

CODE OF BUSINESS CONDUCT



**McCONNELL
DOWELL**
CREATIVE CONSTRUCTION™



CONTENTS

OUR VALUES	5
CODE OF BUSINESS CONDUCT	6
1. OUR CODE	8
1.1 ZERO TOLERANCE FOR RETALIATION	11
1.2 WHO OUR CODE APPLIES TO	11
1.3 USING OUR CODE	11
1.4 OUR EXPECTATIONS OF YOU	12
1.5 RAISING A CONCERN	14
1.6 RESPONDING TO CONCERNS	14
1.7 BREACHES OF OUR CODE	15
2. OUR PEOPLE	18
2.1 HEALTH AND SAFETY	18
2.2 ALCOHOL AND DRUGS	20
2.3 WORKING TOGETHER	22
2.4 PERSONAL INFORMATION AND PRIVACY	24
2.5 CONFIDENTIALITY AND INTELLECTUAL PROPERTY	26
3. OUR ENVIRONMENT AND COMMUNITY	30
3.1 RESPECTING OUR ENVIRONMENT	30
3.2 ENGAGING WITH OUR COMMUNITIES	32
4. OUR BUSINESS	34
4.1 POLITICAL CONTRIBUTIONS AND ACTIVITIES	36
4.2 CONFLICT OF INTEREST	38
4.3 COMPETITION AND ANTI-TRUST	40
4.4 SUB-CONTRACTORS, SUPPLIERS AND OTHER THIRD PARTIES	42
5. USE OF OUR ASSETS AND RESOURCES	46
5.1 PROTECTING OUR ASSETS AND RESOURCES	46
5.2 CYBERSECURITY	48
5.3 COMMUNICATING EXTERNALLY	50
5.4 SOCIAL MEDIA	52



OUR VALUES

WE VALUE THE ABSOLUTE COMMITMENT TO:

SAFETY & CARE

**HONESTY
& INTEGRITY**

**CUSTOMER
FOCUS**

**WORKING
TOGETHER**

**PERFORMANCE
EXCELLENCE**

CODE OF BUSINESS CONDUCT

THE MCCONNELL DOWELL GROUP IS PROUD OF ITS REPUTATION FOR INTEGRITY AND IS COMMITTED TO CONTINUALLY AND WITHOUT COMPROMISE REINFORCING THIS REPUTATION IN THE WAY IT CONDUCTS BUSINESS.

The Group's directors and senior employees have given their absolute commitment to upholding our Values and following both the spirit and letter of the following code of business conduct:

- The **law** will not be violated when conducting business for or on behalf of the Group.
- **Safety** is paramount, never to be compromised in pursuit of any other objective.
- McConnell Dowell has a zero tolerance towards **bribery** and any unethical payments to customers or business associates will result in disciplinary action. Efforts to manipulate the markets in which the Group is active, including collusion with competitors, will be dealt with similarly.
- Any possible **conflict of interest** in handling Group affairs will be avoided and employees are expected to perform their duties conscientiously, honestly and in accordance with the best interests of the Group and its shareholders.
- We will protect the **intellectual property** of the organisation, customers and subcontractors.
- Employees will not derive **personal advantage** from their position in the Group, nor will they acquire any business interest which could divert their energy from Group responsibilities. They will not participate in an activity that is potentially in conflict with Group interests or which could be perceived

to impair their independence

- Employees will not accept gifts, hospitality or other favours from suppliers or potential suppliers which, in the view of their immediate line superior or colleagues would be unwise, potentially sending the wrong message to subordinates and/or placing the recipient or the Group under perceived obligation.
- Group funds, property and assets will be used only for legitimate business purposes. **Strict internal controls** and governance procedures of the highest standard will be enforced to discourage fraud and safeguard the Group.
- Accurate and **reliable records** will be kept which fairly reflect all business transactions in terms of statements of International Financial Reporting Standards, for the Group to properly manage its affairs and meet its legal, financial and reporting obligations. Personal and business information gained in the course of business dealings will be safeguarded and its privacy respected.
- The Group will uphold its **diversity and inclusion** policy which requires that equal opportunity be offered to all employees. The individuality of each person, their right to freedom of association and to absolute privacy in this regard will be respected. Harassment of any form, including sexual harassment, will be viewed in a very serious light and

appropriate disciplinary action taken.

- McConnell Dowell's **people** are unquestionably its most important asset. Through careful selection, on-going development, performance-based management and fair reward, every person in our Group will be encouraged to realise their full potential. Exceptional commitment to the Group's core Values of integrity, quality and entrepreneurship will be appropriately rewarded.
- McConnell Dowell will strive to be a leading **corporate citizen** working with employees, their families, local communities and society at large to improve the overall quality of life and to achieve sustainable economic development at all levels.
- The Group will promote policies and operating procedures that conserve resources and minimise the **environmental impact** of its business activities.
- Finally, McConnell Dowell, its subsidiaries and officers will seek to build an atmosphere of openness and trust through regular, timely and courteous **communication** with all stakeholders.

This Code applies to all of us. If you have a question or ever believe that our Code may have been breached, please don't be silent. Talk to your manager, leader or HR representative.



Scott Cummins

Chief Executive Officer

McConnell Dowell Corporation Limited

1. OUR CODE

WE BELIEVE THAT CONSISTENT AND PROPER CONDUCT IN THE WAY WE CARRY OUT OUR OPERATIONS CREATES THE LOYALTY AND TRUST WITH OUR STAKEHOLDERS AND EACH OTHER THAT IS CRITICAL FOR OUR BUSINESS TO BE SUSTAINABLE AND ACHIEVE LONG-TERM SUCCESS.

To help guide you in your daily work, our Code of Business Conduct (“the Code”) sets out our standards and expectations about the manner in which McConnell Dowell’s operations are to be carried out and how to raise concerns relating to the Code.

It’s important that you understand where to go for further support and information and to always apply your own common sense.

If you have difficulty answering any of these questions, then speak up to your manager, leader or HR representative about your concern.

IF IN DOUBT, ASK YOURSELF:

- Does this fit with the Values of the McConnell Dowell Group?
- Could this action directly or indirectly endanger someone or cause them injury?
- Is this legal and in line with the McConnell Dowell Group policies, operating standards and procedures?
- If the story appeared in the media or online, would I feel comfortable and what implications could there be for me under my employment contract and for McConnell Dowell as a company?
- What would I tell my family or friends to do?
- Does it align with my personal Values and the McConnell Dowell Values?
- What’s my intuition or ‘gut feel’?
(If it doesn’t feel right, then it probably isn’t.)





1.1 ZERO TOLERANCE FOR RETALIATION

The McConnell Dowell Group prohibits any form of retaliation against anyone for raising or helping to address a business conduct concern. Retaliation is grounds for discipline, including dismissal. If you believe you have been retaliated against for raising a concern, report it immediately.

1.2 WHO OUR CODE APPLIES TO

We expect all employees, officers and directors to know and commit to the spirit and letter of the Code. Failure to do so can result in disciplinary action, including termination of employment.

While the Code is specifically written for our people, we also expect contractors, consultants, and others who may undertake work or provide services on our behalf, to follow the Code in connection with their work for us. Failure of a contractor, consultant, or other agent to follow the Code can result in termination of their relationship with the Group.

1.3 USING OUR CODE

Each section in the Code explains why a specified topic is important to our Company, our expectations of you and where you can go for further information. Regardless of your role, location or the level of decisions you make each day, you will find clear guidance on expected business behaviour within the Code.

1.4 OUR EXPECTATIONS OF YOU

When working for the McConnell Dowell Group, you agree to uphold our Values, the Code and the relevant policies, operating standards and procedures that apply to your work. If you are ever in doubt, please ask. Many inappropriate actions occur or poor decisions are made because someone doesn't have the full information, doesn't understand the information or just wants to 'get the job done'. It is critical you understand the Code and how it applies to you.

YOU SHOULD:

consistently demonstrate exemplary behaviour in accordance with our Values and the Code

raise all questions and concerns immediately

take reasonable steps to ensure others who conduct business on our behalf, including contractors, agents, consultants and business partners, do likewise

never encourage, allow or personally demonstrate retaliation for someone raising a concern

understand and meet all policies, operating standards and procedures that apply to your work

never ignore a breach or potential breach of the Code

If you supervise or manage others, you must take all reasonable steps to ensure that the people for whom you are responsible are aware of, and uphold, the behaviours required by this Code.

THIS INCLUDES:

demonstrating behaviour consistent with this Code

responding to legitimate concerns and questions about business conduct issues and seeking further assistance, if required

fostering a culture where employees understand their responsibilities and feel comfortable raising concerns without fear of retaliation

taking or recommending actions to achieve compliance with the Code

ensuring this Code is understood and applied

1.5 RAISING A CONCERN

If you think a decision or action (potential or actual) does not reflect our Code or our Values, you have the right and responsibility to raise that concern. You do not need to be directly affected by an issue to raise it. Please refer to McConnell Dowell's Whistleblowing Operating Standard and Whistleblowing Procedure in this regard.

1.6 RESPONDING TO CONCERNS

Every suspected or actual breach of the Code will be treated seriously and in accordance with McConnell Dowell's Whistleblowing Operating Standard and Whistleblowing Procedure.

1.7 BREACHES OF OUR CODE

Everyone is accountable for their own behaviour. If a breach of the Code has occurred, the nature of any disciplinary or corrective action will be determined in consultation with appropriate experts, including Human Resources and Legal. Corrective action will depend on the seriousness of the breach and other relevant circumstances. McConnell Dowell will comply with its Whistleblowing Operating Standard and Whistleblowing Procedure in this regard.

EXAMPLES OF DISCIPLINARY ACTION INCLUDE:

discussions with supervisors or managers about desired behaviours	suspension
a verbal or written warning	dismissal
change in duties	referral to external law enforcement authorities

An example of legal action may be the requirement to recover the McConnell Dowell Group assets.

Breaches which constitute criminal conduct may also result in criminal prosecution. If the breach includes a violation of the law, the matter may be referred to the appropriate law enforcement authorities.

REFERENCES:

- Whistleblowing Operating Standard
- Whistleblowing Procedure





2. OUR PEOPLE

2.1 HEALTH AND SAFETY

THE HEALTH AND SAFETY OF OUR PEOPLE IS PARAMOUNT TO OUR SUCCESS. IT DEPENDS ON EVERY PERSON TAKING RESPONSIBILITY FOR PREVENTING WORKPLACE-RELATED INJURIES AND ILLNESSES.

Across our company, our health and safety practices are governed by our Work Health and Safety Policy requirements that apply to all employees. We are committed to providing training and development to all our employees to enable them to perform their work safely.

While managers are accountable for the implementation and monitoring the effectiveness of policies, operating standards and procedures, each employee has an obligation to understand and follow site and business health and safety requirements, and to promptly report any circumstances that represent a threat to their health and safety or the health and safety of others.

Everyone has an obligation to understand and follow site and business health and safety requirements

REFERENCES:

- Work Health and Safety Policy
- Health and Safety Operating Standard
- Incident Reporting and Investigation Procedure
- HSE Risk Register
- HSE Hazard Identification Check List

ALWAYS

- Immediately stop any work that appears unsafe.
- Know how to apply and always comply with the Health and Safety operating standard and related procedures and assist others to do the same.
- Identify, assess and take steps to control health and safety hazards associated with your work.
- Use the personal protective equipment required for the task you are performing and encourage others to do the same.
- Handle and dispose of all materials properly, safely and lawfully.
- Ensure you know what to do in the case of an emergency and that visitors are familiar with emergency procedures.
- Report to your supervisor or manager any accident, injury, illness, unsafe or unhealthy condition, incident, spill or release of material to the environment so that appropriate action can be taken.
- Consider all complaints or warnings.

NEVER

- Undertake work unless you are trained, competent, medically fit and sufficiently rested and alert to do so.
- Undertake work when you may be impaired by alcohol or drugs (illegal, legal or prescribed).
- Use or tolerate threats, intimidation, harassment, bullying or violence at work.
- Bring weapons onto our premises, unless specifically and lawfully authorised to do so.
- Assume that someone else will report a risk or concern and that you therefore do not need to raise it.

2.2 ALCOHOL AND DRUGS

We are committed to providing a safe and healthy work environment and expect all employees, contractors and visitors to any of our workplaces to be able to perform their role properly and not be affected by alcohol, or illegal drugs while at work. If you feel your fitness for work may be impaired as a result of prescription medication, you must advise your manager or leader.

You must not use or be under the influence of alcohol at any McConnell Dowell Group workplace. Alcohol can only be consumed at a McConnell Dowell workplace with prior authorisation of a senior leader or the site manager, however employees should not under any circumstances return to work duties after consuming alcohol. Illegal substances must not be possessed, used or distributed at any McConnell Dowell workplace.

As a general rule, our workplaces are smoke-free environments. The only exception where there is a designated smoking area that is clearly defined and adequately ventilated. You should only smoke in these areas.

As a general rule, our workplaces are smoke-free environments. Some sites may have a designated smoking area that is clearly defined and adequately ventilated. You should only smoke in these areas.

ALWAYS

- Report to work fit and ready to carry out assigned work.
- Recognise and take action on the early symptoms of a dependency condition in yourself or someone you supervise.
- Treat matters of dependency with respect and confidence. Raise concerns with your supervisor, manager or your Human Resources representative.
- If you are taking prescribed drugs or receive medical treatment for any dependency that has the potential to affect your ability to safely perform and/or do your job, advise your supervisor, manager or your Human Resources representative.
- Advise your supervisor or manager if you have any doubts about your fitness to work.

NEVER

- Undertake work (including driving to and from work) when you are impaired by alcohol or drugs (illegal, legal or prescribed).
- Consume or offer alcohol to others at a McConnell Dowell Group site or office except at a 'wet mess' or an event approved by the site manager or senior leader.
- Possess, use or transfer illegal drugs or substances at a McConnell Dowell Group site or office.
- Smoke at a McConnell Dowell Group site or office except as permitted in a designated smoking area.
- Ignore drug or alcohol abuse.

2.3 WORKING TOGETHER

We are committed to an inclusive and supportive work environment, where employees have the opportunity to reach their potential. Everyone is expected to do their utmost to create a workplace culture where everyone is treated fairly and with respect, and that is free from harassment, offensive behaviour, intimidation, bias and unlawful discrimination.

Employment at McConnell Dowell is based solely upon individual merit and evaluated according to job-related skills, qualifications and capabilities. Decisions based on attributes unrelated to job performance (such as gender, race, sexuality, religion, mental or physical disability, medical condition, or family responsibilities) are unlawful and prohibited.

We do not tolerate any form of harassment, offensive behaviour or bullying in our workplaces. Harassment is an action, conduct or behaviour that is viewed as unwelcome, humiliating, intimidating or offensive by the recipient. Bullying is repeated and unreasonable behaviour directed at a person or group of people at work. Harassment and bullying may breach multiple laws and lead to legal action against individuals and the McConnell Dowell Group.

REFERENCES:

- Diversity Policy

Harassment and bullying may breach multiple laws and lead to legal action against individuals and the McConnell Dowell Group.

ALWAYS

- Employ people based on their skills, qualifications, abilities and experience, and promote employees based on their performance and potential.
- Treat everyone with respect and dignity in line with our Values.
- Speak up if you are uncomfortable or upset with someone's comments or behaviours and talk it through.
- Be prepared to adapt your own behaviour in response to feedback or when considering cultural considerations of another operation or country.
- Feel comfortable speaking up, even if the behaviour is not directed at you.
- Encourage and insist on a workplace free of harassment and bullying.

NEVER

- Behave in a way that is offensive, insulting, intimidating, malicious or humiliating.
- Make jokes or comments about a person's race, gender, ethnicity, religion, sexual preference, age, physical appearance or disability, or these subject matters generally.
- Assume acceptable behaviours are the same for every culture.
- Engage in sexual harassment.
- Distribute or display offensive material, including inappropriate pictures or cartoons.
- Use Company resources to distribute offensive, explicit or abusive materials.

2.4 PERSONAL INFORMATION AND PRIVACY

We respect your personal information and privacy and expect you to do the same with others.

WE WILL:

Only collect such information as necessary for legitimate business purposes, and do so in a lawful manner.

Protect such documents and information and, unless otherwise agreed by an individual, not disclose it for any purpose other than the purpose for which it was collected, or as required by law.

Documents or information (including data) created on behalf of the McConnell Dowell Group, stored in hard copy or on computers and other electronic devices are the property of the McConnell Dowell Group. We therefore may have the right to access this information for legal or other reasons and may be required by law (in response to a subpoena or warrant) to monitor, access, and disclose the contents of corporate email, voicemail, computer files, and other materials on our electronic facilities or on our premises.

ALWAYS

- protect the personal and sensitive information of others from any disclosure.
- keep personal, confidential or commercially sensitive information in a secure area or system.

NEVER

- use personal, confidential or commercially sensitive information to gain a personal benefit.

2.5 CONFIDENTIALITY AND INTELLECTUAL PROPERTY

Everyone has a responsibility to ensure the confidentiality of and protect the information and intellectual property of the McConnell Dowell Group. This includes anything that is of commercial value such as trademarks, designs, patents, applications and other proprietary information. Treat all commercially or competitively sensitive and proprietary information as an asset, and ensure it is protected from unauthorised use or disclosure.

A GOOD RULE OF THUMB IS THAT INFORMATION IS CONFIDENTIAL IF IT:

breaches our legal or regulatory obligations to disclose that information
e.g. privacy laws

may be harmful to The McConnell Dowell Group if disclosed to any external party or the public

is commercially sensitive

could be helpful to our competitors

breaches the privacy of our people, suppliers or customers

ALWAYS

- ensure you receive a signed confidentiality agreement from any prospective suppliers and customers before sharing information about the McConnell Dowell Group.
- report any misuse of confidential information immediately.
- treat intellectual property the same as you would physical assets – it is the property of the McConnell Dowell Group.
- take care when discussing confidential information.

NEVER

- store information that is the property of the McConnell Dowell Group on personal devices.
- remove information and intellectual property of the McConnell Dowell Group from our premises unless approved to do so.
- discuss personal, confidential or commercially sensitive information with any person within McConnell Dowell unless that person has a business need to know the information and you will not breach any legal or regulatory obligation in making the disclosure.
- disclose personal, confidential or commercially sensitive information to any external party or the public unless authorised to do so.





3. OUR ENVIRONMENT AND COMMUNITY

3.1 RESPECTING OUR ENVIRONMENT

OUR AIM IS TO AVOID OR MINIMISE AND REHABILITATE OUR ENVIRONMENTAL IMPACTS, COMPLYING WITH ALL APPLICABLE ENVIRONMENTAL LAWS, REGULATIONS AND CONTRACTUAL OBLIGATIONS.

To improve awareness and knowledge of our environmental systems and controls and the roles and obligations that must be performed, training is provided to our employees, subcontractors, and others working on our behalf.

Understand the potential environmental impacts of the tasks you perform and look at ways you can avoid and minimise these impacts. Where actual or potential environmental incidents or spills occur, report the incident to your manager immediately, irrespective of severity.

REFERENCES:

Improve understanding of potential environmental impacts of tasks performed and learn how to minimise them.

- Environmental Policy
- Sustainability Policy

ALWAYS

- Comply with environmental laws, regulations and contractual obligations.
- Take all practicable steps to prevent adverse environmental impacts or events.
- Seek ways to minimise the use of natural resources, and encourage our contractors, suppliers, business partners and other third parties to engage in responsible practices.
- Stop work immediately and take other necessary action to prevent / respond to environmental incidents.
- Report any environmental incident immediately.

NEVER

- Ignore a potential or actual environmental incident or assume that someone else will report it.
- Undertake work that has the potential to impact on the environment unless you are trained and competent to do so and controls are in place to minimise environmental impacts.

3.2 ENGAGING WITH OUR COMMUNITIES

We encourage communication and consultation with our local communities and work with relevant community stakeholders to identify and address their concerns and expectations.

We must be sensitive to the different cultures, languages and religious beliefs of the communities in which we operate and incorporate a community relations plan in the project planning process, which includes the recording and tracking of the management of community concerns. Where appropriate, we may sponsor relevant community initiatives associated with our projects.

We must be sensitive to different cultures, languages and religious beliefs

ALWAYS

- Respect the cultures and varying business customs of the communities and countries in which we operate, to the extent this does not conflict with the Code or the law.
- Seek to identify and consider the concerns and expectations of all stakeholders, especially those most affected by our operations and take their views into account in decision-making.
- Investigate concerns and complaints and report outcomes back to relevant stakeholders.
- Comply with McConnell Dowell's Anti-Corruption Operating Standard.

NEVER

- Offer, promise or participate in a community development project or donation to inappropriately influence anyone, including a government official.
- Intentionally favour individuals from one political, religious or ethnic group on the basis of their membership of that group. The exception is when such action supports an approved or legally required program of positive discrimination (for example, to assist historically disadvantaged groups in the community).

4. OUR BUSINESS

WHEREVER WE OPERATE, WE DO SO IN ACCORDANCE WITH THE HIGHEST ETHICAL STANDARDS AND WITHIN THE LETTER AND SPIRIT OF THE LAW. WE DO NOT TOLERATE ANY FORM OF CORRUPTION, BRIBERY OR FACILITATION PAYMENT. THIS IS HOW WE PROTECT OUR REPUTATION.

REFERENCES:

- Anti-Corruption Operating Standard

Bribery is the offering, giving, granting, promise or acceptance of any payment, gift, promise, benefit, favour or anything of value, whether directly or through a third party, which is to, or from any person or entity for:

the purpose of improperly securing a private or business benefit or advantage, or

the improper performance of a function or activity.

Corruption involves the abuse of a position of employment, authority or trust to gain an advantage in breach of duty. Such behaviours are illegal in most countries.

A breach of anti-bribery or corruption laws is a serious offence, which can result in significant fines or imprisonment for you and/or the Group. Even the perception of bribery, or corruption, can have a serious impact on our reputation.

A facilitation payment is the offering or providing anything of value to a foreign official for the purposes of securing an unfair business advantage.

ALWAYS

- Comply with McConnell Dowell's Anti-Corruption Operating Standard.
- Report requests for any improper payments such as bribes or facilitation payments to your HR Manager without delay
- If you have any doubt about the legitimacy of a payment or gift that you have been requested to make, immediately seek the advice of your HR Manager or Legal.
- Ensure all transactions are accurately recorded in reasonable detail in the books and records of the McConnell Dowell Group
- Plan against circumstances where bribery or corruption may occur.
- Report any bribery or corruption concerns immediately so that appropriate action can be taken.

NEVER

- Engage in any form of bribery or corruption.
- Authorise any facilitation demand or payment.
- Authorise, undertake or participate in schemes to give any improper benefit, kick-back or secret commission to anyone.
- Offer, promise or give a cash or cash equivalent payment of any kind to a government official or to any other person for the purpose of obtaining improper advantage.
- Use any third party to do something that The McConnell Dowell Group is prohibited from doing itself.
- Give anything of value to any third party when there is any suspicion that the third party will engage in bribery, corruption or other prohibited conduct.

4.1 POLITICAL CONTRIBUTIONS AND ACTIVITIES

Our approach is straightforward and applies wherever we operate in the world: we do not make political contributions or offer cash or in-kind services.

The McConnell Dowell Anti-Corruption Operating Standard states that under the terms of employment, employees cannot hold political office. Employees have an obligation to comply with this requirement in terms of their individual political contributions and activities.

REFERENCES:

- Anti-Corruption Operating Standard
- Anti-Fraud Operating Standard

We do not make political contributions or offer cash or in-kind services

ALWAYS

- Make it clear that your political opinions are your own, and not those of the McConnell Dowell Group.

NEVER

- Make a direct or indirect cash or in-kind contribution or incur expenditure using a McConnell Dowell Group account to any political campaign, political party, political candidate, elected official or any of their affiliated organisations.
- Use or allow others to use any McConnell Dowell Group assets or resources for any political activities including any political campaign, political party, political candidate, elected official or any of their affiliated organisations.
- Permit charitable donations as a substitute for a political payment or bribery. For further information please refer to the McConnell Dowell Anti-Corruption Operating Standard.
- Use your position in the McConnell Dowell Group to try and influence another person to make political contributions or provide support to any political party or politician.

4.2 CONFLICT OF INTEREST

Be mindful of any relationship or association which may be, or appear to be, a conflict of interest with the McConnell Dowell Group.

A conflict or perceived conflict of interest arises if you have a personal interest which impairs, could impair, or be perceived to impair your ability to properly perform your role at McConnell Dowell or prejudice the interests of the McConnell Dowell Group.

If you have any outside activities, financial interests or relationships that involve a conflict of interest or a perceived conflict of interest, or that could be perceived as influencing your objectivity in a decision-making process, promptly advise your manager in writing by completing the Conflicts of Interest Register.

CONFLICTS OR PERCEIVED CONFLICTS OF INTEREST CAN ARISE IN MANY WAYS AND INCLUDE:

holding outside jobs and affiliations

holding investments in our customers or our major suppliers

being influenced by or influencing jobs and affiliations of close relatives

offering or accepting gifts and hospitality

REFERENCES:

- Anti-Corruption Operating Standard
- Conflict of Interest Operating Standard
- Conflict of Interest Register

pursuing business opportunities with the McConnell Dowell Group for personal gain.

ALWAYS

- Comply with McConnell Dowell's Anti-Corruption Operating Standard and Conflicts of Interest Operating Standard.
- Consider the Anti-Corruption Operating Standard when deciding to offer or accept gifts, hospitality and entertainment and obtain approvals where required. Use our Gifts Register to obtain approval for receipt of goods or entertainment when required. For additional guidance, talk to your HR Manager.
- Advise your HR Manager in writing of any outside activities, financial interests or relationships that may involve you in a conflict of interest or the appearance of one by completing the Conflicts of Interest Register.
- Obtain appropriate approval from your HR Manager before accepting an officer or director position with another company or organisation.
- Excuse yourself from any decision-making process where you have an interest that influences, or is perceived as influencing, your ability to make an objective decision and to fulfil your responsibilities to The McConnell Dowell Group.

NEVER

- Hire, promote or directly supervise a relative, unless this has been authorised in writing by your manager or leader.
- Offer gifts, hospitality or entertainment or accept them from an organisation or individual involved in a bid or tender with The McConnell Dowell Group.
- Request a personal gift, hospitality or anything of value from a supplier, customer or partner. This includes both direct requests and giving the impression that the offering of a gift, hospitality or item of value would be appropriate or desirable.
- Accept personal discounts or other benefits from suppliers, subcontractors, service providers, customers or other third parties due to your association with The McConnell Dowell Group that the general public or your peers do not receive, unless this has been otherwise approved via the Gifts Register.

4.3 COMPETITION AND ANTI-TRUST

Most countries have laws, often known as antitrust, competition or unfair competition laws, which are designed to promote free and fair competition. Generally speaking, these laws prohibit arrangements with competitors that restrain trade in some way, abuse of intellectual property rights, and use of market power to unfairly disadvantage competitors.

In all dealings with our competitors (including competing joint venture partners), customers, suppliers and business partners, behave in a manner that does not breach competition laws as this can result in serious consequences (including fines and imprisonment) for you and our company. We regard any breach of competition laws as serious misconduct, which may lead to disciplinary action and ultimately termination of your employment.

If you suspect anti-competitive behaviour by an employee, contractor or third party, report it immediately to your manager or leader.

ALWAYS

- Consider the appearance and implications of interacting with a competitor, whether in a business or personal setting.
- Speak to your manager or leader and if required, obtain the necessary approvals:
 - before exchanging competitively sensitive information, directly or indirectly, with a competitor
 - before joining a trade association involving competitors
 - when inappropriate contact is initiated by a competitor
 - when considering new cooperation arrangements with a competitor, including joint ventures, joint marketing and shared logistics
 - when a complaint is made about the competitive behaviour of the McConnell Dowell Group
 - when you suspect that a third party is acting in an anti-competitive manner towards the McConnell Dowell Group.

Your manager or leader must contact Group Legal for additional advice or support on any issues of competition or anti-trust.

NEVER

- Collude with a competitor by:
 - fixing, raising, lowering or stabilising prices of goods sold or purchased
 - fixing other competitive terms such as pricing formulae, discounts, margins, rebates, commissions or credit terms
 - limiting production or agreeing to reduce or limit production capacity
 - rigging a bid or otherwise illegally coordinating bidding or tendering activities
 - allocating markets, customers, suppliers or geographic territories
 - boycotting any customer or supplier.
- Obstruct a competition authority by providing false or misleading information, concealing or destroying documents or alerting any third party to the fact of a competition law investigation.
- Accuse a third party of anti-competitive behaviour without first consulting our Legal team.

4.4 SUB-CONTRACTORS, SUPPLIERS AND OTHER THIRD PARTIES

We take great care in operating a fair and equitable procurement process. Our selection process aims to clearly inform potential suppliers of our expectations and standards and the requirements applicable to them.

We operate a fair and equitable procurement process

ALWAYS

- Engage in a competitive tender process and undertake balanced and holistic risk assessment and commercial review.
- Base procurement decisions on the best value received, taking into account the merits of price, quality, safety, environment, performance history and suitability to meet our requirements.
- Document the engagement of all sub-contractors, suppliers or third parties in the form of a formal contract which clearly states what McConnell Dowell is procuring and on what terms.
- Refer subcontractors and suppliers to the current edition of our Code of Business Conduct on the McConnell Dowell website.
- Conduct regular reviews of subcontractor and supplier relationships and performance.

NEVER

- Use subcontractors and suppliers who don't our commitment to comply with our Code of Business Conduct.
- Give a supplier's confidential business information directly or indirectly to another supplier.





5. USE OF OUR ASSETS AND RESOURCES

5.1 PROTECTING OUR ASSETS AND RESOURCES

THE MCCONNELL DOWELL GROUP GIVES US THE ASSETS AND RESOURCES WE NEED TO DO OUR JOBS EFFECTIVELY, BUT COUNTS ON US TO BE RESPONSIBLE AND NOT WASTEFUL WITH WHAT WE ARE GIVEN.

REFERENCES:

- Anti-Fraud Operating Standard
- IT Acceptable Use Operating Standard
- IT Mobile Device Use Operating Standard

All employees are required at all times to act honestly, with integrity and to safeguard the resources for which they are responsible. Fraud and related misconduct generally involves a wilful or deliberate act or failure to act with the intention of obtaining an unauthorised benefit. This may include embezzling funds, forging or altering McConnell Dowell documents including electronic files, and destroying or removing McConnell Dowell records.

Electronic devices (including computers, tablets and mobile phones) are provided by McConnell Dowell to help you do your job. These devices must not be used for excessive personal, community or any unlawful or unapproved activities including the storage or dissemination of illegal, inappropriate, discriminatory, explicit, abusive or offensive material. In addition, we may monitor, access, and disclose employee communications and other information on our corporate electronic facilities or on our premises where there is a business need to do so, such as protecting employees and users, maintaining the security of resources and property, or investigating suspected employee misconduct.

ALWAYS

- Be alert to the signs of fraud and report any suspected fraud immediately to your manager, HR representative or Legal. Refer to the Anti-Fraud Operating Standard and Fraud Procedure for more detail.
- Protect our assets from waste, loss, damage, misuse, theft or misappropriation
- Prevent non-authorised personnel from accessing our assets (including facilities)
- Report any potential waste, damage, misuse, loss or theft of our assets immediately to your manager, HR representative or Legal.
- Treat emails and other electronic forms of communication as official company records.
- Report immediately the receipt or dissemination of material that is illegal, inappropriate, discriminatory, explicit, abusive or offensive.

NEVER

- Use electronic devices including computers, tablets and mobile phones supplied by the McConnell Dowell Group for excessive personal, community or any unlawful or unapproved activities.
- Store or disseminate illegal, inappropriate, discriminatory, explicit, abusive or offensive material on or via MCD devices.
- Forge a document.
- Use our assets for personal gain.
- Permit unauthorised entry to our sites, offices or access to our information technology.
- Ignore security complaints or an inadequate security procedure that may present threats to either our employees or assets. Immediately raise any concerns with your supervisor or manager.

5.2 CYBERSECURITY

Anything you do using our information technology systems, computers or networks (including hand-held devices) is the property of The McConnell Dowell Group.

It is everyone's responsibility to be aware of cybersecurity risks and to take appropriate, common sense action to help protect the safety and security of the information and our systems. Inappropriate use of technology can expose us to risk from virus attacks, scams and security breaches. Speak with your IT representative for further information about cybersecurity.

REFERENCES:

- IT Security Operating Standard
- IT Acceptable Use Operating Standard
- IT Mobile Device Use Operating Standard

It is everyone's responsibility to be aware of cybersecurity risks and to take appropriate, common sense action to help protect the safety & security of the information and our systems.

ALWAYS

- Ensure hardware, software and data for which you are responsible are appropriately safeguarded and advise your IT representative if lost or stolen.
- Advise your IT representative of inappropriate unsolicited material, for example, a suspicious email that asks you to open an attachment or click a website link.

NEVER

- Share your password with anyone.
- Download unlicensed software onto our devices, systems or networks.
- Open email attachments and/or click links which have been received from unknown senders or unfamiliar email addresses.
- Use our systems, computers or networks in a way that could compromise the security or integrity of our confidential information or business records.

5.3 COMMUNICATING EXTERNALLY

It is important to feel equipped to speak positively about our company when asked by family and friends, as well as your wider circle of contacts in both formal and informal settings. However, care must be taken to ensure you are not speaking on behalf of the McConnell Dowell Group unless authorised to do so in line with the Communications Operating Standard.

External communications are all communications made by or on behalf of McConnell Dowell to anyone outside of the company. As a general rule, all formal external communications (whether verbal or written and via any medium) must be approved by the Group Marketing & Communications team. Where the content of the communication has legal implications, the content must be reviewed by Group Legal (to ensure McConnell Dowell's legal position or privilege is not compromised).

REFERENCES:

- Communication Operating Standard
- Communication Procedure
- Group Brand Procedure

Care must be taken to ensure you are not speaking on behalf of the McConnell Dowell Group unless authorised to do so

ALWAYS

- Refer to the Communications Operating Standard to confirm who is authorised to make public statements on our behalf, and what approvals are required.
- Ensure all approved external communication is complete, accurate, timely and clear.
- Advise your supervisor or manager if you are attending an informal external event such as a trade meeting or professional network. In all cases, take care not to say anything that may disclose confidential or privileged information or cause harm to our reputation.

NEVER

- Use our brand or our legal trade marks in external communications, including social media, unless authorised to do so. Refer to our Group Brand Procedure for further guidance.
- Disclose information externally (including to the media) unless authorised to do so.

5.4 SOCIAL MEDIA

Social media is a big part of most of our lives. Although using social media may feel casual and spontaneous, activity is permanently retained and can be traced back to you.

As an employee, you are a representative of the McConnell Dowell Group so any comments you make via social media may also negatively reflect on the Group and bring the company into disrepute. This includes making defamatory comments or unauthorised statements on McConnell Dowell's behalf.

We want you to make good decisions and avoid activity that could result in negative consequences for you or the Company, such as criticism by external parties, personal information theft or disciplinary action by the Company.

Social media activity includes writing or replying to posts, liking, sharing information, photographs, images or videos and linking to other websites and documents.

REFERENCES:

- Communication Operating Standard
- Communication Procedure

We want you to make good social media decisions and avoid activity that could result in negative consequences

ALWAYS

- Remember as an employee, you are a representative of McConnell Dowell and must comply with your employment contract and this Code of Business Conduct.
- Consider what material you post or publish online, in any social media forum. Please refer to the Communication Operating Standard for further detail.
- Consider your personal security and the safety of others and avoid disclosing details of your business travel plans or current location on social media.

NEVER

- Engage in any unacceptable behaviour online. Bullying, harassment and intimidation will not be tolerated.
- Respond on behalf of The McConnell Dowell Group unless authorised to do so.
- Bring the McConnell Dowell Group into disrepute.



