

Boulder Steel Limited ABN 78 009 074 588

Code of Conduct

1. Purpose

This document sets out the Code of Conduct applying to the Officers and employees of Boulder Steel Limited (the **Company**).

2. Interpretation

For the purposes of this document, “Officers” shall mean:

- (a) the Board; and
- (b) senior executives.

3. General

The Officers and employees must:

- (a) act in accordance with the letter and spirit of relevant legislation and Company policies (including the Company’s share trading policy);
- (b) use due care and diligence in fulfilling the functions of their office/employment and exercising the powers attached to that office/employment;
- (c) act with honesty, professionalism and objectivity so as to meet their responsibilities to shareholders and other stakeholders in the Company (such as employees, business partners, customers and the community as a whole); and
- (d) ensure that business transactions are carried out solely in the best interests of the Company.

4. Responsibilities to Shareholders and the Financial Community generally

The Company is committed to increasing shareholder value and aims to ensure its shareholders are fully informed as to the true financial position and performance of the Company through timely and accurate disclosure of information and risk management practices and exemplary compliance with the continuous disclosure regime.

The mechanisms to achieve this include the risk management structures, internal audit function, the Audit and Risk Committee, and the Board’s oversight of strategic and business objectives.

5. Responsibilities to Employees

Officers and employees will show consideration and regard for each other and make a positive contribution to the Company.

The Company will ensure equal employment opportunity and decisions on hiring, salary, benefits, advancement, termination or retirement will be based solely on the employee’s ability to do the job. There will be no unfair or unlawful discrimination.

Officers and employees all have the right to work in an environment free from harassing behaviour and it is the Officers' and employees' responsibility not to engage in harassing behaviour towards colleagues, contractors, employees or members of the community.

Officers (other than non-executive directors) and employees must have approval from the Board to take up a directorship with another company. To take part in an external activity, additional employment or any outside business activity that will involve a significant amount of an Officer's or employee's working time or which will impinge on an Officer's or employee's ability to perform his or her work for the Company, requires approval. Generally, unless there is a demonstrable benefit to the Company, either directly or indirectly, such extra curricular activities will not be approved.

6. Care and Diligence

The Officers and employees should exercise due care and diligence in the performance of their duties and responsibilities. This should include such activities as ensuring the accuracy of all decision-making information, attending to detail in all aspects of work, being mindful of the sensitivities of others, protecting confidentiality and being courteous, open and honest.

The products and services provided by the Company will be of high quality. The Officers and employees will deliver these products and services to its customers in a timely and equitable manner, and give customer satisfaction high priority. Where the quality of products and services provided is not satisfactory to its customers, the Company will take prompt remedial action.

7. Conflicts of Interest

A conflict of interest is a circumstance where some or all of the interests of a private individual interfere or appear to interfere with the interests of the Company as a whole. For example, a personal gain that could potentially result from your actions and might affect your ability to make decisions in the interest of the Company would usually involve a conflict of interest.

The Officers and employees recognise their overriding responsibility to avoid or manage actual, apparent or potential conflicts of interest. Conflicts of interest must be reported based on the following reporting lines:

- (a) Officers must disclose conflicts to the Chairman for consideration. If the Chairman is conflicted, disclosure must be made to the Company Secretary.
- (b) Employees must disclose conflicts to their supervising Manager, who will in turn report to the Company Secretary for the attention of the Board.

8. Gifts and Benefits

It is always wrong for Officers and employees to ask for, or appear to expect, gifts or benefits from suppliers, customers, business associates, colleagues or others with whom they come into contact in the course of their work at the Company.

A gift or benefit may create, or appear to create, a conflict of interest (see above). When gifts are offered, they should only be accepted if:

- they are provided as part of an approved incentive program;

- public disclosure of the transaction would not embarrass the Company;
- they cannot be construed as an inducement to favour the giver in any way;
- to do so is consistent with all aspects of the Company's Code of Conduct.

In no circumstances are gifts of money to be accepted.

9. Corporate Opportunities

The Officers and employees must not:

- (a) take improper advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with the Company;
- (b) receive benefits (including gifts or entertainment) which could be seen as creating an obligation to someone other than the Company; and
- (c) act in ways which may cause others to question their loyalty to the Company.

10. Confidential Information

The Officers and employees must ensure that confidential information about the Company is not disclosed to third parties, except where such disclosure is authorised or legally mandated. This confidentiality obligation is usually formalised in each employee's employment agreement or letter of appointment.

11. Confidential Communications from Employees

Employees may communicate to the chair of the Audit and Risk Committee, where they have concerns (on reasonable grounds) regarding potential fraud or misappropriation, weaknesses in internal controls, or the adequacy or accuracy of information being provided within the organisation to senior managers or the Board. Such communications (which shall be in writing) shall be treated as confidential. Employees should explain whether the matters have previously been discussed with an employee's manager, and if not, why the employee has chosen to report to the Audit and Risk Committee.

12. Compliance culture

The Officers and employees are committed to actively promoting a culture of good corporate governance within the Company in order to facilitate the growth of the Company while managing risks and being accountable to stake holders. This includes:

- (a) the reporting of internal unlawful or unethical behaviour, and the protection of those who report such violations in good faith;
- (b) the thorough investigation of all such reports and taking of any necessary action in response; and
- (c) monitoring and assessing compliance with Company policies and corporate governance standards on a regular basis, and where deficiencies are

recognised, acting swiftly to correct such deficiencies before they adversely impact the performance of the Company.

13. Occupational Health and Safety

The Officers and employees are committed to ensuring:

- (a) a safe work place;
- (b) that proper occupational health and safety procedures are followed; and
- (c) that there is proper consideration and respect for environmental issues.

14. Privacy

The Company's employment policies include provisions concerning the handling of any personal information about its employees that the Company collects.

15. Compliance with legislation

All Officers and employees are required to comply with the letter and spirit of all applicable laws and regulations in all jurisdictions in which the Company operates in performance of their duties and their dealings with fellow employees, customers, suppliers and all third parties with whom they have contact in the performance of their duties

16. Acknowledgment

The Officers and employees acknowledge that:

- (a) strict compliance with this Code of Conduct is essential to maintain public confidence in the integrity of the Company; and
- (b) failure to comply with this Code of Conduct may be grounds for termination of their appointment.

Adopted by the Board on 30 September 2009