

Macropod *Dynamics*

SOVEREIGN SALTATORIAL COMBAT AUTONOMY · CANBERRA · MMXIX

OFFICE OF THE GENERAL COUNSEL · CONSOLIDATED

Governance *Charters*, Codes & Policies

A consolidated public release of the Group's Board Charter, Code of Conduct, Whistleblower Policy, Conflicts of Interest Policy, and Anti-Bribery & Corruption Policy. All five documents are reviewed annually by the Board.

DOCUMENT REFERENCE

MD-GOV-CONS-26

EDITION

Consolidated · February 2026

APPROVING AUTHORITY

Board · Resolution MD-26-007

EFFECTIVE DATE

15 February 2026

OWNER

General Counsel & Company Secretary

REVIEW CYCLE

Annual

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This consolidated public release brings together the five governance instruments under which the Group operates and is held to account. Each instrument is reviewed annually by the Board, with the most recent review concluded by Board Resolution MD-26-007 on 15 February 2026.

A · Board *Charter*

A.1 COMPOSITION

The Board comprises six Directors, of whom five are Independent Non-Executive Directors and one (the Founder & Chief Executive) is an Executive Director. The Chair of the Board is, and will continue to be, an Independent Non-Executive Director. The Board has determined that this composition is appropriate to the Group's current scale, ownership structure and risk profile.

A.2 ROLE OF THE BOARD

The Board is responsible for:

- Approving the Group's strategic direction and material business plans, and monitoring management performance against them.
- Setting the risk-appetite framework and overseeing the Group's risk-management arrangements.
- Approving the annual budget, capital expenditure above delegation thresholds, and material commercial transactions.
- Appointing, reviewing and (if appropriate) removing the Chief Executive, and approving the appointment of the General Counsel, the Chief Financial Officer and the Chief Technology Officer.
- Setting and reviewing remuneration policy, with material elements approved at the recommendation of the People & Remuneration Committee.
- Maintaining the integrity of the Group's financial reporting, internal control environment and external audit relationship.

A.3 STANDING COMMITTEES

AUDIT & RISK	Three Independent Directors. Reviews financial reporting, internal control and the Enterprise Risk Management framework.
DEFENCE & COMPLIANCE	Two Independent Directors and the General Counsel as standing attendee. Oversees regulatory, export-control and security compliance.
PEOPLE & REMUNERATION	Two Independent Directors. Recommends remuneration policy and reviews succession planning.
NOMINATIONS	Convened by the Chair on a non-standing basis when Director appointments are anticipated.

A.4 FREQUENCY & QUORUM

The Board ordinarily meets eight times per calendar year, with two of those meetings convened on-site at Group operating facilities. Quorum is four Directors, of whom at least three must be Independent. Decisions are made by simple majority; the Chair does not have a casting vote.

A.5 DESIGNATED OFFICERS (SELECTED)

GENERAL COUNSEL & COMPANY SECRETARY	Sarita Anand. Privacy Officer; Whistleblower Officer; release authority for all public corporate documents.
HUMAN-IN-THE-LOOP COMPLIANCE OFFICER	Reports through the General Counsel to the Defence & Compliance Committee. Maintains certification of the AUSTRAL-7 Human-Equivalent Reasoning module (HER) for use under conditions defined in §2.1 of the Capability Brief; reviews HER decision logs against the Australian Targeting Directive on a fortnightly basis; reports any deviation to the Committee at its next sitting.
MARSUPIAL WELFARE CHARTER CUSTODIAN	Reports through the Director, Industry Engagement to the Defence & Compliance Committee. Convenes the Biological Reversibility Committee and the Operator Welfare Committee.

B · Code of *Conduct*

This Code applies to every Director, employee and contractor of the Group. Compliance with the Code is a condition of engagement and a continuing obligation.

B.1 STANDARD OF BEHAVIOUR

We act with integrity and professional judgement. We tell the truth in our internal and external dealings. We treat colleagues, partners and the public with respect and dignity. We do not tolerate harassment, discrimination or bullying. We make decisions on the merits and document them.

B.2 USE OF GROUP RESOURCES

Group resources, including Group information, are used for Group purposes. Personal use of Group equipment for incidental purposes is permitted within reasonable limits but does not extend to use that would compromise security, expose the Group to legal liability, or imply Group endorsement of personal views.

B.3 EXTERNAL COMMUNICATIONS

Public statements on behalf of the Group are made only by authorised spokespersons. Personal commentary on social media that is not represented as a Group statement is permitted; however, employees are reminded that the line between personal and professional speech is, in a sovereign-defence context, narrower than in many industries.

B.4 REPORTING NON-COMPLIANCE

Suspected breaches of this Code are reported through the channels set out in the Whistleblower Policy. Retaliation against any person reporting a suspected breach in good faith is itself a breach of the Code.

C · *Whistleblower* Policy

C.1 PURPOSE

This Policy gives effect to the Group's obligations under Part 9.4AAA of the *Corporations Act 2001* (Cth). It sets out the protections available to eligible whistleblowers and the procedures by which a disclosure is received, triaged, investigated and closed.

C.2 ELIGIBLE WHISTLEBLOWERS

Eligible whistleblowers include current and former officers, employees and contractors of the Group, and their relatives and dependants. Disclosures by suppliers and other third parties are not "protected disclosures" within the meaning of the Act, but are received and triaged on the same terms.

C.3 CHANNELS

INTERNAL

The Whistleblower Officer (General Counsel) —
ethics@macropoddynamics.com

EXTERNAL INDEPENDENT

Stopline Australia — 1300 30 45 50 — operates 24 hours a day

BOARD DIRECT

The Chair of the Audit & Risk Committee — by post, marked Strictly Confidential

REGULATORS

ASIC; APRA; the ATO; or any other body identified in s.1317AA of the Act

C.4 CONFIDENTIALITY & PROTECTION

The identity of a whistleblower is confidential. The Group will not, except as required by law or with the consent of the discloser, disclose information that is likely to identify the whistleblower. Detrimental conduct against a whistleblower is a contravention of the Act and a breach of this Policy and the Code of Conduct.

D · *Conflicts* of Interest Policy

D.1 SCOPE

This Policy applies to actual, perceived and potential conflicts of interest of every Director, employee and contractor. A conflict exists where a personal interest could, or could reasonably be perceived to, influence the impartial discharge of duties to the Group.

D.2 DISCLOSURE

Conflicts are disclosed in writing to the disclosee's manager (or, for Directors and Executive officers, to the Chair) at the earliest practicable point after the conflict is identified. Disclosures are recorded in the Conflicts Register maintained by the Office of the General Counsel.

D.3 MANAGEMENT

Disclosed conflicts are managed by avoidance, recusal, ringfencing or, where the conflict is material and cannot be otherwise managed, divestiture or resignation from the conflicted role. The Group does not regard disclosed-and-managed conflicts as misconduct; failure to disclose is misconduct.

D.4 OUTSIDE ENGAGEMENTS

Directors and Executive officers may not accept material outside paid engagements without the prior written consent of the Chair. Other employees may not accept paid engagements that would compete with the Group, would interfere with the discharge of Group duties, or would be likely to give rise to a conflict that cannot be managed.

E · Anti-Bribery & *Corruption* Policy

E.1 POSITION

The Group does not pay, offer, solicit or accept bribes, kickbacks, secret commissions or other improper inducements, in any form, in any jurisdiction, ever. This position applies whether or not the conduct in question would be permitted under local custom or the laws of the place where the conduct would occur.

E.2 FACILITATION PAYMENTS

The Group does not pay facilitation payments. Where a foreign official requests a payment to which the official is not legally entitled, the matter is reported to the Office of the General Counsel and (where the circumstances warrant) to the Australian Federal Police.

E.3 GIFTS, HOSPITALITY & SPONSORSHIPS

Customary gifts and hospitality of de-minimis value (less than A\$50, recorded in the Gift & Hospitality Register) may be given or received in connection with Group business. Anything beyond de-minimis requires prior written approval. Sponsorships and donations are made only against approved budgets, only to identified counterparties, and never in connection with a specific procurement decision.

E.4 THIRD PARTIES

Counterparties acting on behalf of the Group — agents, consultants, advisers and channel partners — are required, as a condition of engagement, to operate consistently with this Policy. The Group conducts risk-based diligence on third parties prior to engagement and at intervals thereafter.

E.5 TRAINING & ASSURANCE

All employees in roles with material exposure to bribery and corruption risk complete annual training, with completion reported to the Audit & Risk Committee. The Group commissions an independent review of the operation of this Policy at least once every three years; the most recent review was conducted by KPMG Australia in October 2025.

Geoffrey Halworth AM

CHAIRMAN

Sarita Anand

GENERAL COUNSEL & COMPANY SECRETARY