

CORPORATE GOVERNANCE BOARD CODE OF CONDUCT

1. OBLIGATIONS UNDER LEGISLATION

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by Catalpa to meet corporate governance requirements.

- The Code of Conduct – setting our minimum standards of conduct and integrity to be observed by all Directors and employees.
- The Corporate Governance Statement – which advises shareholders and the ASX of the corporate governance practices put in place by the Board.
- Various Board Committee Charters – which set out the roles and responsibilities in relation to the sub-committees of the Board.
- Various Board Policies as contained in the Directors' Manual such as Continuous Disclosure, Privacy, Environmental, Auditor Independence, Dealing in Securities etc.

The most important obligations under legislation are summarised below:

- Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions.
- A director or former director will not make improper use of information acquired by virtue of position.
- A director will not make improper use of position to gain a direct or indirect advantage for self or any other person.
- Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

2. PERSONAL BEHAVIOUR

The standards of personal behaviour applicable to Board members are summarised below:

- Directors will acquire a clear understanding of the role and purpose of the Board and the Company, including the statutory and regulatory requirements. They will develop an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Board. Directors will strive to attend all Board and relevant committee meetings and other scheduled activities. Where attendance is not possible, directors will as appropriate seek leave of absence or tender an apology.
- Directors will treat each other with professionalism, courtesy and respect. They will work cooperatively with fellow members towards agreed goals, whilst accepting the obligation to be independent in judgement and actions. Directors will not attempt to improperly influence other Board members.
- All directors will strive to achieve consensus within the Board, but if the final position reached is a majority decision, that will be the decision of the Board. A dissenting director may have his/her vote and/or a minority view recorded in the minutes.
- Directors who may communicate publicly (through lectures or papers) material related to the Company's affairs will in general convey views agreed by the Board. If material beyond this is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance – preferably with the full Board, but at least with the Chairman.
- Directors will comply with all laws and regulations and will actively promote compliance within the Company.
- Directors will encourage the reporting of unlawful/unethical behaviour and will actively promote such ethical behaviour and protection for those who report violations in good faith.

3. CONFLICT OF INTEREST

Most directors have other responsibilities or interests which, particularly given the close knit nature of the Western Australian business community, may from time to time interact with the interests of Catalpa. This may create a situation of divided loyalties, or of temporary conflict of interest. (Selection process for Board appointees should avoid any permanent conflict of interest.)

The Board aspires to the highest standards of corporate governance, and applies rigorous procedures to deal with actual or potential conflict situations. These rely on the total acceptance by directors of the obligation to declare an interest, and to isolate themselves from any activity in which they may have a conflict.

The procedures may be summarised as follows:

- A Director is required to disclose their interests such as directorships, partnerships, consultancies and material holdings in securities to the Board on joining.
- Directors will advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships, consultancies and material holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities, if required. Board members will normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Interests are confirmed annually in writing to the Company Secretary prior to inclusion in the Directors' Report.
- Where the director wishes to accept a new directorship, partnership or consultancy during their term as a director of Catalpa, that director will discuss the matter with and obtain consent from the Chairman/CEO to accept that new directorship, partnership or consultancy.

- If a situation of an actual or potential conflict should arise, the director concerned will discuss the matter with the Chairman. The director concerned will withdraw if requested while the Board discusses the potential conflict.
- If it is decided that a conflict does exist, then depending on its assessed significance, the director involved will be requested to take one of the following course of action (in order of increasing significance):
 1. refraining from voting on a relevant matter during a Board meeting;
 2. withdrawing from discussion of relevant matter(s) during a Board meeting;
 3. taking leave of absence from the Board for a period;
 4. resigning from the Board.

In the particular case where the other members of the Board may decide that a director or a related party may properly supply goods or services on commercially acceptable terms to the Company, details will be reviewed by the Audit and Corporate Governance Committee and appropriate disclosures will be provided in the annual Directors' Report and Notes to the Financial Statements.

4. REMUNERATION, EXPENSES AND OTHER BENEFITS

The Board has adopted a separate policy on Remuneration.

5. INFORMATION AND RECORDS

The Company Secretary takes prime responsibility for proper recording of Board

proceedings and related matters – including storage and handling of documents, tapes, discs, etc. However, directors receive a good deal of information in various forms as a result of their Board roles, and accept responsibility for careful and secure stewardship – particularly in relation to confidential material.

Discretion is exercised in regard to information handled via facsimile or other electronic transmission devices, to ensure that this is not inadvertently made available to unauthorised parties.

Former directors have rights in obtaining access to Board records after their terms of appointment have concluded, which will be exercised by contact with the Company Secretary.

The obligations and procedures may be summarised as follows:

- Directors will cooperate fully with the Company Secretary in regard to Board records and information. Any such records retained by Board members will be stored with appropriate security. Material not required for retention will be passed to the Company Secretary or his/her secretary for disposal or shredding.
- Directors acknowledge that confidential information received in the course of exercise of Board duties remains the property of the originating organisation, whether this is the Company or another entity. It will not be disclosed unless either the originator has so authorised, or disclosure is required by law.
- Directors will generally exercise discretion in regard to all Board information which is not in the public domain.
- Former directors can, if they so desire, exercise rights to access Board records, by contacting the Company Secretary.

6. TRADING IN COMPANY SECURITIES

The Board has adopted a separate policy on Directors Dealing in Company Securities.

The register of directors' shareholdings will be made available for inspection at every meeting of the board.

7. AT THE COMPLETION OF THE ENGAGEMENT

At the completion of the engagement the director will:-

- immediately deliver up to the Company all property in his/her possession, belonging to the Company. This does not include Board papers or other information the director is entitled to retain under relevant legislation;
- not represent themselves as being in any way connected with the Company. This does not include any financial interest the director may have by way of owning shares in the Company; and
- repay to the Company any amount due by the director to the Company provided that any such amount may be offset by any amount due by the Company to the director.