Dalrymple Bay Infrastructure

Code of Conduct

Dalrymple Bay Infrastructure Limited

Reviewed by the Board on 24 August 2026

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1 Introduction

1.1 Company

The Code of Conduct (**Code**) applies to Dalrymple Bay Infrastructure Ltd and all of its subsidiaries (DBI).

1.2 Our Values

Safety is Paramount

We care about safety for everyone, always



Build Trust

We do what we say we will do, consider others and take accountability for our actions



Work Together

We collaborate, welcome diversity, and build connections



Solution Orientated

We deliver quality solutions by thinking boldly, being innovative and getting the details right



1.3 Summary of the Code's Principles

(a) Protecting DBI's assets, resources and data

- We often have sensitive confidential information about DBI and about our directors, officers and employees. Preserving the integrity of this information is vital to our business and reputation and is necessary to meet our obligations under data protection laws.

(b) Accuracy of books and records and public disclosures

- We should take care that our books and records are accurate and that all of our business transactions are properly authorised.

- As a publicly listed company, we have duties to our security holders and must ensure that our communications and other disclosures to the market are timely, accurate and balanced.

(c) Duties to stakeholders

- In business, one's reputation is everything, and we should act responsibly in dealings with our securityholders, customers, suppliers, and other stakeholders, including our competitors.

(d) Communications and media

- In this digital era in which we operate, be careful in your written communications made over DBI's information systems, such as email, as this is a permanent record.
- You must ensure that any of your online activities, including your use of social media, are appropriate and reflect well on DBI. Unless authorised, you should not comment, post or discuss the company or its business dealings.

(e) Conflicts of interest and personal behaviour

- As a representative of DBI, your personal behaviour must be consistent with our values.
- Be cognisant that we face a risk that our reputation may be damaged if your personal interests conflict with or appear to conflict with the interests of DBI.

(f) Positive work environment

- For everyone to do their best work on behalf of DBI, we should all do our part to maintain our respectful work environment where everyone feels safe and productive.
- Our success is dependent on establishing a workplace culture free from discrimination, violence, harassment and other negative influences.

(g) Compliance with laws, rules, regulations and policies

- Our operations are subject to different laws, rules and regulations. You need to be aware of the laws that apply to your activities so that you can comply with them; ignorance of the law is no excuse.
- DBI has corporate policies that you must be familiar with, as they govern your activities, business practices and other conduct while working at DBI.

1.4 Frequently asked questions

(a) Why do we have a code?

The Code of Conduct serves as a guide for how you should conduct yourself as a member of DBI's team. Preserving a healthy corporate culture and ensuring compliance with our legal and regulatory duties is vital to the organisation, and following the Code helps us do that.

(b) Who must follow the Code?

All directors, officers, employees and temporary workers[1] of DBI (collectively, **you**) must follow the provisions of this Code.

[1] For purposes of the Code, "temporary workers" includes workers who are secondees, consultants or contractors who are subject to the direct supervision of DBI when undertaking work for DBI. The business group retaining a temporary worker is responsible for ensuring that the temporary worker certifies their commitment to comply with the Code.

(c) What are your responsibilities?

You have two responsibilities. First, you must follow every aspect of the Code and certify your commitment each year. Second, if you suspect someone may be violating the Code or the policies referred to in this Code, you have an obligation to report it. To make a report, follow section 9 of this Code.

(d) How will I know if there is a problem?

The Code attempts to deal with the most common issues that you may encounter, but it cannot address every question that may arise. When you're not sure what to do, ask yourself the following questions:

- Is it illegal?
- Does it feel like the wrong thing to do?
- How would it look if the matter were reported on the front page of the newspaper?
- Will it have the potential to create a negative perception of you or DBI?
- Do you have a personal interest that has the potential to conflict with DBI's interest?

If you answer "yes" to any of these questions, the proposed conduct may violate the Code and you should ask for help.

(e) How should I ask for help?

If you have questions about the Code, any policies or guidelines referred to in this Code, or about the best course of action to take in a particular situation, you should seek guidance from your manager or a member of DBI's legal team. **What if I would like to make an anonymous report?**

You may make an anonymous report by contacting DBI's Speak Up hotline, which is operated by an independent third party and is available 24 hours a day, 7 days a week. The Speak Up hotline phone number is set out in Schedule 1. If you choose to make an anonymous report, your anonymity will be protected to the fullest extent possible as permitted by law. Keep in mind, however, that maintaining your anonymity may limit DBI's ability to investigate your concerns.

(f) What are the consequences for violating the Code?

Violations of the Code or the policies and guidelines incorporated by reference can vary in their consequences. If you're an employee, it could result in a reprimand or other disciplinary action, including the termination of your employment at DBI. If you're a director, a violation may necessitate your resignation. Certain violations of the Code also contravene applicable laws and therefore can have severe consequences outside of DBI, including civil proceedings or criminal prosecution, which could result in substantial fines, penalties and/or imprisonment.

2 Standards of business conduct

The Code applies to all directors, officers, employees and temporary workers of DBI.

DBI seeks to foster and maintain a reputation for honesty, openness, trust, integrity and professionalism. The confidence and trust placed in DBI by our securityholders and other stakeholders is something we value greatly and endeavour to protect. In many respects, our reputation is our most vital business asset. Accordingly, all of our activities should be conducted with honesty and integrity and in compliance with applicable legal and regulatory requirements.

We have adopted the Code and related policies and procedures in order to preserve a healthy culture and to ensure compliance with legal and regulatory requirements applicable to our activities. We expect and require that you meet the letter and spirit of the Code (and related policies and procedures). This Code incorporates by reference the following corporate policies and programs which should be read in conjunction with the Code:

- Anti-Bribery and Corruption Policy;
- Disclosure Policy;
- Modern Slavery Policy;
- Securities Dealing Policy; and
- Speak Up Policy.

3 Protecting DBIs assets, resources and data

3.1 DBI's assets are to be used for legitimate business purposes only

DBI's assets are for business, not personal use. You have a responsibility to safeguard DBI's assets from loss, damage, theft, misuse and waste. If you become aware of loss, damage, theft, misuse or waste of our assets, or have questions about your proper use of them, you should speak with your manager. DBI's name (including its corporate letterhead and logo), facilities and relationships are valuable assets and must only be used for authorised DBI business.

Any requests for reimbursement for authorised expenses must be for legitimate business expenses. If you are unsure whether a certain expense is legitimate, you should speak with your manager.

3.2 Confidential information must be protected at all times

We must protect confidential information in our possession. Confidential information includes, but is not limited to, all memos, notes, lists, records and other documents in your possession, in hard and soft copy unless it is otherwise clearly publicly available. All confidential information is to be returned to DBI promptly after your employment ceases or at any time upon DBI's request, and your obligation to protect this information continues after you leave DBI. You must protect hard and soft copies of confidential information that are removed from the office (e.g. to be worked with at home or at external meetings).

It is important to use discretion when discussing DBI business. This includes discussing DBI business only with those individuals at DBI that have a need to know the information.

Additionally, be careful not to discuss company business in public places such as elevators, restaurants, and public transportation or when using your phone or email outside of the office. You should also be careful not to leave confidential information in unattended conference rooms or in public places where others can access it. While you are working at DBI, if you become aware of confidential information about DBI or another entity that you know or suspect has been inadvertently disclosed, seek guidance from a member of the DBI's legal team before using or acting upon this information.

3.3 Personal data held by or on behalf of DBI must be used in compliance with data protection laws

DBI collects personal data regarding individuals both inside and outside the organisation where we have the lawful basis for doing so. This is necessary to effectively and efficiently administer and manage the operation of DBI's business. In general, personal data will only be held by DBI for as long as we have a need to retain it.

Collection and use of personal data are subject to various legal and regulatory requirements. You must take all reasonable steps to ensure that personal data is kept confidential and accessed only by those individuals at DBI that have a need to know this information to carry out their duties. In addition, if it is necessary to the conduct of business to disclose personal data to a third party, you must ensure that such transfer complies with applicable legal and regulatory requirements. This may include ensuring the third party is subject to a written agreement which contains confidentiality obligations and, where relevant, other obligations which must be included under any applicable data protection laws. In all other cases, you may only disclose personal data pursuant to a legal or regulatory requirement.

You are responsible for ensuring that you understand and comply with DBI's data protection and privacy policies.

3.4 Intellectual property belongs to DBI

During the course of your employment, you may be involved in the creation, development or invention of intellectual property,[2] alone or jointly with others, including but not limited to the improvement of existing intellectual property belonging to DBI. All such intellectual property and rights are owned by DBI and to the maximum extent allowed by law, you consent to any act or omission by DBI which would otherwise infringe your moral rights. You are responsible for cooperating with DBI and providing all necessary assistance, including the preparation and execution of any necessary documentation such as assignments and applications to register rights before relevant government authorities on behalf of DBI, to ensure that all intellectual property and related rights become or are recognised as the exclusive property of DBI.

3.5 The documents of DBI must be preserved

It is critical that you help preserve our business records, follow the guidelines set out in any document retention policies and comply with related legal and regulatory requirements. If you are notified that your documents are relevant to an anticipated or pending litigation, investigation or audit, you must follow the guidance set out in the notification you receive from DBI's legal team regarding retention of documents.

[2] "Intellectual property" includes concepts, methods, processes, inventions, confidential information and trade secrets, know-how, physical products, ideas, plans, programs, software, applications, code, works of authorship, trademarks, service marks and designs.

4 Accuracy of books and records and public disclosures

4.1 Ensure that the books and records of DBI are complete and accurate and that all business transactions are properly authorised

The books and records of DBI must reflect all its transactions in order to permit the preparation of accurate financial statements. Employees must never conceal information from:

(a) an external auditor;

(b) an internal auditor; or

(c) the Finance and Audit Committee of DBI. In addition, it is unlawful for any person to fraudulently influence, coerce, manipulate or mislead an external auditor of DBI.

DBI's contracts and agreements govern our business relationships. Employees who enter into contracts or agreements on behalf of DBI must have proper authorisation to do so and, prior to their execution, these documents must be reviewed by a member of DBI's legal team where required by policy or practice. Consult a member of DBI's legal team if you are unsure whether a contract requires review.

4.2 Ensure that DBI provides true and fair public disclosure

All employees who are responsible for the preparation of DBI's public disclosures, or who provide information as part of this process, must ensure that public disclosures of information are made honestly and accurately. Employees must be vigilant about and report any of the following:

(a) fraud or deliberate errors in the preparation, maintenance, evaluation, review or audit of any financial statement or financial record;

(b) deficiencies in, or noncompliance with, internal accounting controls;

(c) misrepresentations or false statements in any public disclosure document, such as annual and half-yearly reports, prospectuses, notices of meeting and press releases; or

(d) deviations from true and fair reporting of DBI's financial position and performance.

Further information about DBI's disclosure obligations can be found in the Disclosure Policy.

5 Duties to stakeholders

5.1 Deal fairly with DBI's stakeholders

You must deal fairly with DBI's securityholders, customers, suppliers and other stakeholders, including our competitors. To preserve our reputation and relationship with stakeholders, do not engage in any illegal or unethical conduct when dealing with stakeholders or competitors.

6 Conflicts of interest and personal behaviour

6.1 Exhibit personal behaviour that reinforces a positive image of you and DBI

Your personal behaviour, both inside and outside work, should reinforce a positive image of you, DBI and its business activities. You should refrain from engaging in activities that could hurt DBI's reputation, or yours, and that could undermine the relationship of trust between you and DBI. Employees who have acted inappropriately may be subject to disciplinary action up to and including termination for cause.

6.2 Remember your duties to DBI when participating in outside personal interests; obtain permission before pursuing business activities outside the scope of your role with DBI

DBI encourages directors and employees to be active participants in their community. While pursuing personal, political, not-for-profit activities or other like activities, be mindful that your participation in any outside interest must not prevent you from adequately discharging your duties to DBI and should not conflict with or otherwise be adverse to DBI's interests. In addition, ensure that when you are involved in these activities you are not seen to be speaking or acting on behalf of DBI without express authority.

Outside business activities (**OBA**s) include any business activities outside the scope of one's role with DBI, including any activity as an employee, independent contractor, sole trader, officer, director, or partner of another business organisation, regardless of whether remuneration is involved. Employees must receive approval from their general manager and the Chief Legal and Risk Officer prior to accepting an OBA. Directors of DBI must advise the Chair of the Board or the Company Secretary prior to taking on any OBAs. Prior approval is not required to serve on boards of charities or small, private family holding companies that have no relation to DBI.

6.3 Avoid situations in which your personal interests conflict with the interests of DBI

A "conflict of interest" for this purpose occurs when a person acts or appears to act in a manner which is not in the interests of DBI. You may have a conflict of interest if you are involved in any activity that prevents you from performing your duties to DBI properly, or that may create a situation that could affect your ability to act impartially and in the best interests of DBI, including due to, among other things, personal interests or receipt of benefits from DBI's relationships with companies, business partners, counterparties, and service providers. Accordingly, you must place DBI's interest in any business matter ahead of any personal interest.

A good way to judge whether you may have a conflict of interest is to ask yourself whether a person would reasonably perceive that your interest could in any way influence your decision or performance in carrying out a duty on behalf of DBI. To avoid conflicts of interest, identify potential conflicts when they arise and contact a member of DBI's legal team if you are unsure whether a conflict exists. Directors should consult with the Chair of the Board on conflicts matters. In addition, if you become aware of any conflict or potential conflict of another director, officer or employee, you should consult with a member of DBI's legal team or the Chair of the Board, as appropriate.

6.4 Do not take corporate opportunities as your own personal opportunities

You are prohibited from taking personal advantage of a business or investment opportunity that you become aware of through your work at DBI. You owe a duty to DBI to advance its interests when the opportunity arises, and you must not compete with DBI in any way.

6.5 Be mindful of conflicts of interest arising from a personal relationship.

Directors, officers, employees and temporary workers who have the responsibility for or authority to affect the careers or employment of others should perform their functions free from any conflict of interest arising from a personal relationship.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a romantic relationship) with any other person within DBI and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned.

You must disclose any conflict of interest arising from a personal relationship to the Company Secretary. Such disclosures will be treated confidentially.

7 Positive work environment

7.1 Be committed to our respectful work environment free from discrimination,[3] bullying[4], harassment[5] and violence[6]

DBI does not tolerate workplace discrimination, bullying, harassment or violence. All directors, officers and employees must work to ensure that DBI is a safe and respectful environment where high value is placed on integrity, fairness and respect.

7.2 You have a duty to report discrimination, bullying, harassment and violence

If you become aware of what you believe to be discrimination, bullying, harassment or violence, you are expected to report it in accordance with section 9 of the Code or the

[3] Discrimination occurs when a person is treated less favourably because of a personal characteristic that is a prescribed attribute under law. It may be direct or indirect. The prescribed attributes include race, colour, sex, gender identity, intersex status, sexual orientation, age, physical or mental disability, marital status, family or carer's responsibilities, pregnancy, religion, political opinion, national extraction, social origin, breastfeeding and experiencing family or domestic violence.

[4] Bullying is repeated, unreasonable behaviour directed towards a worker or group of workers that creates a risk to health and safety.

[5] Harassment occurs when a person engages in uninvited or unwelcome behaviour which a reasonable person would expect would cause another person to be offended, humiliated or intimidated. Harassment may occur by way of an ongoing pattern of behaviour, a series of incidents or an isolated incident of harassment. Harassment can be physical, verbal or written. A person does not need to intend to offend, humiliate or intimidate for conduct to be harassment.

[6] "Violence" means an action (oral, written or physical) which causes, is intended to cause, could reasonably be interpreted as a threat to cause, or is capable of causing death or bodily injury to others, or property damage.

DBI Discrimination, Bullying and Harassment policy. Reports of discrimination, bullying, harassment or violence will be taken seriously and investigated. If you are found to be discriminating against, bullying, harassing or acting or threatening to act violently towards any individual at DBI, or knowingly condoning the discrimination, bullying, harassment of or violence towards another individual, you will face disciplinary action up to and including termination without notice and for cause.

We want to create a culture of reporting when it comes to discrimination, bullying, harassment and violence, as reporting is essential for us as a company to stamp out these behaviours. While we reserve the right to take disciplinary action if you knowingly make a false accusation about an innocent party, you will not face retaliation for making a report on reasonable grounds or assisting in the investigation of a report.

7.3 Be committed to ensuring the health and safety of fellow directors, officers and employees

We all have the right to work in an environment that is safe and healthy. In this regard, you must:

(a) comply strictly with all occupational, health and safety laws and internal procedures;

(b) not engage in illegal or dangerous behaviour, including any acts or threats of violence;

(c) not possess, distribute or be under the influence of drugs and alcohol while on DBI premises or when conducting DBI business other than as authorised by DBI in accordance with DBI's Workplace Health and Safety Policy; and

(d) not possess or use weapons or firearms or any type of hazardous material in DBI's facilities, or at DBI-sponsored functions.

If you or someone you know is in immediate danger of serious bodily harm, first call local law enforcement authorities and then report the incident in accordance with section 9 of the Code.

7.4 Human rights and modern slavery

We are committed to conducting business in an ethical and responsible manner, including by carrying out our activities in a manner that respects and supports the protection of human rights through:

(a) the elimination of discrimination in employment;

(b) the prohibition of child and forced labour;

(c) the ethical sourcing of goods and services;

(d) acting to minimise, and where appropriate and possible, prevent modern slavery risks in DBI's operations and supply chain; and

(e) the eradication of harassment and physical or mental abuse in the workplace.

We strive to embed these standards into all of our core business activities, including training, communications, contracts and due diligence processes as appropriate. These practices extend to our interactions with our key suppliers and other business partners.

8 Compliance with laws, rules, regulations and policies

8.1 Know and comply with all laws, rules, regulations and policies applicable to your position

Our business is highly regulated, and DBI is committed to compliance with applicable laws, rules, regulations and policies. Each of us must recognise our personal obligations as individuals to understand and comply with the laws, rules, regulations and policies that apply to us in the conduct of our duties, including those that apply specifically to publicly listed companies, as well as laws with broader applicability such as prohibitions on insider trading.

Many of DBI's activities are governed by laws, rules, regulations and policies that are subject to change. If you have questions about the applicability or interpretation of certain laws, rules, regulations or policies relevant to your duties at DBI, you should consult a member of DBI's legal team. In the event a local law, custom or practice conflicts with the Code, you must adhere to whichever is the most stringent. If you know of any of our practices that may be illegal, you have a duty to report it. Ignorance of the law is not, in general, a defence to breaking the law. We expect you to make every reasonable effort to become familiar with the laws, rules, regulations and policies affecting your activities and to comply with them. If you have any doubts as to the applicability or interpretation of any of the above, you should obtain advice from a member of DBI's legal team.

8.2 Be aware of your obligations when dealing with DBI's securities

During the course of your duties, you may have access to or become aware of Inside Information[7] about DBI. You must not use this information to gain a financial advantage for yourself or others, either by way of making a trade for yourself, "tipping" others on the information (i.e. disclosing the information to others such as relatives or friends), or otherwise.

You must seek approval to deal in DBI's securities. Prohibitions on trading in DBI's securities may apply during a blackout period. You may only apply for approval to deal during a blackout period if there are exceptional circumstances and you are not in possession of Inside Information.

For more information about restrictions on securities dealing, refer to DBI's Securities Dealing Policy.

8.3 Be aware of your obligations in relation to anti-bribery and corruption

DBI has a zero tolerance approach towards bribery and corruption. This commitment comes from the highest levels of management and you must meet this standard.

You must not pay, offer, promise or accept, directly or indirectly, any bribe, kickback, secret commission, facilitation payment, or other form of improper payment (however small), or otherwise breach relevant anti-corruption laws.

[7] **Inside Information** is information that is not generally available to the market, and if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of DBI's securities. Information is not "generally available" to the market unless it consists of a readily observable matter, it has been made known publicly to investors and a reasonable period has elapsed for it to be disseminated, or it consists of deductions, conclusions or inferences made or drawn from those sources. If you are not sure whether information is Inside Information, consult with a member of DBI's legal team for guidance.

Gifts and other benefits must never be offered, provided or received if it could be perceived to improperly influence a relationship or decision affecting DBI or its business, or it would otherwise violate DBI's Anti-Bribery and Corruption Policy.

You must not grant financial or other support to political parties, political campaigns or individual politicians on behalf of DBI, as this could be perceived as an attempt to gain improper business advantage.

DBI is strongly committed to preventing the use of its operations for money laundering, the financing of terrorism, or other criminal activities, and will take appropriate actions to comply with applicable anti-money laundering laws.

For further details, refer to DBI's Anti-bribery and Corruption Policy.

8.4 You should consider your rights and obligations when providing information to governmental authorities

Either during or following your employment, engagement or directorship at DBI, you may be contacted by governmental authorities (e.g. law enforcement, securities regulators, etc.) who are seeking confidential information from you which you obtained through your association with DBI. Whether you are able to respond to these questions or not, we strongly recommend that, for your own protection, you do not speak with authorities without first seeking legal advice on your rights and obligations. In this situation, you may contact DBI's Chief Legal and Risk Officer who can help you retain counsel that can assist you.

Notwithstanding the foregoing, nothing in the Code prohibits or restricts you in any way from providing information to a government authority pursuant to applicable whistleblowing regulations. For further information, refer to the Speak Up Policy.

8.5 You have internal reporting obligations in the event you are convicted of an offence

We are only as good as our people, and therefore DBI's reputation depends on the reputation of the individuals who serve DBI as directors, officers or employees. Once you have commenced with us, we expect you to continue to adhere to the principles of openness, honesty and transparency. If at any time while you are associated with DBI you are convicted of an offence or are involved in any conduct that you think may be relevant to your reputation, you have an obligation to report this information to a member of DBI's legal team and your manager so that it may be appropriately documented internally.

9 Reporting potential Code violations

9.1 You are encouraged to report actual or suspected breaches of the Code

Internal reporting is critical to DBI's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of the Code, or any illegal or unethical behaviour or misconduct that you become aware of. When making a report, please include specific details and back-up documentation where feasible in order to permit adequate investigation of the concern or conduct reported. Vague, nonspecific or unsupported allegations are inherently more difficult to pursue.

Employees are encouraged to report actual or potential misconduct or violations of the Code to their supervisor informally in the first instance, since their supervisor is generally in the best position to resolve the issue. Alternatively, you may contact any of the designated **Recipients** under the Speak Up Policy to report any actual or potential misconduct or Code violations.

If you have questions refer to the Speak Up Policy.

9.2 In the event you do not want to report violations internally, you can always make a report through DBI's independent reporting hotline

Our reporting hotline is managed by an independent third party. The independent reporting hotline allows anyone to call anonymously (if they so choose) to report suspected unethical, illegal or unsafe behaviour in English and other languages. The reporting hotline is available toll-free, 24 hours a day, 7 days a week. Refer to Schedule 1 of the Code for the reporting hotline details. If you choose to make an anonymous report, your anonymity will be protected to the fullest extent possible as permitted by law.

9.3 Reports will be kept confidential and will be dealt with appropriately

The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. You may wish to identify yourself to facilitate our investigation of any report; however, you can make an anonymous report.

9.4 DBI prohibits retaliation against anyone who reports suspected violations of the Code or any law or regulation

No retribution or retaliation will be taken against any person who has filed a report based on the reasonable good faith belief that a violation of the Code or any law or regulation has occurred or may in the future occur; however, making a report does not necessarily absolve you (if you are involved) or anyone else of the breach or suspected breach of the Code. DBI reserves the right to discipline you if you provide false information or make an accusation you know to be untrue. This does not mean that the information that you provide has to be correct, but it does mean that you must reasonably believe that the information is truthful and demonstrates at least a possible violation of the Code. If you believe that you have been unfairly or unlawfully retaliated against, you may file a report with a Recipient under the Speak Up Policy, or by calling the reporting hotline.

10 Disciplinary action for Code violations

Please note that we reserve the right to take disciplinary action for Code violations that fits the nature and particular facts of the violation. This could include immediate termination for cause and, if warranted, legal proceedings may be brought against you.

11 Statement of compliance

Upon starting at DBI, each director, officer, employee and temporary worker who is subject to the Code will be provided with a copy of the Code and policies referred to in the Code and is required to sign an acknowledgement. The acknowledgement is maintained by DBI's legal team. On an annual basis, each director, officer, employee and temporary worker who is subject to the Code will be required to re-certify compliance with the Code. **Annual execution of a Statement of Compliance with the Code and policies or an annual certification of the Code is a condition of your continued directorship, employment or engagement with DBI**.

12 Waivers

A waiver of the Code will be granted only in very exceptional circumstances. A Code waiver for employees, other than directors and members of the senior executive team, must be approved by the CEO. A Code waiver for a member of the Board or the senior executive team must be approved by the Chair of the Board.

13 Amendments

The Board reviews and approves the Code on at least an annual basis.

Schedule 1

Contact information and legal notice

- CEO
- **NAVEX Global**;
- DBI Company Secretary;
- The Chair of the Board *(if your concern relates to senior executives, or any Recipient named as in the Speak Out Policy, you are encouraged to feel comfortable contacting the Chair of the Board).*

The contact details of the Recipients can be found on the intranet. You can make your report by email, telephone or in person.

NAVEX Global is an independent reporting service that gives employees and other individuals the opportunity to anonymously report potential misconduct. This service can be contacted by phone on **1800-952-519** or reports may be made via a website platform (link here).

Legal Notice

DBI reserves the right to modify, suspend or revoke the Code and any related policies, procedures, and programs at any time. DBI also reserves the right to interpret and amend the Code and these policies in its sole discretion.

Neither the Code, nor any of the policies referred to in the Code, confer any rights, privileges or benefits on any employee, create an entitlement to continued employment at DBI, establish conditions of employment for the employee, or create an express or implied contract of any kind between employees and DBI. In addition, the Code does not modify the employment relationship between employees and DBI.

The Code is posted on our website and intranet. The version of the Code on our website and intranet may be more current and supersedes any paper copies, should there be any discrepancy between paper copies and what is posted online.