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Conflict of Interest Policy

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose and Scope

FDC Consolidated Holdings Limited (ACN 698 452 229) has adopted this Policy to outline how it and its related bodies corporate (together, ***FDC***) intend to identify and manage conflicts of interest or situations that may appear as such to give effect to FDC's ambition of upholding the highest ethical standards and acting with honesty and integrity in all its dealings.

The Code of Conduct and Ethics, requires that conflicts of interest in FDC's business are declared and appropriately managed.

This Policy applies to all directors, officers, employees, consultants and contractors of FDC (referred to in this Policy as ***FDC Personnel***).

This Policy is designed to guide the identification, disclosure, and effective management of any real, potential, or perceived conflicts of interest to seek to ensure the integrity and ethical operations of FDC and to maintain the trust and confidence of its clients, regulators, and the public.

This Policy's primary objectives are to:

- establish a process for FDC Personnel to disclose real, potential, or perceived conflicts of interest;
- outline procedures for managing such conflicts;
- provide guidance to FDC Personnel to help them avoid situations that may lead to conflicts of interest; and
- reinforce the ambition of FDC to instil the highest standards of transparency and accountability in all its dealings.

2 Definitions

In this Policy, the following key terms have the corresponding meaning.

Conflict of Interest means any situation in which an FDC Personnel's personal, financial, or other interests or duties could, or could appear to, influence their judgement, decisions, or actions, interfere with their duties to FDC, or adversely affect the interests or reputation of FDC.

Private Interest means anything that can influence an FDC Personnel, including:

- direct interests, such as a FDC Personnel's own personal, family, associates, professional or business interests, as well as indirect interests, such as the personal, family, associates, professional or business interests of individuals or groups with whom the FDC Personnel is, or was recently, closely affiliated or associated; and
- interests which may be pecuniary (i.e. financial), which includes any actual, potential or perceived financial gain or loss, as well as non-pecuniary, which includes any tendency toward favour or prejudice resulting from personal or family relationships, friendships, enemies or sporting, cultural or social activities.

3 Identifying a Conflict of Interest

A Conflict of Interest may be actual, potential or perceived:

- **Actual** Conflict of Interest:

  There is a real conflict between an FDC Personnel's duties and Private Interests.

- **Potential** Conflict of Interest:

  An FDC Personnel has Private Interests that could conflict with their duties. This refers to circumstances where it is foreseeable that a conflict may arise in future and steps should be taken now to mitigate that future risk.

- **Perceived** Conflict of Interest:

  An external stakeholder or the public at large could form the view that an FDC Personnel's Private Interests could improperly influence their decisions or actions, now or in the future.

Conflicts of Interest can be financial in nature. They can also be personal, arising from relationships or personal circumstances, or professional, when an FDC Personnel's professional obligations to the Company conflict with their professional obligations elsewhere.

While it is not possible to define all potential Conflicts of Interest, some common examples include but are not limited to:

- FDC Personnel leveraging their role, or any opportunity, property or information of FDC or its clients arising from that role, whether directly or indirectly, for personal benefit or in a manner that is detrimental to FDC or its clients;
- FDC Personnel entering into any arrangement or engaging in any activity that conflicts or could conflict with the best interests of FDC, or that may adversely impact FDC's reputation; and
- FDC Personnel participating, whether directly or indirectly, in external business activities that involve commercial arrangements with, or work performed for the benefit of, any third party with whom FDC maintains a commercial relationship, unless prior written approval has been obtained from their manager or supervisor.

4 Requirements for FDC Personnel

4.1 Expectation for managing Conflicts of Interest

FDC Personnel are expected to:

- avoid or identify, declare and manage Conflicts of Interest in accordance with this Policy and are personally responsible for doing so; and
- prevent Conflicts of Interest from influencing their actions or decision making.

4.2 Accountability

FDC Personnel with direct reports are accountable for:

- overseeing management of their direct reports' Conflict of Interest;
- modelling good practice and promoting awareness of Conflict of Interest policies and processes;
- ensuring that direct reports are aware of the conflicts inherent in their work and functions; and
- monitoring the risks to which their direct reports are exposed.

4.3 Identifying Risk

All FDC Personnel must regularly consider the relationship between their Private Interests and their duties to FDC in order to identify any Conflict of Interest. Additionally, employees with direct reports must consider the risk profile of their team and its functions and seek to ensure direct reports are aware of any increased risks of Conflict of Interest in their work.

Whilst Conflicts of Interest may occur in any part of our business, some functions and activities are higher risk than others and may require increased risk mitigation measures (e.g. recruitment or procurement).

4.4 Disclosure of Conflicts of Interest

FDC Personnel are required to promptly and transparently disclose any potential, actual, or perceived Conflicts of Interest to their manager or supervisor as soon as they become aware of the Conflict of Interest or where there is any uncertainty as to whether a conflict may exist. Conflict of interest disclosures should be made in writing, providing enough detail to understand the nature and extent of the conflict and how it could affect the FDC Personnel's duties or FDC's interests.

FDC Personnel who maintain close personal relationships with other employees are required to disclose such relationships to their manager or supervisor, or where there is a real or reasonably foreseeable conflict between the respective roles and responsibilities of those individuals.

Conflicts of interest can involve the disclosure of information that may be private in nature, such as details about personal finances and relationships. Personal information arising from any disclosure as required by this Policy will be managed in accordance with FDC's Privacy Policy.

4.5 Assessing Conflicts of Interest

FDC's Legal Counsel (or their delegate) will review each disclosure and determine if a conflict exists and what steps should be taken to manage it.

They will take a proactive approach to assessing and managing conflicts matters.

4.6 Managing Conflicts of Interest

It is possible that FDC Personnel will encounter Conflicts of Interest and it is acknowledged that conflicts cannot always be completely avoided. They must however be identified and appropriately managed.

If a Conflict of Interest is identified, FDC's Legal Counsel, in consultation with the Executive team and/or the Board as appropriate, will decide how to manage it. This decision will be communicated in writing to the concerned FDC Personnel and will be based on one or more mitigation strategies, including the following:

- **Recusal**: The affected FDC Personnel may be asked to abstain from participating in discussions, decisions, or activities related to the Conflict of Interest.
- **Reassignment**: Tasks or duties might be reassigned to another FDC Personnel to minimise the potential impact of the Conflict of Interest.
- **Monitoring**: The situation may be closely monitored by FDC (including by a specific person FDC designates).

- **Recruit**: A disinterested third party is used to oversee part or all of the process that deals with the matter. In most circumstances, a subordinate would not be considered a disinterested third party.
- **Disclosure**: The conflict may be recorded and disclosed to those affected or potentially affected by it, including other FDC Personnel.
- **Divestment**: The affected FDC Personnel may be asked to sell or otherwise dispose of the financial interest causing the conflict.
- **Remove**: The FDC Personnel removes themselves, or is removed, from the matter.
- **Relinquish or Resign**: The FDC Personnel relinquishes the Private Interest that is creating the Conflict of Interest. Where relinquishing the interest is not possible and the conflict cannot be managed using one of the other options above, the FDC Personnel may consider resigning (if an employee) or ceasing the engagement with FDC.

Regardless of the strategy employed, the key principle guiding this Policy is that all decisions and actions must safeguard the interests and reputation of FDC.

5 Register of Conflicts of Interest

A register of disclosures made under this Policy will be maintained by FDC and escalated to the FDC Board (whether in whole or in part) as appropriate. The register must record information related to a Conflict of Interest, including the nature and extent of the Conflict of Interest and any steps taken to address it.

A summary of disclosures will be provided annually to the FDC Board (or subcommittee as delegated).

6 Compliance with this Policy

Compliance with this Policy is a condition of working or associating with FDC. All FDC Personnel are expected to read, understand, and adhere to this Policy.

Violations of this Policy, including failure to disclose a Conflict of Interest or comply with any prescribed conflict management strategy, may result in disciplinary action. The severity of such action will depend on the nature and seriousness of the violation and could include termination of employment or contract.

Any FDC Personnel who suspects a violation of this Policy, or any other unethical behaviour, should report it immediately to their manager or supervisor.

If an FDC Personnel subjects or threatens to subject another FDC Personnel to any detriment for making a declaration in good faith under this Policy and/or for reporting a suspected violation of this Policy, they will be subjected to disciplinary action.

7 Review

FDC will provide training and communication to all FDC Personnel to facilitate that they understand this Policy and can identify, disclose, and appropriately manage Conflicts of Interest.

The Board will review and/or amend this Policy as it considers necessary to check that it is operating effectively and to ensure it remains effective and compliant with relevant laws, regulations, and best practices.

This Policy may be amended by resolution of the Board.

Policy governance

Approver	Board
Review Cycle	Biennial
Next Review Date	28/06/2028

Material Revisions

Version	Approval Date	Effective Date	Details