

Skilligence [ABN 12 600 600 164]

**CONFLICTS OF INTEREST
POLICY**



OVERVIEW & OBJECTIVE

Skilligence Pty Ltd and its subsidiaries (“the Company”) is required to identify and disclose a conflict of interest. Conflicts of Interest are circumstances where some or all of the interests of the Company stakeholders are inconsistent with or diverge from, some or all of the interests of the Company’s business.

Examples of a conflict or potential conflict includes:

- A service provider provides incentives, including soft dollar incentives for the favour of their business and / or service or for a contract to supply goods and services to the Company
- An employee has a close personal relationship or family relationship and is in a position to influence a decision about a service provider;
- The holding of an external directorship by yourself, relative or close associate.

PURPOSE

This Policy aims to ensure that all Employees can identify conflicts of interest and report conflicts of interest to allow management and/or the Board to adequately manage a conflict should it arise. This Policy includes the receiving of gifts as a way of managing potential or perceived conflicts of interest.

The conflicts management regime aims to promote:

- Confident and informed decision making by consumers
- Fairness, honesty, integrity and professionalism by employees within the Company
- A culture of compliance.

SCOPE

This policy applies to:

- Board members
- All personnel, including executive and divisional managers; full-time, part-time, or casual, temporary, or permanent staff; job candidates; student placements, contractors, and sub-contractors;
- Anyone providing services to the Company that the Board or CEO determines should comply with this Policy, eg specific requirements in outsourcing agreements



COMPLIANCE & SANCTIONS

The Company Secretary or their delegated person/s is responsible for overseeing all employees and the Board to ensure that the procedures in this Policy are followed. Failure to comply with these procedures will be regarded as a breach of the person's employment / engagement / contract and will be handled accordingly. Any breach of this Policy may result in disciplinary action, including termination of employment.

All employees are accountable for their decisions and actions. All employees must comply with relevant Australian laws and regulations.

MANAGEMENT OF CONFLICTS OF INTERESTS

Conflicts of interest may be managed by:

- Controlling conflicts;
- Avoiding conflicts; and
- Disclosing conflicts.

Actions that may be taken to manage a conflict of interest include:

- Requiring an employee to undertake further training or remedial action (control);
- Declining to provide services to a particular client or group of clients (avoid); or
- Disclosing the conflict of interest to a client or group of clients (disclose).

Responsibility

The Board is responsible for approving and endorsing conflicts of interest arrangements.

The Company Secretary is responsible for overseeing the management of how conflicts of interest are managed.

Records

The Company will maintain records of conflicts. These records will show:

- How a conflict was identified;
- The disclosure that was provided relating to the conflict;
- How the conflict was assessed;
- Written up in the conflicts register.



CATEGORIES OF CONFLICTS OF INTEREST

Directors

The Company Directors are made aware of their disclosure duties and obligations in relation to conflicts of interest at the time of appointment and on an ongoing basis. In accordance with the Corporations Act, directors are required to disclose to the Board any material personal interests such as serving as a director in another Company or having an interest in a matter being discussed by the Board. Directors will be required to disclose any conflict at the beginning of each Board meeting. This disclosure will be included in a minute and included in the Conflicts of Interest Register.

Political Contributions

All political contributions and activities of employees are to conform to the requirements of the Australian Electoral Commission, the applicable laws in the various States as well as the following set out below:

- No contribution or commitments to make contributions may be made by or on behalf of the Company without approval by the Board;
- Employees are not to engage in political activities without the approval of the Managing Director.

Gifts

Giving or receiving reasonable gifts, benefits or corporate entertainment can be part of normal business relationships. The acceptance of gifts or a gift can create an obligation or influence (or be perceived to influence) a person's decision and therefore has the potential to create actual or perceived conflicts of interest. This perception can undermine the integrity of business relationships and be prejudicial to the business. To ensure transparency, the Company has set specific limits on the type and value of gifts its employees are permitted to accept or give.

Employees must not solicit, accept or offer money, gifts or entertainment, which may influence or might appear to influence decision-making or their business judgement.

In accordance with the prevention of conflicts of interest, employees must disclose to the Company Secretary any material interests that they have. Gifts received or offered include meals, entertainment, flights and accommodation or gift vouchers. If an employee gives or receives a gift over the value of \$200, they are required to seek approval to give or receive and disclose.

The information to be provided to the Company Secretary to include in the Gift Register is – date gift was received or given; name of the recipient and the entity they represent; description of the gift and estimated value.



REVISION & PUBLICATION

This Policy is to be approved by the Board of Directors and will be subject to review every two (2) years. A copy will be made available to all employees.

DOCUMENT CONTROL

Document ID	Version 1.0	Document Title	Conflicts of Interest Policy
Owner	Company Secretary	Author	Alan Smith (COO)
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