

Australian Wool Innovation Limited
ABN 12 095 165 558

Code of Conduct - Directors and Officers

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Contact

The Company Secretary

Australian Wool Innovation Limited

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CODE OF CONDUCT FOR DIRECTORS AND OFFICERS

1. Commitment to Good Corporate Governance

- 1.1 Australian Wool Innovation Limited (**AWI** or the **Company**) endeavours to be recognised as an organisation committed to the highest ethical standards in business.
- 1.2 On 17 June 2004 the Board of AWI approved a Corporate Governance Policy and also a Code of Conduct - Obligations to Stakeholders.
- 1.3 The Board of AWI has also adopted a Board Charter.
- 1.4 The Board of AWI has adopted this “Code of Conduct - Directors and Officers” in accordance with the Company’s corporate governance policy.
- 1.5 The Board of AWI may amend and update this Code of Conduct from time to time.

2. Board of Directors of AWI

Each director and officer of AWI must comply with the following requirements:

- 2.1 each director and officer must act honestly, in good faith and in the best interests of the Company as a whole;
- 2.2 each director and officer has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- 2.3 each director and officer must use the powers of office for a proper purpose, in the best interests of the Company as a whole;
- 2.4 each director and officer must recognise that the primary responsibility is to the Company’s shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Company;
- 2.5 each director and officer must not make improper use of information acquired as a director or officer;
- 2.6 each director and officer must not take personal advantage of the position of director and officer;
- 2.7 each director and officer must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company;

- 2.8 each director and officer has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of directors and Committees of the Board;
- 2.9 confidential information received by each director and officer in the course of the exercise of directorial duties remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that Company, or the person from whom the information is provided, or is required by law;
- 2.10 each director and officer should not engage in conduct likely to bring discredit upon the Company;
- 2.11 each director and officer has an obligation, at all times, to comply with the spirit as well as the letter of the law and with the principles of this Code of Conduct, and
- 2.12 the Corporations Act and Regulations as enacted from time-to-time.

(Note: in interpreting this Code of Conduct, the Company may have reference to the “Guidelines for the interpretation of the principles of the Code of Conduct” which were published by the Australian Institute of Company Directors.)

3. Compliance with AWI’s Corporate Governance Practices and Documents

- 3.1 In addition to the requirements set out in paragraph 2 above, each director and officer of AWI must comply with all corporate governance practices and documents established and approved by the Board of AWI from time to time, including:
 - 3.1.1 AWI Constitution
 - 3.1.2 Statutory Funding Agreement
 - 3.1.3 Corporate Governance Policy
 - 3.1.4 Code of Conduct – Obligations to Stakeholders
 - 3.1.5 Board Charter
 - 3.1.6 Charter of the Committees of the Board
 - 3.1.7 Code of Conduct – Directors and Officers
 - 3.1.8 Communications Strategy
 - 3.1.9 Rules and Procedures governing election of Directors