

Diversity Policy – GPS Alliance Holdings Limited ACN 163 013 947

1. Introduction

1.1 Company's commitment

The Company operates in a global market and across every part of its business, it strives to create an inclusive culture in which difference is recognised and valued.

The Company is committed to establishing and maintaining employee and board diversity which recognises the strategic and personal advantages that arise from a workplace where decisions are based on merit and all employees are treated equally.

1.2 Purpose of Policy

The purpose of this Policy is to enable the Board to:

- (a) set measurable objectives for achieving gender diversity; and
- (b) report on the progress of these measurable objectives.

This Policy applies to the Board and all employees of the Company and the Group.

This Policy is to complement existing employment related policies and documentation. This Policy does not form part of an employee's contract of employment with the Company or any of its related bodies corporate, nor does it give rise to contractual obligations. However, to the extent that this Policy requires an employee to do or refrain from doing something, and at all times subject to legal obligations, this Policy forms a direction of the Company with which an employee is expected to comply.

1.3 ASX Corporate Governance Council's Corporate Governance Principles

To the extent practicable, the Company has adopted the recommendations provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (2nd Edition, 2010) as amended from time to time (**ASX Principles**) and in particular to the recommendations regarding diversity.

2. Definitions

General terms and abbreviations used in this Policy have the following meaning set out below.

Board	the board of Directors of the Company
CEO	the chief executive officer of the Company
Company	GPS Alliance Holdings Limited ACN 163 013 947
Director	a director of the Company
Group	the Company and its subsidiaries
Policy	this Diversity Policy
Secretary	the company secretary of the Company

3. Objectives

This Policy provides a framework for the Company to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) improved employment and career development opportunities for women;
- (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

collectively, the **Objectives**.

This Policy does not impose on the Group, its directors, officers, agents or employees any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia, Singapore or of any foreign jurisdiction.

4. Benefits of Diversity

The Company recognises that organisational performance is linked to workplace diversity. Through fostering an inclusive environment which recognises a variety of quality employees, the Company aims to improve employee retention, to embrace different perspectives and to enhance the Group's reputation.

Embracing diversity in the workforce enables the Company to:

- (a) recruit the right people from a diverse pool of talented candidates;
- (b) create a culture that embraces diversity and that rewards people to act in accordance with this Policy;
- (c) retain and develop an appropriate skills base in the Company;
- (d) make more informed and innovative decisions, drawing on the wide range of ideas, experiences, approaches and perspectives that employees from diverse backgrounds, and with differing skill sets, bring to their roles in the Company; and
- (e) better represent the diversity of all stakeholders.

5. Board's Commitment

The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at a senior level of the Company and on the Board. To demonstrate this commitment, experienced and highly-qualified women presently hold two of the Company's five directorships.

The Board is responsible for developing measurable objectives and strategies to meet the Objectives of this Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates.

6. Strategies

The Company's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to be taken into account in recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and board candidates, including workplace development programs, mentoring programs and targeted training and development;
- (e) developing a culture which takes account of domestic responsibilities of employees; and
- (f) any other strategies the Board develops from time to time.

7. Compliance Requirements

7.1 Compliance

The Company intends to meet its obligations with respect to the issue of diversity, as may be required under the ASX Principles and other regulatory requirements (if any), by:

- (a) establishing this Policy as a compliant policy under ASX Principle 3.2 by:
 - (i) establishing Measurable Objectives for achieving gender diversity; and
 - (ii) the Board assessing annually the Measurable Objectives for achieving gender diversity and the progress towards achieving them.
- (b) disclosing this Policy or a summary of it under ASX Principle 3.5;
- (c) making disclosure in its annual report, and in accordance with ASX Principle 2.4, regarding the processes the Board adopts and the criteria the Board takes into consideration in its selection of prospective new Board members;
- (d) making disclosure in its annual report, and in accordance with ASX Principles 3.3 and 3.4, regarding:
 - (i) the Measurable Objectives for achieving gender diversity set by the Board under this Policy;
 - (ii) the progress from time to time towards achieving them;
 - (iii) the proportion in the Company and Group (relative to their male counterparts) of:
 - (A) female employees;
 - (B) females in senior executive positions; and
 - (C) females on the Board; and

- (e) incorporating in the corporate governance statement in the Company's annual report a statement as to the mix of skills and diversity that the Board is looking to achieve in the composition of the Board, in accordance with ASX Principle 2.6.

7.2 Responsibility for Compliance

The Secretary will assume the responsibility to ensure that the Company meets its compliance and reporting obligations referred to in paragraph 7.1 above, including by collecting and collating all relevant data and ensuring that management processes and systems are adequate and effective for such reporting obligations to be met.

8. Monitoring and Evaluation

The Board will:

- (a) oversee the implementation of this Policy;
- (b) monitor the prescribed Measurable Objectives for achieving diversity on the Board and in the workplace generally;
- (c) undertake to conduct the annual formal review of the effectiveness of this Policy against the Measurable Objectives;
- (d) include the Measurable Objectives set by the Board in the annual key performance indicators for the CEO and senior executives; and
- (e) ensure the progression of this Policy, including implementing strategies to do so.

9. Communication

The Company commits to the communication of this Policy within the Company and to its shareholders and the market, including via its website:

- (a) so as to demonstrate transparency and accountability; and
- (b) to better promote the prospects of attainment of the Measurable Objectives.

10. Overriding Caveat

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

- (a) the principal criteria for selection and promotion of people to work with the Company being other than their overall relative prospect of adding value to the Company and enhancing the probability of the Company achieving its objectives;
- (b) any discriminatory behaviour by or of the Company contrary to the law, or any applicable codes of conduct or behaviour for the Company and its personnel; or
- (c) any existing person of the Company in any way feeling threatened or 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.

11. Accountability

Reporting and accountability in the terms of this Policy will be a periodic item on the Board's agenda.

12. Review

This Policy will be reviewed regularly by the Board, having regard to the changing circumstances of the Company and any changes to the Policy will be communicated by the Company to its staff, its shareholders and the market.

Updates and amendments to this Policy will be the responsibility of the Secretary. All new management or other relevant staff will be provided with a copy of this Policy as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate officers and staff by the Secretary.

13. Approval

This Policy was approved by the Board on 10 May 2013. The Board may amend this Policy by resolution.

14. Disclosure of Policy

This Policy will be made available, and updated as required, on the Company's website (www.gpsalliance.com.au) in a clearly marked "Corporate Governance" section.