



Alternative Dispute Resolution Policy

- 1.1 This policy sets out the alternative dispute resolution processes which the parties may agree to use to resolve a General Dispute under a supply agreement.
- 1.2 This policy cannot be used for the resolution of Billing Disputes.
- 1.3 Except where a party seeks urgent injunctive or similar interim relief, if the parties agree to participate in either mediation or independent expert determination pursuant to clause 2 or 3, neither party may commence Litigation until that process is completed as provided for under the respective clause.
- 1.4 In this policy, Litigation means legal or regulatory (for example, arbitration under Part XIC TPA) proceedings, unless otherwise defined in the supply agreement between the parties. Other capitalised terms have the meaning given in the supply agreement.

2. Mediation

- 2.1. The parties may agree to submit a General Dispute to mediation.
- 2.2. If the parties agree to submit a General Dispute to mediation, the mediation must be conducted as follows:
 - (a) The mediation will be accordance with resolution@span rules and procedures.
 - (b) The parties will agree on the appointment of a mediator. If the parties do not agree on the mediator to be appointed within 5 Business Days of the parties agreeing to mediate the General Dispute, then the mediator is to be appointed by resolution@span in accordance with its mediation rules and procedures.
 - (c) The mediation process will terminate within 30 days of the appointment of the mediator, upon which either party may commence Litigation concerning the subject matter of the General Dispute.
 - (d) Any agreement reached as a result of mediation will be binding on both parties.

3. Independent Expert Determination

- 3.1. The parties may agree to submit a General Dispute to determination by an independent expert.
- 3.2. If the parties agree to submit a General Dispute to determination by an independent expert, the following rules apply to the determination process:
 - (a) The parties will agree on the appointment of an independent expert. If the parties cannot agree on the independent expert to be appointed within 5 Business Days, either party may commence Litigation concerning the subject matter of the General Dispute.
 - (b) The independent expert must act as an expert and not an arbitrator.
 - (c) The independent expert must initiate such inquiries and investigations as it considers necessary or desirable for the purposes of performing its functions.

(d) The procedure for conducting the determination will be decided by the independent expert in its sole discretion. Without limiting its powers of conducting the determination, the independent expert may:

(i) call on the parties to provide written documentation to support its position on the General

Dispute;

(ii) request the parties to provide written submissions; and

(iii) request a hearing.

(e) The independent expert must keep confidential all materials and information provided to it by the parties during the determination process.

(f) The independent expert must issue a draft determination.

(g) The parties must request the independent expert to issue the draft determination within 20 Business Days of its appointment.

(h) The parties may provide written comments on the draft determination to the independent expert. Any comments must be provided within 5 Business Days of the draft determination being issued.

(i) Not earlier than 5 Business Days and no later than 10 Business Days after the issue of a draft determination, the independent expert must issue a final determination.

(j) The independent expert is not bound to take any comments made by either party about the draft determination into account when preparing the final determination.

(k) The final determination issued by the independent expert is binding on the parties.

(l) The costs of the independent expert determination will be borne equally by the parties.

(m) The independent expert is released by the parties from liability (other than for fraud) in acting as an expert in accordance with these procedures.