

Corporate Governance Statement



Terragen

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| <p>Principle 1 – Lay solid foundations for management and oversight <i>A listed entity should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated.</i></p> | |
| <p>Recommendation 1.1 A listed entity should disclose the respective roles and responsibilities of its board and management, and those matters expressly reserved to the board and those delegated to management.</p> | <p>Terragen Holdings Limited has adopted a formal charter (Board Charter) clearly setting out the respective roles and responsibilities of the Board and management.</p> <p>Responsibilities reserved to the Board include:</p> <ul style="list-style-type: none"> • providing leadership and setting the strategic objectives of Terragen Holdings Limited; • appointing the chairperson; • appointing and when necessary replacing the chief executive officer (CEO); • approving the appointment and when necessary replacement of other senior executives of Terragen Holdings Limited; • overseeing management's implementation of Terragen Holdings Limited's strategic objectives and its performance generally; • through the chairperson, overseeing the role of the Company Secretary; • approving operating budgets and major capital expenditure; • overseeing the integrity of Terragen Holdings Limited's accounting and corporate reporting systems, including the external audit; • overseeing Terragen Holdings Limited's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of Terragen Holdings Limited's securities; • ensuring that Terragen Holdings Limited has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate; • approving Terragen Holdings Limited's remuneration framework; and • monitoring the effectiveness of Terragen Holdings Limited's governance practices. <p>A copy of the Board Charter is available on Terragen Holdings Limited's website.</p> |
| <p>Recommendation 1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> | <p>The Board undertakes appropriate checks before appointing or nominating Board candidates. In addition, Terragen Holdings Limited has established a Nomination and Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise and the results of appropriate checks.</p> |
| <p>Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p> | <p>All Directors and senior executives have entered into written appointment agreements with Terragen Holdings Limited.</p> <p>Specifically:</p> <ul style="list-style-type: none"> • the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their |

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| | appointment; and <ul style="list-style-type: none"> • the executive directors and senior executives of Terragen Holdings Limited have entered into service contracts, setting out the terms and conditions of their employment. |
| <p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p> | <p>The Company Secretary is accountable directly to the Board, through the chairperson, on all matters to do with the proper functioning of the Board. Terragen Holdings Limited has adopted a formal board charter (Board Charter) setting out the Company Secretary's responsibilities.</p> <p>Under the Board Charter, the Company Secretary is responsible for:</p> <ul style="list-style-type: none"> • advising the Board and its committees on governance matters; • monitoring the Board and committee policy and procedures are followed; • coordinating the timely completion and dispatch of Board and committee papers; • ensuring the business at Board and committee meetings is accurately captured in the minutes; and • helping to organise and facilitate the induction and professional development of Directors and the Company Secretary. |
| <p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> | <p>Terragen Holdings Limited has a diversity policy (Diversity Policy) in place.</p> <p>The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the implementation of the Diversity Policy.</p> <p>Under the Diversity Policy, the Board is:</p> <ul style="list-style-type: none"> • required to develop initiatives that will promote and achieve diversity goals; • responsible for reviewing this diversity policy and will assess the status of diversity within Terragen Holdings Limited and the effectiveness of this policy in achieving the measurable objectives which have been set to achieve diversity; and • responsible for assessing the effectiveness of Terragen Holdings Limited's diversity objectives each year. |
| <p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | <p>Under the Board Charter, each Director's performance is assessed when standing for re-election. Before each annual general meeting, the Chairman of the Board assesses the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairman) will conduct the review of the Chairman.</p> |
| <p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | <p>Under the Board Charter, senior executives' performance will be considered by the independent Directors in a meeting separate to the Board meetings. The Chairman is responsible for ensuring independent Director meetings take place on a regular basis.</p> |
| <p>Principle 2 – Structure the board to add value</p> <p><i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p> | |
| <p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> | <p>The Board has adopted a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under a nomination and remuneration</p> |

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| <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; and disclose (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p>committee charter (Nomination and Remuneration Committee Charter), and any other resolutions of the Board from time to time. The Committee is comprised of Sam Brougham, Gregory Robinson and Paul Schober. Sam Brougham is a non-executive, non-independent Director. Gregory Robinson and Paul Schober are independent, non-executive Directors.</p> <p>The Chair of the Nomination and Remuneration Committee is Paul Schober.</p> <p>The Nomination and Remuneration Committee Charter will be available on Terragen Holdings Limited's website.</p> |
| <p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p> | <p>The Board has not, at this time, adopted a board skills matrix. However, Terragen Holdings Limited will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business. In addition, the Board Charter provides that the Chairman is responsible for overseeing that membership of the Board is skilled and appropriate for Terragen Holdings Limited's needs. The Nomination and Remuneration Committee is responsible for identifying candidates with appropriate skills, experience and expertise.</p> |
| <p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. | <p>Board members, Paul Schober, Greg Robinson, John Ryals and Ingrid van Dijken are each considered to be independent Directors.</p> <p>The Board will regularly assess the independence of each Director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent Director is required to provide the Board with all relevant information for this purpose.</p> <p>If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.</p> |
| <p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p> | <p>The Board currently consists of 4 independent and 2 non-independent Directors, as such the Board has a majority of independent directors.</p> |
| <p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p> | <p>The Chairman of the Board (on and from the Listing Date) is Paul Schober, who is an independent, non-executive Director.</p> <p>Justus Homburg is the Chief Executive Officer.</p> |
| <p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p> | <p>Under the Board Charter, the Directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.</p> <p>The Company Secretary will help to organise and facilitate the induction and professional development of Directors.</p> |
| <p>Principle 3 – Act ethically and responsibly</p> <p><i>A listed entity should act ethically and responsibly.</i></p> | |
| <p>Recommendation 3.1</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. | <p>The Board has adopted a code of conduct (Code of Conduct) which sets out the values, commitments, ethical standards and policies of Terragen Holdings Limited and outlines the standards of conduct expected of Terragen Holdings Limited's business and people, taking into account Terragen Holdings Limited's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all Directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of Terragen Holdings Limited, and associates of Terragen Holdings Limited.</p> |

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| | <p>The Code of Conduct covers the following:</p> <ul style="list-style-type: none"> • Terragen Holdings Limited's core values; • conflicts of interest; • opportunities, benefits and ownership of work; • anti-bribery and gifts; • dealings with politicians and government officials; • confidentiality; • privacy; • fair dealing; • discrimination, bullying, harassment and vilification; • health and safety; • protection and use of Terragen Holdings Limited's assets and property; • compliance with laws; • responsibility to shareholders and other stakeholders; • related party transactions; • insider trading; and • whistleblower protection. <p>The Code of Conduct is available on Terragen Holdings Limited's website.</p> |
| <p>Principle 4 – Safeguard integrity in corporate reporting <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i></p> | |
| <p>Recommendation 4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p>The Board is committed to following Recommendation 4.1 and has established an Audit, Risk and Compliance Committee. This Committee is responsible for, amongst other things, appointing Terragen Holdings Limited's external auditors and overseeing the integrity of Terragen Holdings Limited's financial reporting systems and financial statements.</p> <p>The members of the Audit, Risk and Compliance Committee are Sam Brougham, Gregory Robinson and Paul Schober. Sam Brougham is a non-executive, non-independent Director. Gregory Robinson and Paul Schober are independent, non-executive Directors.</p> <p>The Chair of the Audit, Risk and Compliance Committee is Gregory Robinson.</p> <p>Terragen Holdings Limited has also adopted an Audit and Risk Committee Charter which will be available on Terragen Holdings Limited's website.</p> <p>Terragen Holdings Limited intends to disclose, at the relevant time, the number of times the Audit, Risk and Compliance Committee met, and the attendance at those meetings, at the end of each relevant reporting period.</p> |
| <p>Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | <p>The Board will implement a process to receive written assurances from its Chief Executive Officer and Chief Financial Officer that the declarations that will be provided under section 295A of the <i>Corporations Act 2001</i> (Cth) are founded on a system of risk management and internal control and that the system is operating in all material respects in relation to financial reporting risks.</p> <p>The Board will seek these assurances prior to approving the annual financial statements for all half year and full year results that follow.</p> |
| <p>Recommendation 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p> | <p>Terragen Holdings Limited has adopted a formal Disclosure and Communication Policy, where there is an express requirement that the external auditor will attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p> |

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| <p>Principle 5 – make timely and balanced disclosure <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p> | |
| <p>Recommendation 5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p>Consistent with the Board's commitment to improving its disclosure policy, the Board has adopted a Disclosure and Communication Policy, which sets out Terragen Holdings Limited's commitment to the objective of promoting investor confidence and the rights of shareholders by:</p> <ul style="list-style-type: none"> • complying with the continuous disclosure obligations imposed by law; • ensuring that company announcements are presented in a factual, clear and balanced way; • ensuring that all shareholders have equal and timely access to material information concerning Terragen Holdings Limited; and • communicating effectively with shareholders and making it easy for them to participate in general meetings. <p>The Disclosure and Communication Policy is available on Terragen Holdings Limited's website.</p> |
| <p>Principle 6 – Respect the rights of security holders <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i></p> | |
| <p>Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.</p> | <p>Terragen Holdings Limited recognises the rights of its shareholders and other interested stakeholders to have easy access to balanced, understandable and timely information concerning the operations of the Group. The Chief Executive Officer and the Company Secretary will be primarily responsible for ensuring communications with shareholders are delivered in accordance with this strategy and with its current market disclosure policy.</p> <p>Terragen Holdings Limited strives to communicate with shareholders and other stakeholders in a regular manner as outlined in Principle 5 of this statement.</p> <p>Information concerning Terragen Holdings Limited and its governance practices will be made available on its website in due course.</p> |
| <p>Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p> | <p>As mentioned above under Recommendation 5.1, the Board has adopted a Disclosure and Communication Policy which supports its commitment to effective communication with its shareholders. In addition, Terragen Holdings Limited intends to communicate with its shareholders:</p> <ul style="list-style-type: none"> • by making timely market announcements; • by posting relevant information on to its website; • by inviting shareholders to make direct inquiries to Terragen Holdings Limited; and • through the use of general meetings. |
| <p>Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p> | <p>The Board encourages participation of shareholders at the Annual General Meeting or any other shareholder meetings to ensure a high level of accountability and identification with Terragen Holdings Limited's strategy and goals. Upon the dispatch of any notice of meeting to shareholders, the Company Secretary will send out material with that notice stating that shareholders are encouraged to participate at the meeting.</p> |
| <p>Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p> | <p>Terragen Holdings Limited's Shareholders may elect to receive information from Terragen Holdings Limited and its registry electronically. Otherwise, Terragen Holdings Limited and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p> |
| <p>Principle 7 – Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p> | |
| <p>Recommendation 7.1 The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and</p> | <p>The Board has adopted a formal Audit, Risk and Compliance Committee to, amongst other things, ensure Terragen Holdings Limited has an effective risk management system in place and to manage key risk areas.</p> <p>As noted above, the members of the Audit, Risk and Compliance Committee are Sam Brougham, Gregory Robinson and Paul Schober.</p> <p>Terragen Holdings Limited intends to disclose, at the relevant time, the number of times the Committee met, and the attendance at those</p> |

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| <p>disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p>meetings, at the end of each reporting period.</p> <p>Terragen Holdings Limited has adopted an Audit and Risk Committee Charter which is available on Terragen Holdings Limited's website.</p> |
| <p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p>Under the Board Charter, the Board will ensure that Terragen Holdings Limited has in place an appropriate risk management framework and will set the appetite within which the Board expects management to operate.</p> <p>Further, it is intended that the Audit, Risk and Compliance Committee will, among other things, regularly review and update the risk profile and ensure that Terragen Holdings Limited has an effective risk management system.</p> <p>As part of this process, the Board will review, at least annually, Terragen Holdings Limited's risk management framework in order to satisfy itself that it continues to be sound.</p> <p>Terragen Holdings Limited intends to disclose, at the relevant time, whether a review Terragen Holdings Limited's risk management framework was undertaken during the relevant reporting period.</p> |
| <p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> | <p>The Audit, Risk and Compliance Committee is responsible for ensuring that Terragen Holdings Limited has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Committee will also be responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>In addition, the Audit, Risk and Compliance Committee will be responsible for preparing a risk profile which describes the material risks facing Terragen Holdings Limited, regularly reviewing and updating this risk profile, and assessing and ensuring that there are internal controls in place for determining and managing key risks.</p> |
| <p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> | <p>Terragen Holdings Limited has disclosed all material risks facing Terragen Holdings Limited in Section 5 of the Prospectus, including exposure to economic, environmental and social sustainability risks. Terragen Holdings Limited will continue to disclose these material risks in the future in its annual report or elsewhere as appropriate.</p> |
| <p>Principle 8 – Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders.</i></p> | |
| <p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p>Terragen Holdings Limited has established a Nomination and Remuneration Committee. The Committee is responsible for developing, reviewing and making recommendations on:</p> <ul style="list-style-type: none"> • the remuneration framework for Directors, including the process by which any pool of Directors' fees approved by security holders is allocated to Directors; • the remuneration packages to be awarded to senior executives; • equity-based remuneration plans for senior executives and other employees; and • superannuation arrangements for Directors, senior executives and other employees. <p>The Nomination and Remuneration Committee is comprised of 3 directors, 2 of whom are independent Directors and one of whom is a non-independent Director.</p> <p>Terragen Holdings Limited intends to disclose, at the relevant time, the number of times the committee met, and the attendance at those meetings, at the end of each reporting period.</p> <p>Terragen Holdings Limited has adopted a Nomination and Remuneration Committee Charter which is available on Terragen Holdings Limited's website.</p> |
| <p>Recommendation 8.2</p> | <p>Each director and senior executive has entered into a separate</p> |

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| <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> | <p>agreement with Terragen Holdings Limited. The remuneration of directors and senior executives is to be reviewed annually. As noted above, a Nomination and Remuneration Committee Charter is in place and it is anticipated that this committee will consider its approach to remuneration in due course.</p> |
| <p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p>Terragen Holdings Limited's Trading Policy is a code that is designed to minimise the potential for insider trading.</p> <p>The Trading Policy explains when options or rights under an employee incentive scheme can be exercised and also outlines Terragen Holdings Limited's restrictions around margin lending, short term of speculative trading in Terragen Holdings Limited and hedging.</p> <p>The Trading Policy is available on Terragen Holdings Limited's website.</p> |