



DIVERSITY POLICY

1. INTRODUCTION

- 1.1 This Policy sets out Carly Holdings Limited's ("Carly Holdings" or the "Company") aims and practices in relation to recognising and respecting diversity in employment.
- 1.2 Carly Holdings is committed to actively managing diversity as a means of enhancing the Company's performance by recognising and utilising the contributions of diverse skills and talent from its employees.
- 1.3 To the extent practicable, the Company has followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations with 2010 and 2012 Amendments* (3rd Edition).

2. RESPONSIBILITY

It is the Board's responsibility and objective to foster an environment within the Company where individual differences are respected, employment opportunities are based on merit, skill and ability, and where inappropriate attitudes, behaviours and practices at all levels within the Company and its subsidiaries are confronted and eliminated.

3. COMMITMENT TO DIVERSITY

- 3.1 The Company encourages diversity in employment and in the composition of the Board, as a mechanism to ensure that the Company is able to draw on a variety of skill, talent and previous experiences in order to maximise the Company's performance. Practical examples of implementation of this Board objective are:
 - 3.1.1 **Employing:** The Board monitors and ensures that there are appropriate selection criteria used when employing new members of staff, which are based on diverse skills and experience. Direct and inferred discrimination will not be utilised or tolerated in any advertising or recruitment documents or practices.
 - 3.1.2 **Training:** Opportunities to train and advance careers for employees will be based on merit and experience together with the needs of the Company. Direct and inferred discrimination will not be utilised or tolerated in any training opportunity selection or practices.
 - 3.1.3 **Women:** The Board will focus on the participation of women on the Board and within senior management. The Board will set objectives for achieving gender diversity at these levels in a way that is capable of being measured, with annual disclosure of the objectives

and achievement of the objectives in each financial year. Examples of objectives which are capable of being measured are:

- (a) setting targets for the number of women employed in particular roles, (regardless of whether the role is performed on a full time basis or on a flexi time basis to accommodate employees' various personal responsibilities during typical business hours), specifically addressing the roles of secretarial and clerical support, administration and middle management, trades, professional specialty, or Board;
- (b) comparing numbers of men employed in those specified roles to the number of women employed in those specified roles;
- (c) comparing the remuneration bands within which men and women are employed in those roles;
- (d) comparing the age of employees employed in those roles;
- (e) comparing the ethnicity of employees employed in those roles, and
- (f) comparing the cultural background of employees employed in those roles.

3.1.4 Freedom from harassment at work arising out of gender, race or other motivation: The Board will ensure that all employees in all roles have access to a work environment free from harassment by other employees in all roles. Channels of complaint will be made available to allow for confidential sympathetic treatment by the Company of any allegations of harassment, and to allow for both complainant and the alleged transgressor to be heard promptly, fairly and overseen by a Board member who is impartial to both individuals and roles. Where the Chairman of the Board is the alleged transgressor, the Managing Director will directly handle the complaint, and vice versa.

4. EMPLOYMENT AND MONITORING OF COMPLIANCE

4.1 All employees are responsible to comply with the diversity policy and report breaches. The Board is responsible to monitor compliance by the Company with the diversity policy and report to ASX on progress in achieving the diversity targets set by the Board.

5. REVIEW OF POLICY

The Board will review this Policy from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

6. PUBLICATION OF POLICY

This Policy will be available on the Company's website and the key features will be published in the corporate governance statement.

Approved by the Board of Carly Holdings Limited on 30 September 2015