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of the board of outside organisations;
 - (iv) personal relationships with people the Company 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 his or her duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offered an inducement.
- (b) An Employee may often be the only person aware of the potential for conflict. It is the Employee's responsibility to avoid any conflict arising that could compromise his or her ability to perform their duties impartially. All Employees must report any potential or actual conflicts of interest to the Chair of the Board.
- (c) If an Employee is uncertain whether a conflict exists, he or she should discuss that matter with a member of the Audit and Risk Committee and attempt to resolve any conflicts that may exist.
- (d) Employees must not submit or accept any bribe or other improper inducement. Any such inducements are to be reported to the Audit and Risk Committee.

6 PUBLIC AND MEDIA COMMENT

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

6.2 Employees must not make official comment on matters relating to the Company unless they are:

- (a) authorised to do so by the Managing Director or the Chair; or
- (b) giving evidence in court; or
- (c) otherwise authorised or required to by law.

- 6.3 Employees must not release unpublished or privileged information unless they have the authority to do so from the Managing Director or the Chair of the Board.
- 6.4 The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

7 USE OF COMPANY RESOURCES

- 7.1 Requests to use Company resources outside core business times should be referred to the Board for approval.
- 7.2 If Employees are authorised to use Company resources outside of core business times they must take responsibility for maintaining, replacing, and safeguarding the property and follow any special directions or applicable conditions.
- 7.3 Employees using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

8 SECURITY OF INFORMATION

- 8.1 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 this 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 and inventions, and is valuable to the Company.
- 9.2 The Company 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 or the Chair before making any use of that property for purposes other than as required in their role as Employee.

10 DISCRIMINATION AND HARASSMENT

- 10.1 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) or physical or intellectual impairment.
- 10.2 Such harassment or discrimination may constitute an offence under applicable law. The Company’s executives should understand and apply the principles of equal employment opportunity.

11 CORRUPT CONDUCT

- 11.1 Corrupt conduct involves the dishonest or partial use of power or position which results in one person or group being advantaged over another. Corruption can take many forms including, but not limited to:
- (a) official misconduct;
 - (b) bribery and blackmail;
 - (c) unauthorized use of confidential information;
 - (d) fraud; and
 - (e) theft.
- 11.2 Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any Employee participating in corrupt conduct.

12 OCCUPATIONAL HEALTH AND SAFETY

- 12.1 It is the responsibility of all Employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to the Company and to use security and safety equipment provided.
- 12.2 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 a potential problem in safety and reporting suspicious occurrences; and
 - (c) minimising risks in the workplace.

13 LEGISLATION

- 13.1 It is essential that all Employees comply with the laws and regulations of the countries in which the Company operates. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

14 FAIR DEALING

- 14.1 The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each Employee should endeavor to deal fairly with the Company's suppliers, customers and other Employees.

15 INSIDER TRADING

- 15.1 All Employees must observe the Company's Securities Trading Policy.
- 15.2 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.

16 RESPONSIBILITIES TO INVESTORS

- 16.1 The Company strives for full, fair and accurate disclosure of financial and other information to investors on a timely basis.

17 BREACHES OF THE CODE

- 17.1 Employees should note that breaches of certain sections of this Code may be punishable under applicable law.
- 17.2 Breaches of this Code may lead to disciplinary action.

18 REPORTING MATTERS OF CONCERN

- 18.1 Employees are encouraged to raise any matters of concern in good faith with Company Secretary, without fear of retribution.

19 REVIEW OF THE CODE OF CONDUCT

- 19.1 This Code will be reviewed by the Board on an annual basis to ensure that it continues to meet the requirements of the English *Companies Act 2006*, the *Corporations Act 2001 (Cth)* (as applicable), the ASX Listing Rules, and the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* to the extent that it is reasonable for the Company to do so having regard to the appropriate size and composition of the Board relative to the stage of the Company's development.