



Eclipx Group Limited

Diversity Policy

Date: 25 July 2016

Version: 1.1

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DIVERSITY POLICY

ECLIPX GROUP LIMITED (THE COMPANY)

1. Background

1.1 Overview

The Company is an innovative organisation that encourages collaboration and diversity of thought.

The Company's workforce includes individuals with diverse skills, values, experiences, backgrounds and attributes including those gained on account of their gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity.

1.2 Diversity Policy Statement

The Company is committed to attracting, recruiting, engaging and retaining diverse talent and building a supportive Company culture that is free of discrimination, harassment, bullying and victimisation. The Company understands that a diverse workforce is critical to its success and future growth.

2. Key principles

2.1 Strategies

The Company is committed to building and maintaining an inclusive corporate culture, and aims to do so via:

- (a) promoting the principles of merit and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements;
- (b) having a transparent process for the review and appointment of senior management positions and Board members;
- (c) recruiting from a diverse pool of qualified candidates, engaging professional search firms as

appropriate, advertising vacancies widely, selecting a diverse range of candidates and ensuring a diverse selection panel is responsible for the selection and appointment of employees (including senior management) and Board members;

- (d) embedding the importance of diversity within the Company's culture by encouraging the role modelling of supportive behaviours by leaders throughout the business;
- (e) evaluating the remuneration provided to Directors, senior executives and other employees to ensure there is no gender or other inappropriate bias;
- (f) ensuring that performance, talent and succession management processes are structured to ensure there is no gender or other inappropriate bias;
- (g) recognising that employees may have caring responsibilities;
- (h) enforcing a zero tolerance approach to discrimination, harassment, vilification and victimisation; and
- (i) continuing to embed diversity and inclusion concepts within Company policies and procedures.

2.2 Key initiatives and programs

The Company will sponsor the following initiatives in support of the Diversity Policy Statement:

- (a) mentoring programs;
- (b) development programs to support internal succession planning;
- (c) work life balance policies including flexible work options and return to work programs; and
- (d) internal and external networking opportunities.

2.3 Measurable objectives

Management will develop measurable diversity objectives, for approval by the Board or its relevant sub-committee.

At least annually, management will monitor, review and report to the Board (including via the Remuneration and Nomination Committee) on the achievement of these matters, gender diversity and the Company's progress under this Diversity Policy (Policy) more broadly.

2.4 Communication

The Company will post this Policy on its website.

2.5 Compliance requirements

The Company is committed to meeting its obligations with respect to "Diversity" under the ASX Corporate Governance Principles and Recommendations (3rd Edition) (ASX Recommendations) and any other applicable regulatory requirements, including by:

- (a) establishing this Policy (pursuant to ASX Recommendation 1.5(a));
- (b) establishing measurable objectives for achieving gender diversity (pursuant to ASX Recommendation 1.5(a));
- (c) the Board annually assessing the measurable objectives and the Company's progress in achieving them (pursuant to ASX Recommendation 1.5(a));
- (d) disclosing this Policy on the Company's website and providing a summary in its annual report (pursuant to ASX Recommendation 1.5(b));
- (e) disclosing the measurable objectives and progress against these in its annual report (pursuant to ASX Recommendation 1.5(c)); and
- (f) disclosing the proportion of male and female employees holding positions at each level in the organisation in the annual report (pursuant to ASX Recommendation 1.5(c)).

The Company Secretary is responsible for ensuring that the Company meets its compliance and reporting obligations referred to above.

2.6 Responsibilities

The Board is ultimately accountable for this Policy.

The Managing Director/CEO and members of the leadership team are responsible for the implementation of this Policy and ongoing compliance.

The Company Secretary is responsible for the administration of this Policy and reporting of related matters to the Board or relevant Board committee.

3. Other matters

3.1 Overriding principles

Nothing in this Policy will be taken, interpreted or construed so as to endorse:

- (a) the principal criteria for the selection and promotion of people to work within the Company being other than the relative contribution they will make to the delivery of Company objectives;
- (b) any discriminatory behaviour by or within the Company contrary to the law, or any applicable codes of conduct or behaviour for the Company and its personnel; and
- (c) any existing person within the Company being prejudiced by this policy in their career development or otherwise, merely because their diversity attributes at any time may be more, rather than less, common with others.

3.2 Amendment of Policy

This Policy can only be amended with the approval of the Board.

3.3 Adoption of Policy and Board review

This Policy was adopted by the Board on the date specified in the table in paragraph 4,

and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically. The Company Secretary will communicate any amendments to employees as appropriate.

4. Document control

Version	Management Approval	Board Approval
1.0	Doc Klotz / 19 March 2015	26 March 2015
1.1	Doc Klotz / 18 July 2016	25 July 2016