

## CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy (**Policy**) intends to assist employees and contractors of ARA Group Limited ABN 47 074 886 561 and its subsidiaries and affiliates in Australia and New Zealand (collectively "**ARA Group**") to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of ARA Group and manage its risks.

### 1 Scope

- 1.1 This Policy applies to the ARA Group Board, ARA Group's directors and Senior Managerial Staff of ARA Group.
- 1.2 This Policy shall also extend to apply to any contractor or employee (whether employed on a permanent, temporary, full-time, part-time or casual basis) of ARA Group where that contractor or employee is or becomes responsible for, or otherwise makes, or may make, from time to time, decisions for or on behalf of ARA Group which have the potential to impact ARA Group's integrity, reputation, and its risks.
- 1.3 All obligations under this Policy applying to the ARA Group Board, ARA Group's directors, and Senior Managerial Staff shall also be deemed as applying to such contractors or employees captured by paragraph 1.2, including where no express reference is made in the policy to ARA Group employees or contractors generally.
- 1.4 For the avoidance of doubt, all references to "employees" shall be deemed to be a reference to those persons subject to this Policy as captured by paragraphs 1.2 and 1.3 above.

### 2 Definitions & Interpretation

- 2.1 For the purposes of this Policy:
  - (a) "**ARA Group Board**" means the board of directors ARA Group Limited ABN 47 074 886 561;
  - (b) "**Associate**" refers to the relationship between any individual, company or other entity, where otherwise independent persons or parties have sufficient influence over one another.
  - (c) "**conflict of interest**" occurs when a person's personal interests' conflict with their responsibility to act in the best interests of ARA Group generally or in their capacity acting on behalf of ARA Group and may be:
    - (i) actual, potential or perceived; and
    - (ii) financial or non-financial,and extends to include (without limitation) the examples of conflicts of interest set out at the Appendix to this Policy;
  - (d) "**personal interests**" include direct interests (your own) as well as those of family, friends, associates and any organisations with which a person may be involved with or have an interest in (for example, as a shareholder), and may also include a conflict of interest between an ARA Group Board member's duty to ARA Group and another duty that same board member may have (such as to another company); and
  - (e) "**Senior Managerial Staff**" includes any employee or personnel within the ARA Group whose role requires them to exercise managerial or supervisory functions across or over a team or group of people within ARA Group and/or has actual or delegated authority to bind ARA Group in contract and any other transactional dealing.
- 2.2 Any reference to any ARA Group Board shall be deemed to be a reference to the ARA Group entity to which conflict of interest relates.

### 3 Objective

- 3.1 ARA Group aims to ensure that its employees are aware of their obligation to disclose any conflicts of interest that they may have and to comply with this Policy so as to ensure employees effectively manage those conflicts of interest as representatives of ARA Group.

- 3.2 Conflicts of interest, if known, disclosed and managed appropriately, may not necessarily pose great risks for ARA Group. However, it is important to ensure employees are aware of what may happen if a conflict of interest is not managed appropriately, most notably, the likelihood of risk to one of ARA Group's most valuable assets, its reputation. It is ARA Group's reputation that attracts clients, employees and shareholders, and thus would have significant negative impacts on ARA Group if tarnished.

#### **4 Policy**

- 4.1 To ensure the objectives of this Policy are met, it is important for those subject to this Policy to ensure they are aware of their personal interests and the interests of those connected to them and how those external influences can influence them. How such interests may be conflicting may not be immediately apparent until a particular situation arises. Interests may also change from time to time.
- 4.2 Both conflicts of interest and personal interests can present the risk that a person will make a decision based on or affected by those interests, rather than acting impartially with regard to the best interests of ARA Group. Accordingly, such situations must be managed appropriately.
- 4.3 Any ethical, legal, financial or other conflicts of interests should be avoided, and where such conflicts of interests arise, care should be taken to ensure such conflicts of interests are appropriately managed so as to avoid a conflict with the obligations a person may owe to ARA Group, and it is the responsibility of the ARA Group Board to see to this.
- 4.4 Where a conflict of interest arises, or where interests change from time to time, those subject to this Policy will be required to complete a 'Conflict of Interest Declaration' form (**Declaration**) and such Declaration shall also be required to be completed annually, even where there has been no change to the interests of the declaring person.
- 4.5 Where through an acquisition (or otherwise) a person becomes a member of an ARA Group Board or becomes a member of ARA Group's Senior Managerial Staff, that person must complete a Declaration no later than thirty (30) days after the date of such appointment.
- 4.6 ARA Group manages conflicts of interest by requiring the ARA Group Board, ARA Group directors and its Senior Managerial Staff to:
- (a) avoid conflicts of interest where possible;
  - (b) (where conflicts of interest exist) identify and disclose any conflicts of interest by the Declaration form (available by following link to [ARA Group - Conflict of Interest Register](https://forms.office.com/Pages/ResponsePage.aspx?id=NAFaBO6-PEGiguW0cPVL0Di0A4QOW_IKsBVWW2nRQIhURFo4RzIXU1JTM0tHU09BNEtMTVVW50RJMS4u)):  
**[https://forms.office.com/Pages/ResponsePage.aspx?id=NAFaBO6-PEGiguW0cPVL0Di0A4QOW\\_IKsBVWW2nRQIhURFo4RzIXU1JTM0tHU09BNEtMTVVW50RJMS4u](https://forms.office.com/Pages/ResponsePage.aspx?id=NAFaBO6-PEGiguW0cPVL0Di0A4QOW_IKsBVWW2nRQIhURFo4RzIXU1JTM0tHU09BNEtMTVVW50RJMS4u)**
  - (c) carefully manage any conflicts of interest; and
  - (d) adhere to this Policy and respond to any breaches of such.

#### **5 Responsibilities of ARA Group Board members**

The ARA Group Board are responsible for:

- (a) establishing a system for identifying, disclosing and managing conflicts of interest across ARA Group;
- (b) monitoring compliance with the Policy; and
- (c) reviewing this Policy on an annual basis to ensure that the Policy is operating effectively.

#### **6 Identification and disclosure of conflicts of interest**

- 6.1 ARA Group's Control Assurance team will maintain a register of interests (**Register**) which will record information related to conflicts of interests including the nature and extent of the conflict of interest and any steps taken to address it.
- 6.2 Where an actual, potential or perceived conflict of interest is identified, it must be disclosed via a Declaration and accordingly entered into the Register.
- 6.3 All information disclosed in a Declaration and/or otherwise contained in the Register will be made available to the ARA Group Board, Chief Executive Officer and Chief Financial Officer.

## **7 Action required to manage conflicts of interest – factors to be considered**

- 7.1 If a conflict of interests requires action (including in the interests of ensuring no harm or risk is posed to ARA Group), the Chief Executive Officer will ensure that prior to taking any such action they first consider:
- (a) whether the conflict of interest needs to be avoided or simply documented;
  - (b) whether the conflict of interest will realistically impair the disclosing person's capacity to impartially participate in decision-making;
  - (c) alternative options to avoid the conflict;
  - (d) the possibility of creating an appearance of improper conduct that may impair confidence in, or the reputation of, ARA Group; and
  - (e) in any conflict of interest involving the Chief Executive Officer, the action must be referred to the ARA Group Board.
- 7.2 The approval of any action by an ARA Group Board will be subject to the agreement of the majority of the ARA Group Board members who are present and voting at the meeting, excluding the vote of any board member involved in or possibly subject to or impacted by the conflict of interest.
- 7.3 The results of any ARA Group Board vote and the actions determined to be taken will be recorded in the relevant board minutes of meeting as well as the Register.

## **8 Action required to manage conflicts of interest – conflicts of interest of board members**

- 8.1 Where a conflict of interest is disclosed by any ARA Group Board member, the remaining ARA Group Board members (excluding the board member who made the disclosure as well as any other conflicted board member) must decide whether or not those conflicted board member(s) should:
- (a) vote on the matter (as a minimum in respect of the actions to be taken);
  - (b) participate in any debate on the matter; or
  - (c) be present in the room during such debate and/or voting on the matter.
- 8.2 In exception circumstances, such as where a conflict of interest is significant or otherwise likely to prevent a board member from regularly participating in discussions, the ARA Group Board may consider whether it is appropriate for the conflicted board member to resign from such role.

## **9 Compliance with this Policy**

- 9.1 If any ARA Group Board members have reason to believe that a person subject to this Policy has failed to comply with it, an investigation will commence to ascertain whether such a breach of this Policy has occurred.
- 9.2 If a person subject to this Policy is found to have failed to disclose a conflict of interest, the ARA Group Board may take disciplinary action against such person, including but not limited to seeking to terminate that person's relationship with ARA Group, as appropriate in the circumstances.
- 9.3 If an ARA Group Board member, director or Senior Managerial Staff have failed to disclose a conflict of interest, any person with suspicion of such must notify ARA Group's Chief Executive Officer, or, if the Chief Executive Officer is suspected to be the individual that has failed to disclose a conflict of interest, concerns about that person's failure to disclose their conflict of interest should be raised with a member of the ARA Group Board.

## 10 Relationship to other policies

10.1 This Policy is intended to operate in conjunction with the following ARA Group policies:

- (a) Code of Conduct;
- (b) Corporate Social Responsibility Policy, and

this Policy's interpretation may be influenced by and/or applied with regard to ARA Group's:

- (c) Anti-Bribery and Corruption Policy;
- (d) Anti-Competitive Policy;
- (e) Business Risk Management Policy; and
- (f) Whistleblower Policy.

10.2 Notwithstanding the above, to the extent that a discrepancy or conflict exists between this Policy and the ARA Group policies noted above at paragraph 10.1, this Policy is to be given priority and shall prevail.

## 11 Queries

All queries about this Policy, its operation and application are to be directed to ARA Group's Chief Financial Officer.



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Edward Federman  
Chief Executive Officer

21 January 2026

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Date

## APPENDIX

### Examples of conflicts of interest:

#### (a) Direct financial interest

A direct financial interest may give rise to a conflict of interest where a person receives a financial benefit as the result of a decision or action by any ARA Group Board members, directors, Senior Managerial Staff, or any ARA Group employee – such as where a shareholder of a third party (who is also involved in/employed by ARA Group) awards a large contract to ARA Group.

#### (b) Indirect financial interest – family member

An indirect financial interest may give rise to a conflict of interest where a financial benefit is obtained on behalf of or procured for the benefit a family member or relative of an ARA Group board member, director or Senior Managerial Staff and involves ARA Group – such as where that same ARA Group board member, director or Senior Managerial Staff is responsible for determining the wages of a family member or relative of theirs who becomes employed by ARA Group.

#### (c) Indirect financial interest – generally

An indirect financial interest may give rise to a conflict of interest where an ARA Group Board member, director or Senior Managerial Staff obtains a financial benefit for a friend or a third-party company they are involved with as a result of a decision made by ARA Group, such as where work is subcontracted to a business owned by that ARA Group Board member, director or Senior Managerial Staff member's friend.

#### (d) Non-financial or personal conflicts

Conflicts of interests are not always dependent on financial gain and can on occasion arise by reason of persona or religious opinions, values or beliefs where those opinions, values or beliefs conflict with proposed actions or decisions of ARA Group – for example, such a conflict of interest could arise where an ARA Group Board member, director or Senior Managerial Staff seek to do favours for others or where others (or those people themselves) obtain non-financial benefits they would have otherwise not been entitled to receive under ordinary circumstances.