



Conflict of Interest Policy

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cloud communications for business

1. OBJECTIVES

The aim of this policy is to ensure decisions made by executive or non-executive directors and staff members are made ethically and in the best interests of Comms Group Ltd (**Company**), and its reputation is not negatively affected by those decisions.

2. SCOPE

This document outlines the policy that is approved by the Board of Directors, who are ultimately responsible for managing conflicts of interest for the Company.

3. CONFLICTS

A Director who has a material personal interest in a matter which relates to the Company's affairs (conflict of interest) must give the other Directors notice of that interest. A Director may give a standing notice of an interest by tabling a written notice of that interest at a meeting of Directors.

Disclosure of new conflicts is the responsibility of all Directors. This disclosure will be a notification to all Directors at the commencement of any discussion relating to that conflict.

Conflicts of interest can be actual perceived or potential;

- (a) Actual involves a direct conflict between current duties and responsibility and private interests (including related parties)
- (b) Perceived conflicts exist where it could be perceived or appears that personal or private interests could influence decision making or performance whether or not this is actual
- (c) Potential conflict arises where personal or private interests could conflict with duties or decision making
- (d) A conflict of interest may be pecuniary or non-pecuniary and may arise even from avoiding personal or financial loss.

4. NOTICE BY NEW DIRECTORS

Before any member will be accepted as a Director they must disclose all interests in both the Company and conflicted or potentially conflicting duties and interests to the Board. This disclosure is an ongoing responsibility of all Directors ensuring that the integrity of decision making is maintained. Such disclosure will be made on the form where a person consents to be a Director of the Company.

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5. WHAT IS AN INTEREST?

Examples of where a director has a material person interest in a matter which relates to the Company's affairs are:

- (a) when a Director or his/her immediate family or business interests stands to gain financially from any business dealings, programs or services of the organisation.
- (b) when a Director offers to provide a professional service to the organisation.
- (c) when a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used to advantage.

A conflict of interest may not directly be of benefit to the director either pecuniary or otherwise, a conflict will also arise if the director gains an advantage for some-one else in the use of information or use of position.)

6. REGISTER OF INTERESTS

The Company Secretary will maintain a Register of all conflicts of which he or she has been given standing notice. All new entries in the Register must be presented to the Board and recorded at the next Board meeting. The Register must be tabled at each Board meeting where a newly-elected Director is present.

Annually the Board will review the Register on conflicts of interest and amend as required. At this time all Directors will be required to advise of any new and impending conflicts that may arise, for example due to changes in their employment or business interests, or new project undertaken by the Company.

7. ATTENDANCE AND VOTING ON MATTERS

At each Board or Committee meeting, Conflicts of Interest must be a standing agenda item and the minutes re to record any changes or new conflicts of interest.

Under the Corporations Act, a Director who has a material personal interest in a matter which is being considered by the Board, must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting.

Where a matter discussed at a Board meeting involves a Conflict, the Director affected must disclose full details of the Conflict verbally, and:

- (a) the declaration will be incorporated in the minutes of the meeting;

- (b) if the other Directors are satisfied that it is a potential Conflict only, the Conflicted Director may remain in the meeting to fully participate in the discussions and voting, unless the Board resolves otherwise;
- (c) if the other Directors are satisfied that it is an actual Conflict:
 - (i) the Conflicted Director must, if required by the Board, provide full written details of the Conflict and other related information as reasonably required;
 - (ii) the Conflicted Director must withdraw from the meeting room while the matter is discussed, and the minutes noted accordingly;
 - (iii) before withdrawing, the Conflicted director may address the Board or ask or answer any questions in relation to the matter (but it is in the discretion of the Board whether it is appropriate to answer the questions); and
 - (iv) those Directors unaffected by the Conflict (assuming they constitute a quorum) must consider whether the Conflict required other actions to be taken in compliance with the 'material personal interest' provisions or the 'related party transactions' provisions of the Corporations Act, including whether it may require approval of shareholders, and if necessary will reserve any decision until appropriate advice can be taken on the point.

Full details of all discussions and resolutions of the Board, in absence of a Conflicted Director, are to be recorded in the minutes of the meeting and if thought desirable in the interests of the Company, that part of the minutes may be withheld from the Conflicted Director.

8. RECORDING DISCLOSURES

The Company Secretary must record in the Board minutes any declaration made or any standing notice or changes to that notice provided to the Board.

9. REVIEW AND APPROVAL

This policy was approved and adopted by the Board on 27 October 2017

This policy was reviewed in August 2022

This policy was reviewed and approved by the Board in August 2024