Conflicts of Interest, Gifts & Entertainment Policy

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liontown.com

Conflicts of Interest, Gifts & Entertainment Policy

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1. POLICY STATEMENT

1.1. Policy Purpose

Conflicts of interest, gifts and entertainment are a normal part of business life. What matters is how we handle them. This policy sets out Liontown's expectations for identifying, disclosing and managing conflicts of interest, and for giving and receiving gifts and entertainment. It exists to protect Liontown's integrity and to ensure our decisions are made on merit, not personal interest.

1.2. Policy Principles

Liontown's approach to conflicts of interest, gifts and entertainment is guided by the following principles:

1. Transparency: disclose conflicts promptly and before decisions are made, not after.
2. Independence: business decisions are made on merit, free from personal interest or outside influence.
3. Proportionality: manage conflicts at the right level, with the right oversight. Not everything needs Board involvement.
4. Accountability: every person is responsible for identifying and disclosing their own conflicts. This cannot be delegated.
5. Integrity: gifts and entertainment must never compromise, or appear to compromise, our judgment.

1.3. Policy Scope

This policy applies to all directors, officers, employees, consultants and contractors of Liontown and its subsidiaries ("Liontown Personnel"), and their Connected Persons as defined in the Securities Trading Policy.

The policy covers:

- all actual, potential and perceived conflicts of interest;
- the giving and receiving of gifts, hospitality and entertainment in connection with Liontown's business; and
- outside interests and secondary employment that may give rise to a conflict.

2. OUR COMMITMENT

2.1. Conflicts of Interest

2.1.1. What counts as a conflict of interest

A "conflict of interest" arises when a person's personal interests, relationships or outside activities compete, or could reasonably appear to compete, with the interests of Liontown. Conflicts may be actual, potential or perceived.

Common examples include:

- a personal or financial interest in a transaction involving Liontown;
- a close relationship with a supplier, contractor, customer or competitor;
- outside employment, directorships or business interests that affect your role at Liontown;
- receiving benefits that could influence business decisions; and
- using Liontown's property, information or position for personal gain.

If you're unsure whether a situation is a conflict, treat it as one and disclose it.

2.1.2. Your obligations

All Liontown Personnel must:

- Avoid conflicts of interest wherever possible.
- Disclose any actual, potential or perceived conflict to your line manager, Principal Risk & Compliance, and the Company Secretary as soon as it arises, and before any related decision is made.

- Provide enough detail for the conflict to be assessed and managed.
- Comply with any management plan put in place to address the conflict.
- Update your disclosure if circumstances change.

Directors have additional legal obligations to disclose material personal interests to the Board and to step out of related deliberations and votes. Refer to the Conflicts of Interest, Gifts and Entertainment Standard for further detail on Director-specific requirements.

2.1.3. How conflicts are managed

Once a conflict is disclosed, the Company Secretary assesses it and determines the appropriate management approach. Options include:

- recording and monitoring the conflict (where the risk is low);
- restricting the person's involvement in the relevant matter;
- requiring divestment of the conflicting interest;
- establishing an information barrier; or
- in serious cases, requiring the person to step down from the conflicting role.

The Company Secretary will advise on any circumstances where exceptions to these restrictions may apply.

2.1.4. Conflicts of Interest Register

The Company Secretary maintains a Conflicts of Interest Register recording all disclosed conflicts and the management strategies applied. The Register is reported to the Audit and Risk Committee at each meeting.

2.2. Gifts and Entertainment

2.2.1. General principles

The exchange of gifts and entertainment can build legitimate business relationships. It can also create real or perceived conflicts of interest. Liontown Personnel may only offer or accept gifts and entertainment when they:

- are reasonable in value and appropriate to the business relationship;
- are not connected to an active tender, procurement or approval process;
- are not intended to influence a business decision, and must not appear to be; and
- are lawful.

When in doubt, do not accept it. If you have already accepted it, disclose it.

2.2.2. What is prohibited

The following are prohibited under any circumstances:

- cash or cash equivalents (including gift cards with no specific retailer, cryptocurrency or securities);
- gifts or entertainment connected to an active tender, procurement or regulatory approval process;
- travel, accommodation or expenses paid by a third party, unless approved for a specific business purpose;
- anything a reasonable person would consider excessive, lavish or inappropriate; and
- anything that would breach the Anti-Bribery, Fraud and Corruption Policy or any laws, codes or other standards as appropriate.

2.2.3. Thresholds and approvals

Specific thresholds, approval requirements and aggregate monitoring rules are set out in the Conflicts of Interest, Gifts and Entertainment Standard. All Liontown Personnel must comply with those thresholds.

2.2.4. Gifts and Entertainment Register

The Company Secretary maintains a Gifts and Entertainment Register. The Register is reported to the Audit and Risk Committee at each meeting. Register requirements are set out in the Standard.

2.3. Outside Interests and Secondary Employment

Liontown Personnel must disclose any outside directorships, employment, consultancy arrangements or business interests that may create a conflict with their duties at Liontown. Disclose to your line manager and the Company Secretary before starting the outside activity, not after.

Directors must disclose all other directorships, including not-for-profit roles, to the Company Secretary. The Board assesses whether any outside directorship creates a conflict.

2.4. Measurable Commitments

Commitment	Owner	Frequency
COI Register reported to ARC	Company Secretary	Each ARC meeting
G&E Register reported to ARC	Company Secretary	Each ARC meeting
All Liontown Personnel complete COI training	Principal, Risk & Compliance	Induction
Annual conflict of interest declarations (Directors and KMP)	Company Secretary	Annually (Q1) - for the prior year
Policy reviewed and approved by the Board	Company Secretary	At least every three years

3. ROLES AND RESPONSIBILITIES

Role	Responsibilities
Board of Directors	Approves this policy; declares and manages Board-level conflicts; reviews ARC reports on COI and G&E Registers.
Audit and Risk Committee	Oversees the effectiveness of COI and G&E controls; reviews Registers and escalated matters at each meeting.
Managing Director & CEO	Approves Material G&E items; approves or rejects G&E involving Government Officials; escalates Board-level conflicts; sets tone from the top.
Company Secretary	Owns this policy; maintains COI and G&E Registers; assesses and manages disclosed conflicts; reports to ARC.
ELT Members	Approve Elevated G&E items; manage conflicts within their portfolios.
All Liontown Personnel	Disclose conflicts; comply with G&E thresholds per the Standard; register items; complete mandatory training.

4. CONSEQUENCES OF BREACH

Breaching this policy is a serious matter. It may result in disciplinary action up to and including termination of employment or engagement. Depending on the circumstances, Liontown may also refer matters to regulatory or law enforcement agencies.

5. REFERENCES AND RELATED DOCUMENTS

Document Type	Document Number	Document Name	Relevance
Standard	STD-GE-C.000-0002	Conflicts of Interest, Gifts and Entertainment Standard	Sets out thresholds, approval matrices, register requirements, Director-specific obligations and operational processes under this policy.

Policy	POL-HR-C.000-0002	Code of Conduct	Overarching ethical standards. This policy operationalises the COI and G&E principles in the Code.
Policy	POL-GE-C.000-0013	Anti-Bribery, Fraud and Corruption Policy	Directly complementary, particularly for the gifts and entertainment prohibited items.
Policy	POL-GE-C.000-0103	Related Party Transactions Policy	A disclosed conflict of interest may also constitute a related party transaction requiring Board approval. Both policies should be read together where a director or KMP has a personal interest in a proposed transaction.
Policy	POL-GE-C.000-0018	Whistleblower Protection Policy	Reporting channel for suspected policy breaches.
Policy	POL-GE-C.000-0007	Securities Trading Policy	Relevant where conflicts may involve securities holdings or trading.
Policy	POL-GE-C.000-0019	Continuous Disclosure Policy	Relevant where a conflict or G&E arrangement could trigger disclosure obligations.
Standard	STD-CP-C.000-0025	Procurement and Contracts Standard	COI declarations are required as part of procurement processes.
Charter	CHA-GE-C.000-0001	Board Charter	Board obligations regarding conflicts of interest.
Charter	CHA-GE-C.000-0101	Audit and Risk Committee Charter	ARC oversight of COI and G&E controls.
Legislation		Corporations Act 2001 (Cth), Ch 2D, 2E; ss 180–184, 191–195	Director duties; disclosure of material personal interests.
Legislation		ASX Listing Rules, LR 3.19A	Director interest disclosure obligations.
Legislation		ASX CGC Principles and Recommendations (4th Ed), Principle 3	Ethical conduct and governance expectations.
Legislation		Criminal Code Act 1995 (Cth), Divs 70, 141–142	Bribery offences, relevant to Government Official G&E category.
Legislation		Fringe Benefits Tax Assessment Act 1986 (Cth), s 58P	Minor benefits exemption; informs the G&E threshold structure in the Standard.

6. REPORTING BREACHES

Suspected breaches of this policy may be reported through:

- the person's line manager (where appropriate);
- the Principal, Risk & Compliance;
- the Company Secretary; or
- YourCall, Liontown's independent, confidential reporting service.

Liontown is committed to protecting those who report in good faith. Refer to the *Whistleblower Protection Policy* for protections and reporting channels.

7. POLICY REVIEW

The Company Secretary is responsible for the ongoing maintenance of this policy. This policy must be reviewed at least every three years, or sooner where:

- there is a material change to Liontown's operations or business structure;
- a breach or incident occurs that is relevant to conflicts of interest or gifts and entertainment; or
- there is a change in applicable legislation or regulatory guidance affecting this policy.

Any revised version of this policy must be endorsed by the Audit and Risk Committee and approved by the Board before it takes effect.

Policy Ref.	Policy Name	Ver	Author	Approving Authority	Approved Date
POL-GE-C.000-0102	Conflicts of Interest, Gifts & Entertainment Policy	1	Company Secretary	Board of Directors	30 June 2026

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