



CODE OF CONDUCT



SAFETY AND HEALTH
ABOVE ALL ELSE





Message from our Group CEO

Our Code of Conduct sets a clear and consistent standard of behaviour that is expected from all our people, including employees of our subsidiaries, joint ventures, contractors and suppliers. It provides a single reference point to ensure we work safely, behave ethically, and abide by laws and regulations with every work decision, task and interaction.

Our Code of Conduct guides **what we value** and **how we work** – with each other as well as our clients, service providers, suppliers and the communities in which we operate. It strengthens our relationships, inspires confidence in what we do and how we do it, and it protects our company and reputation.

Our Code of Conduct is a global standard that is fully endorsed and adhered to by our Board. Irrespective of where we work, or the tasks we perform, everyone is required to read, be familiar with and apply the Code to everything we do at Ventia.

If you are ever in any doubt about any aspect of the Code of Conduct, ask your manager, supervisor or other contacts listed in this document.

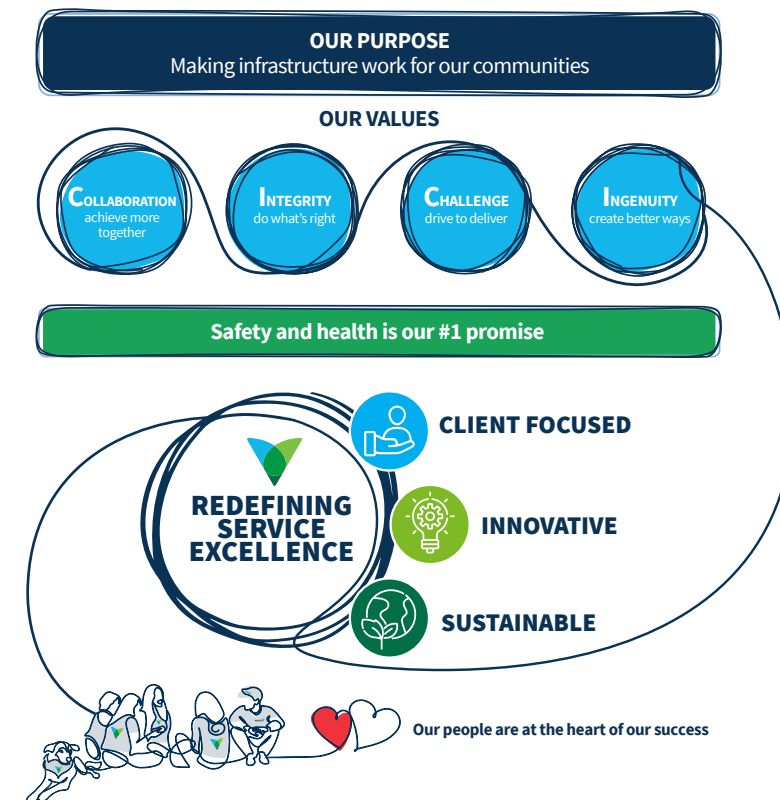
Thank you for your commitment and support to Ventia.



Dean Banks
Group CEO

Structure of the Code of Conduct

Alongside the Code of Conduct, our Values and Brand define us and guides our thinking, decisions and behaviour. Our reputation is one of our most valuable assets. We need to protect it and we can do this by exercising sound judgement and making good decisions that follow the spirit of the Code with every work task and interaction when operating our business. We are able to do this efficiently and effectively with Ventia’s Delegation of Authority Matrix (Ventia’s DoA). This ensures our decision-making powers and authorities help achieve our strategic objectives, while at the same time, our Code sets the standard on how we do this. We must always act in compliance with Ventia’s DoA.



The Code sets out specific Conduct Principles for our behaviour that are stated in each heading throughout the Code. The Conduct Principles set the minimum appropriate levels of behaviour that support our Company Vision, Values and Purpose.

Ventia supports compliance with the Conduct Principles with Ventia’s DoA and by providing guidance with our policies, procedures and standards, programs and training. Where applicable, our key policies are confirmed under each Conduct Principle.

The content of the Code is not intended to cover all possible situations. In some cases, the requirements of the Code may be greater than required by local law. In such cases, compliance with the Code requirements always takes precedence over local law.

Where circumstances arise that are not covered by the Code, you are encouraged to review related policies and standards, and seek guidance from your manager/supervisor or the other contacts outlined in the Code.



Who must comply with the Code of Conduct?

The Code of Conduct applies to:

- everyone who is an officer, director or employee (whether full time, part time or casual) of Ventia, or its subsidiaries and related companies
- Ventia Business Partners including clients, suppliers, contractors, subcontractors, consultants, joint venture partners and their directors, officers, employees, agents, representative and intermediary and all other third parties who may act as a representative, intermediary or agent of Ventia (**Business Partner**)

In the Code of Conduct:

- “we”, “us” or “our” means Ventia Services Group Pty Limited and each of its subsidiaries and related companies
- each of these individuals or entities is referred to as “you” or “your”
- Legal means Ventia’s Legal resources

Reporting violations of the Code of Conduct

If you observe, or reasonably suspect, conduct that may be contrary to the Code of Conduct, whether it be unethical or illegal, you must report it immediately to your manager/supervisor or the Group Compliance Officer email: compliance@ventia.com.au

Whistleblower Support

KPMG FairCall Whistleblower Hotline

The FairCall service allows disclosures to be made to our independent service provider KPMG 24/7 through five different channels.

Phone **1800 500 965** (Australia) **0800 100 526** (New Zealand)
 1802710 (Papua New Guinea) **Web Only** (New Caledonia)

Web **www.kpmgfaircall.kpmg.com.au/Ventia**

Post **FairCall Manager, KPMG Forensic PO Box H67, Australia Square, Sydney NSW 1213**

Fax **+61 2 9335 7466**

The **Whistleblower Protection Policy** sets out a number of ways we support you with 'speaking up' including access to a Whistleblower Hotline. The Hotline is managed and operated by KPMG who provides Whistleblower services and records all complaints, and if requested, maintains the anonymity of the Whistleblower.

The Board of Directors and Executive Leadership Team approve and endorse the Whistleblower Protection Policy. Under the Policy, we confirm our commitment to supporting a safe workplace and confidential environment for ‘speaking up’ or making disclosures about any known, suspected, unlawful or inappropriate conduct without fear of retribution or detrimental treatment.

Penalties for breach of the Code of Conduct

Ventia takes breaches of the Code very seriously with consequences ranging from disciplinary action, the appointment of an external investigator through to termination of employment.

We reserve the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of law.

Any conduct of a Business Partner that does not comply with the Code will jeopardise their business relationship with us and the possible consequences include termination of contract.

Review of the Code

The Code is reviewed regulatory and may be modified or supplemented from time to time. You will be notified of any major revisions to the Code.

CONDUCT PRINCIPLE 1.

Maintaining a safe and healthy workplace

Our commitment

We are committed to providing a safe and healthy working environment when operating our business. Our brand pillar 'putting safety and health above all else' has established our reputation for maintaining high safety standards and quality performance.

The safety and health of everyone who works for or with us prevails over all operational and financial decisions and actions. Our expectation is that everyone takes responsibility for safety when performing their role, engaging with others and operating our business.

Key Policy: Health and Safety Policy

Your responsibility

You must:

- be fit for work physically, emotionally, and mentally
- immediately stop unsafe or potentially unsafe work and promptly report these conditions to your manager/supervisor
- identify, assess, eliminate, or control hazards using risk protocols
- know and implement emergency procedures

CONDUCT PRINCIPLE 2.

Embracing the environment and sustainability

Our commitment

We are committed to embedding sustainability in our business and the communities we serve for positive social, environmental and financial outcomes, using appropriate preventative measures where necessary.

Key Policy: Environment Policy and Sustainability Policy

Your responsibility

You must:

- use resources efficiently and implement sustainable improvements
- actively know and comply with environmental standards and regulations
- exercise care with hazardous materials to avoid environment harm
- promptly report any environmental harm to your manager/supervisor





CONDUCT PRINCIPLE 3. Compliance with laws and regulations

Our commitment

Our Value, “Integrity, do what’s right” reflects our commitment to operate our business in compliance with all applicable laws and regulations.

Your responsibility

You must:

- seek advice from Legal on any uncertainty or interpretation of laws and regulations when performing your role or operating our business
- co-operate with any internal or external investigation or prosecution arising from a breach of the Code, policies or standards

CONDUCT PRINCIPLE 4. Condemning bribery and corruption

Our commitment

We conduct business with integrity and transparency using legitimate business practices and strictly prohibit any form of bribery or corruption including kickbacks or facilitation payments. Even the perception of bribery or corruption can seriously impact our reputation and business.

Bribery and corruption are illegal and have some or all of the following characteristics:

- **How:** the offer, gift, promise, demand or acceptance of any undue or improper advantage made directly or indirectly
- **What:** for anything of financial or non-financial value
- **Who:** with third parties including Business Partners
- **Why:** to induce, reward or gain preferential treatment on business, government decisions or deals to gain improper advantage for you or Ventia

What does kickback or facilitation payment typically mean?

Kickback: the return of a portion of money received or return of some form of benefit, as a reward for favourable action.

Facilitation payment: a payment to a government official to facilitate or accelerate a routine service, such as obtaining a permit. This is also a bribe.

Key Policy: [Bribery and Corruption Policy](#)

Your responsibility

You must:

- accurately and reasonably detail transactions in our books and records
- only use business practices which strictly comply with our Bribery and Corruption Policy
- immediately report any reasonably suspicious improper business practices to the Group Compliance Officer or the Whistleblower Hotline

CONDUCT PRINCIPLE 5. Exercising care with gifts, discounts and hospitality

Our commitment

We exercise care when offering or accepting gifts and hospitality to protect against allegations or perception of improper business practices. Building relationships often involves these exchanges as a gesture of appreciation, co-operation or celebration but you must carefully consider the circumstances.

When any benefit (including payment, discount, gift, services or hospitality) is not modest and occasional it may affect our reputation, cause a perceived conflict of interest or amount to bribery and corruption. Remember, business relationships can be built through the delivery of good quality services and regular engagement.

Key Policy: [Bribery and Corruption Policy, Gifts and Hospitality Standard and Ventia’s DoA](#)

Your responsibility

You must:

- exercise care with the exchange of gifts and hospitality and liaise with the Group Compliance Officer when this involves cultural sensitivities
- obtain approval using the Gifts and Hospitality Form and Ventia’s Delegation of Authority (DoA)



CONDUCT PRINCIPLE 6. Avoiding conflicts of interest

Our commitment

We do not permit actual, potential, or perceived conflicts of interest to ensure we maintain trust in the integrity of our operations and to protect our reputation.

When does a conflict of interest occur?

When your decisions or actions are perceived as favouring your own personal or financial interests ahead of your obligation to act in Ventia's best interests. Examples of this behaviour include:

- accepting a gift from a supplier in exchange for a minimum spend
- using our confidential information for your own personal gain
- engaging a relative as a direct report to yourself
- having a financial interest in a competitor or a supplier to us

Key Policy: Conflict of Interest Standard

Your responsibility

You must:

- immediately disclose to your manager/supervisor and the Group Compliance Officer any conflict of interest using the Conflicts of Interest Form



CONDUCT PRINCIPLE 7. Working with reputable business partners

Our commitment

We take great care in building strong relationships with reputable Business Partners who share our Values and exhibit a high standard of business conduct. We do not knowingly enter into or continue relationships, with those who operate in violation of applicable laws, our policies, standards or Code.

We conduct robust, proportionate and integrated due diligence on potential or current Business Partners in particular when the location, nature, scale and complexity of the work with a Business Partner is high risk.

Key Policies: Business Partners Standard

Your responsibility

You must:

- conduct due diligence using the Business Partners Procedure prior to engaging Business Partners and monitor them using our risk management and compliance programs
- be cautious with agents or representatives acting on our behalf or as intermediaries of a Business Partner (**Agent**). All agreements with Agents must be approved in accordance with Ventia's DoA
- accurately report all Agent fees and services
- consult your manager/supervisor or the Group Compliance Officer for any doubts or on local conditions for appointing an appropriate Business Partner



CONDUCT PRINCIPLE 8. Responsible political dialogue and government relations

Our commitment

We are committed to constructive and transparent relationships with government including regulators and public authorities (**Government**). We use various means including formal submissions, attendance at functions and forums to openly advocate public policy views and initiatives to help grow and sustain our business.

Our interactions with Government require at all times that we maintain independence, comply with the law and conduct ourselves ethically. We prohibit contributions in cash or in-kind to any political party. We may engage in the democratic process from time to time by participating in events where political parties will also be in attendance. In these situations, financial contributions may be paid and disclosed.

Key Policy: Government Relations Policy

Your responsibility

You must:

- ensure any involvement in events or activities organised by a political party, politician or candidate for public office is only for policy dialogue and business briefing purposes (**Authorised Purpose**) and not for political fundraising purposes. Such prohibited events may include:
 - paying for tables at events sponsored by, or associated with, any political party, politician or political candidates
 - sponsoring research by ‘think tanks’ linked to political parties
 - involvement with any fee paid event conducted for or on behalf of a political party
- ensure any involvement or attendance for an Authorised Purpose is approved in advance by your manager/supervisor and notified to the Group Compliance Officer
- consult your manager/supervisor if you intend running for public office and use annual leave for related duties during normal working hours
- consult your manager/supervisor or the Group Compliance Officer for any doubts on interaction with Government

CONDUCT PRINCIPLE 9. Complying with international trade controls

Our commitment

We will comply with international laws, regulations and restrictions on the movement of materials and services around the world and used in our business. Most countries have laws and regulations on the import and export of goods and services which include international laws, bans, sanctions and restrictions on trade, investment in and travel to and from particular countries. The consequences of breaking these laws, even unintentionally are serious.

Key Policy: International Trade Controls and Anti-Money Laundering Policy

Your responsibility

You must know and follow:

- the sanctions and international trade control laws and regulations of all countries in which you operate or that apply to transactions relevant to your role and your business function
- our International Trade Controls and Anti-Money Laundering Policy

CONDUCT PRINCIPLE 10. Competing fairly and ethically

Our commitment

We protect the integrity of a competitive market using fair, ethical and lawful business practices. Competition helps grow and sustain business by enabling efficiency, innovation and tangible outcomes such as lower prices and improved quality in goods and services.

Competition laws are complex, differ between jurisdictions and are designed to promote fair and open competition. A breach may result in a criminal or civil offence for us, you or Business Partners with serious penalties for convictions.

Your responsibility

You must:

- maintain our independence by avoiding anti-competitive conduct that reduces or eliminates competition
- exercise care at industry and trade meetings including any perception when interacting with a competitor, either personally or professionally maintain ethical and honest communications



CONDUCT PRINCIPLE 11. Complying with insider trading laws

Our commitment

We are committed to upholding lawful securities trading practices and complying at all times with the Securities Trading Policy. The law prohibits financial or personal benefits obtained from trading in securities of a listed company when in possession of price sensitive information that is not publicly available. This is called insider trading and is illegal. Insider trading carries significant legal penalties, including imprisonment.

What are securities?

This includes shares, options and other forms of investment relating to shares.

What is price sensitive information?

It is information about a listed company that is not generally available and could materially affect its share price, or potentially induce a person to buy, sell or hold that company's shares. Some examples of price sensitive information include:

- a significant contract win, extension or termination
- financial or operational performance of the company
- proposed acquisitions, divestments and joint ventures

Key Policy: Securities Trading Policy

Your responsibility

You must:

- not deal or encourage another to deal in securities of a publicly listed entity when in possession of price sensitive information
- not communicate (directly or indirectly) confidential and price sensitive information of our clients including government authorities, private and publicly listed entities
- use the Securities Trading Policy for guidance on securities and price sensitive information or if for any doubts contact Legal

CONDUCT PRINCIPLE 12. Using company assets and technology responsibly

Our commitment

Our assets and technology are an important part of our business and must be treated responsibly, with respect for legitimate business purposes and at all times in accordance with instructions from Ventia and manufacturers. This obligation includes our facilities and equipment, materials and supplies, computer and telephone networks, and cash. It also includes Ventia's intellectual property – our ideas and know-how, client and third-party information and market data.

Key Policy: Information Security Policy

Your responsibility

You must not:

- use or take advantage of our assets and technology for personal gain
- damage, destroy or materially alter our assets and technology
- waste, lose, misuse, steal or misappropriate our assets and technology
- use our assets and technology in breach of applicable policies and laws





CONDUCT PRINCIPLE 13. Maintaining complete, accurate and timely business records

Our commitment

We will comply with all applicable policies and standards, laws and regulations governing business records and reporting.

All information created and maintained as a result of Ventia's businesses must accurately reflect the underlying transactions and events and strictly comply with Ventia's policies and procedures (**Ventia Information**). Those involved in the management of financial reporting have additional responsibility to ensure adequate internal controls exist to achieve truthful, accurate, complete, consistent, timely and understandable financial and management reports.

Your responsibility

You must:

- ensure Ventia Information accurately reflect underlying transactions in compliance with our reporting policies and standards
- not misstate or falsify underlying facts and figures or modify records to mislead others, or assist others in doing so
- promptly report any significant operational or financial developments
- retain business records as required by document retention laws
- co-operate with requests from internal and external auditors



CONDUCT PRINCIPLE 14. Respecting and protecting privacy and confidential information

Our commitment

We recognise the importance of the right to privacy and protecting confidential information with our commitment to proactively manage data and data security threats.

Protecting the personal information of our employees and Business Partners is important as it relates to an individual being identified or located by that information alone or together with other information in our possession.

We have a responsibility to protect confidential information of our business and Business Partners. Inappropriate use may affect our reputation and competitive position resulting in a breach of privacy, competition laws or breach of contract.

Key Policy: Information Security Policy and Privacy Policy

Your responsibility

You must:

- identify, mitigate, monitor and manage information security threats and risks consistent with our Information Security Policy against misuse, unauthorised disclosure, damage or loss of personal and confidential information
- collect personal information with the confidence that it is accurate and complete, kept confidential and not disclosed, unless authorised by law
- lawfully collect and use personal information only for the intended business purpose and destroy that information when no longer required by law
- protect confidential information, even when you no longer work for us



CONDUCT PRINCIPLE 15. Promoting workplace equality and diversity

Our commitment

We are committed to building a fair and inclusive workplace culture using principles of equality and diversity which complies with laws relating to workplace equality and anti-discrimination in countries where we operate our business.

We recognise the needs of our employees working in a business of our size and diversity, vary considerably. Where appropriate we support flexible working arrangements to balance employee personal and work commitments to enhance performance and productivity of our business, and the care and well-being of our employees. Diversity together with respect and appreciation of all employees are integral to creating a collaborative workplace culture, competitive advantage in a global environment, and ultimately, sustainable business success.

Key Policy: Diversity and Inclusion Policy and Workplace Injury Management Policy

Your responsibility

You must:

- treat everyone equally. There are no exceptions
- report any inappropriate business practice or workplace culture to your manager/supervisor or your People & Capability representative



CONDUCT PRINCIPLE 16. Preventing bullying and harassment

Our commitment

We do not tolerate bullying or harassment of any kind and are committed to ‘putting safety and health above all else’ by keeping our workplace free of intimidating or abusive behaviour.

Key Policy: Bullying and Harassment Policy

Your responsibility

You must:

- not engage in any form of bullying or harassment (directly or indirectly) in our workplace and when operating our business
- use our Bullying and Harassment Policy for guidance on behaviour or if in doubt contact People & Capability representatives
- when working in foreign countries, understand local culture, etiquette, protocol and communication techniques to manage culturally sensitivities
- report any form of bullying or harassment to your manager/supervisor

CONDUCT PRINCIPLE 17. Encouraging community and Indigenous relations

Our commitment

We are committed to community and Indigenous partnerships in communities where we work, especially in remote and regional areas to enhance opportunities for local and Indigenous people in our business.

Your responsibility

You must respect:

- local business and customary needs that are not in breach of the Code
- cultural heritage which may be affected by our operations
- the importance of preserving culture, custom and heritage



CONDUCT PRINCIPLE 18.

Respecting and upholding human rights in business

Our commitment

We value human rights as fundamental rights, freedoms and standards of treatment to which people are entitled. We recognise that while sovereign states have the primary duty to protect and uphold human rights, where possible and within our sphere of influence, we strive to respect human rights by seeking to avoid infringements arising from our business activities.

Our Human Rights Statement records and evidences specific areas which integrate commitments in our business practices to meaningfully reduce business impacts to people that could be affected by our business activities.

What is Modern Slavery?

It includes slavery, servitude, forced labour, human trafficking, debt bondage, organ trafficking, forced marriage and the exploitation of children.

We comply with International Labour Organisation in respect of under-age workers where the minimum age for employment directly by us or by a third party providing goods or services for our business must not be below the age when compulsory schooling ends and in no case below the age of 15.

Key Policy: Human Rights Statement and Modern Slavery Policy

Your responsibility

You must:

- implement and integrate business practices that support human rights using our Human Rights Statement and risk and compliance programs
- report any or suspected human rights violations including modern slavery or exploitation of workers to the Group Compliance Officer or Whistleblower Hotline

CONDUCT PRINCIPLE 19.

Responsible sponsorships and charitable donations

Our commitment

We support local community groups and charities through sponsorships and donations that are legal, ethical and further our interests and the communities in which we operate our business.

Key Policy: Donations and Sponsorship Policy and Sustainability Policy

Your responsibility

You must not sponsor or provide donations to:

- initiatives or organisations not aligned with the Code or Sustainability Policy
- projects or events not relevant to our geographical areas or business operations
- politicians including political parties, forums or fundraisings



Contacts

If you feel a breach of the Code of Conduct has taken place, you have the responsibility and the right to report your concern.

You can speak to your supervisor, manager, the Group Compliance Officer, the Group Executive, People & Capability and/or the Group General Counsel or contact the KPMG FairCall Whistleblower Hotline on:

KPMG FairCall Whistleblower Hotline

The FairCall service allows disclosures to be made to our KPMG team 24/7 through five different channels.

Phone	1800 500 965 (Australia) 1802710 (Papua New Guinea)	0800 100 526 (New Zealand) Web Only (New Caledonia)
Web	www.kpmgfaircall.kpmg.com.au/Ventia	
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www.ventia.com



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