



Code of Business Conduct

Policy #: BGE-HR-CBC

Effective Date 29 May 2020

Version: 1.1



Personnel Policies

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1 OUR VALUES – THE BG&E WAY

The BG&E Values are an expression of the way we work, both internally as a team, and externally with our Clients and key Stakeholders, and are fundamental to our culture to drive excellence. They underpin the way in which we interact with each other as individuals and as a team, both internally and externally, to inspire and strive for excellence in everything we do.

1.1 The Pursuit of Excellence

- Challenging the norm and thinking laterally
- Solving problems intelligently and efficiently
- Continuously learning and improving

1.2 One Team

- Being proactive, adaptive and working together towards a common goal
- Always doing what's best for BG&E
- Showing respect for others

1.3 Care and Integrity

- Putting ourselves in our Client's shoes and caring about their outcomes
- Caring about the welfare and development of each and every member of the BG&E family
- Building and maintaining relationships based on trust and mutual respect.

Underpinned by our pursuit of technical excellence, we are integral to our Client's success

2 BG&E GROUP

2.1 Managing Director's Message

This Code of Business Conduct Policy sets the expectations, standards and ethical practices that underpin our business dealings. BG&E is committed to conducting business with integrity and honesty, doing what is right and ethical at all times whilst remaining true to our values.

In essence we will act with honesty, integrity and fairness in all areas of our business dealings, behave in a manner aligned with our values and comply with all applicable laws, regulations & statutory obligations. We will also ensure that the privacy of our people and stakeholders is observed and respected, and avoid any deceptive or misleading conduct, dealing with fairness both within our organisation and with our external clients and stakeholders.

We will not be a party to any corrupt business practices or bribery, nor seek to gain preferential benefit through the giving or receiving of gifts and hospitality.

This Policy requires each one of us to adhere to the following Principles of Good Conduct;

- *Act with integrity and honesty*
- *Follow the law at all times*
- *Reject and not engage in corruption or bribery*
- *Treat people with dignity and respect*
- *Compete fairly and honestly*
- *Avoid conflicts of interest*
- *Protect confidential information and our intellectual property*

By individually and collectively acting fairly and ethically in everything we do, we will be upholding our key Values – The BG&E Way, and supporting the business in achieving success.



Frank Cerra
Managing Director

3 USING THE CODE

This Code applies to all employees of BG&E regardless of location or role.

If local conditions make it difficult to work with or deal with third parties, or you have any doubt about the behaviour or practices of third parties, you must discuss your concerns with your Manager or a member of the BG&E Risk Management Group.

3.1 All employees must;

- Comply with this Code, BG&E rules, contractual obligations and any local laws or regulations
- Seek to ensure others who may be representing BG&E comply with this Code
- Seek to work with clients, suppliers or partners who operate under standards equivalent to our own, and who demonstrate they use ethical behaviour and practices
- Seek advice if there is any doubt as to the proper course of action
- Promptly raise any known or suspected breaches of this Code
- Demonstrate leadership and diligence to ensure compliance with this Code

3.2 Our Commitment

BG&E is fully committed to conducting its business in an honest and ethical way at all times. We choose to do the right thing in everything we do and will fully support and protect our people and business partners who are acting and conducting themselves in accordance with the principles presented within this Code.

3.3 Your Responsibilities

As employees of BG&E, we are all collectively and individually responsible for the Company's reputation for excellence, integrity and fairness. Ethical behaviour is integral to the way we conduct our business, and the Company requires all staff to be responsible for conducting themselves appropriately.

4 OUR CODE OF CONDUCT

4.1 SCOPE

This Code helps guide the way in which we carry out our daily work and to demonstrate the commitments that each of us must adhere to so that we conduct our business in a consistent and proper manner that creates trust and loyalty within our team and each other, and also with our Clients and Stakeholders, so as to support long term business success.

The scope of this Code applies to all BG&E offices and all of its employees. The principles and instructions contained within are not optional nor selective in their application, but absolute and mandatory – they are in fact principles of fairness and ethics, and are inherent in everything we do as employees and as a business.

The Code is based on our Values, local laws and regulations and BG&E Policies. Where this Code contains higher standards of behaviour than local laws, rules or customs, the higher standards in this Code will apply.

4.2 General Principals

The BG&E Code of Business Conduct Policy is based on three general principles;

1. Prevention – the best solution to achieve proper conduct is to identify the issues or factors that could lead to improper conduct and avoid or mitigate these issues or factors. This is achieved through a strong culture of ethical behaviour and leadership.
2. Monitoring & Detection – BG&E has a monitoring and detection process to identify breaches of this Code. The process includes a culture that encourages and supports the reporting of suspected breaches
3. Response – if a suspected breach of this Code is reported, it will be promptly investigated, and if sustained, timely and appropriate action will be taken to address the particular issues and to prevent reoccurrence.

5 DECISION FRAMEWORK

This Code provides a decision framework to assist staff to establish the principles and values that guide actions and decisions that enables staff to respond appropriately to situations and be accountable for their decisions and actions.

The following steps in the decision framework poses questions that, if answered in an honest manner using good judgement, will guide the person through to an appropriate decision

5.1 Step 1 – Define the issue

- What is concerning about the situation?
- Who else is involved or aware of the situation, and what is their perspective?
- What effect does your behaviour or response have on the issue and parties involved?

5.2 Step 2 – Identify the underlying rules, guidelines or Values

- How do the BG&E rules require you to behave or respond?
- In the absence of documented rules, how does this Code require you to behave or respond?
- If this Code does not address the issue, how do the BG&E Values require you to behave or respond?

5.3 Step 3 – Consider your options

- What are the alternative options in this situation?
- For each option, do they conflict with any aspect of the BG&E policies, procedures or Values?
- How might these options impact BG&E or our stakeholders, and what are the potential consequences?
- Review the options and consider seeking a second opinion from an independent, trusted third person

5.4 Step 4 – Make the right choice

- Ask yourself “can I justify my decision if asked by senior management or external party”?

- Is your decision supported by, and consistent with, BG&E’s policies, procedures or Values?
- If unsure, do the following quick survey;
 - Does it fit with our Values?
 - Is it lawful?
 - Is it in line with this Code?
 - Could it endanger safety or cause harm?
 - Would you accept the position yourself?
 - Do you have all of the information to make an informed decision?
 - Would you feel confident in explaining to senior management or external authorities?
 - What would your family, colleagues or manager say about your decision?
 - How would you feel if the decision was reported in the media?
 - Would your decision keep you awake at night?
 - Would your decision pass the “pub test”?
- If you are still in doubt, seek a second or third opinion and/or raise it with your Manager or the BG&E’s Risk Management Group.

6 BRIBERY & CORRUPTION

6.1 BG&E Commitment

BG&E does not permit or condone any form of bribery, corruption or unethical behaviour or practices.

“Bribery” involves 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 for the purposes of securing a benefit or advantage.

“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, and a breach of anti-bribery or corruption laws or regulations can result in significant fines and/or imprisonment. Even the perception of bribery or corruption can have serious consequences on reputation and business success.

BG&E also prohibits “facilitation payments” in any form for any reason, even where permitted under local laws or local business practices where these may be requested for routine business services or approvals.

6.2 Your Responsibility

You must never;

- Engage in any form of bribery or corruption.
- Make a facilitation payment.
- Authorise, undertake or participate in schemes to give any improper benefit, kick-back or secret commissions to anyone.

- Offer, promise or give cash or cash equivalent payment of any person or official for the purpose of obtaining advantage.
- Use any third party to do something that BG&E 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.

You must;

- Be aware that gifts, hospitality and donations may constitute or give the appearance of bribery, and as such, need to be carefully considered so this does not occur.

7 GIFTS & HOSPITALITY

7.1 BG&E Commitment

Legitimate and reasonable gifts and hospitality given and received in the proper course of business for valid business purposes or relationship, are permitted, as long as they;

- Are occasional and are of modest value (less than AUD \$500)
- Are legal and consistent with local business practices.
- Are not intended to be a reward or encouragement for preferential treatment.
- Recorded in the BG&E Gifts and Hospitality Register.

BG&E does not permit the offering or acceptance of;

- Loans, cash or personal cheques.
- Products or service discounts that are not available to all employees.
- Gifts, favours or hospitality or entertainment in return for or in exchange for business services or information.
- Gifts or hospitality of an inappropriate nature or at inappropriate venues.

7.2 Your Responsibility

You must;

- Exercise care when offering or accepting gifts or hospitality in order to protect yourself and BG&E against allegations of improper behaviour, conflict of interest or bribery.
- Consider whether accepting a gift or hospitality from a third party may adversely affect or reflect on BG&E's reputation or place you under an explicit or implied obligation towards that party, even if unintended – if in doubt, refuse.
- Never request a gift or hospitality of any kind from any third party unless it complies with the BG&E Commitment criteria above.
- Report all gifts or hospitality and record these on the ***BG&E Gifts & Hospitality Register***

8 ENGAGING SUBCONSULTANTS, SUPPLIERS, BUSINESS PARTNERS & OTHER THIRD PARTIES

8.1 BG&E Commitment

Through their actions, these third parties can directly impact the performance of the business and impact on our reputation. BG&E seeks to collaborate with third parties who share our commitment to;

- Lawful business practices conducted according to a high level of ethical behaviour and conduct.
- Providing a safe and healthy work environment.
- Minimise the impact on the environment.
- Management practices that respect the rights of all employees.

8.2 Your Responsibility

You must carry out enquiries and assessment before selecting and engaging a subcontractor, supplier, business partner or other third parties, to seek to ensure that;

- The party is reputable, competent and qualified.
- The proposed arrangement complies with all applicable laws and BG&E procurement rules.
- There is no conflict of interest (real or perceived)
- If you are aware of, or suspect, improper behaviour, take action to investigate and report to your Manager or the RMG.
- Only engage subcontractors or suppliers through a formal contract using BG&E procedures.

9 HEALTH SAFETY & ENVIRONMENT

9.1 BG&E Commitment

The Company is committed to providing a safe and healthy workplace for all staff and to protect the environment in which it operates through;

- Provision of a safe, enjoyable and supportive work place.
- Ensuring work hazards are removed or minimised.
- Compliance with all work health and safety laws and regulations.
- Compliance with all prevailing environmental laws and regulations
- Embracing sustainable design practices
- Minimising adverse impacts on the environment

9.2 Your Responsibility

You must contribute to ensuring a safe workplace and protection of the environment by;

- Complying with the BG&E WHS Manual and Environmental Policy
- Looking after your safety and the safety of others.

- Reporting safety or health hazards in the workplace.
- Taking proactive action to prevent accidents and/or remove hazards (where safe to do so)
- Considering the impacts on the environment in conducting business activities

10 CONFIDENTIALITY & INTELLECTUAL PROPERTY

10.1 BG&E Commitment

Clients expect and demand confidentiality of their information and data. BG&E acknowledges our obligation for the effective and professional management of confidential information (CI). We also place a high value on our and our clients Intellectual Property (IP) and will ensure it is safely and properly protected from theft and misuse. We will achieve this through;

- Compliance with all Confidentiality and Non-Disclosure Agreements & Contractual obligations
- Effective systems and procedures for the storage and security of confidential information
- Monitoring of computer systems for improper use or copying of BG&E or Client IP
- Provision of secure access to confidential information and IP by authorised users only

10.2 Your Responsibility

You must manage all Confidential Information and IP, whether BG&E or Client, so that it remains secure and accessible only to authorised persons, and is only used in strict accordance with the CA/NDA/Contract requirements, through;

- Compliance with all Confidentiality and Non-Disclosure Agreements & Contractual obligations
- Keep all CI and IP secure through proper use of systems and procedures
- Check and understand the requirements and you and your team's obligations to maintain and secure this information. This extends to our sub-consultants and other third parties
- Do not disclose any CI or IP to any third parties who are not authorised or who are not a party to the CA/NDA/Contract

11 PEOPLE & PRIVACY

11.1 BG&E Commitment

People are our most valued asset and will be supported and guided to develop to their best potential. BG&E takes its duty of care to its staff and the protection of personal and private information very seriously and has put in place various policies, systems and procedures for our staff to enjoy and work in a safe and supporting environment free of harassment, persecution, oppression, prejudice or inequality. BG&E will;

- Promote and integrate our key BG&E Way Values – Care and Integrity and One Team, throughout our global business operations.

- Provide professional and personal development schemes and programs and provide opportunities for internal and external training.
- Commit to leading a culture of mutual respect and support for each other.
- Provide HR systems and procedures for the management of staff employment conditions and support for individuals within the business.
- Comply with all Personal Privacy Acts, laws and regulations for the storage and management of personal and private information

11.2 Your Responsibility

You must contribute to the safe and supportive office environment and culture and confidentiality of personal and private information by;

- treating others with dignity and respect at all times.
- not behaving in any way that adversely affects any other person, either within the Company or a third party whilst at work or undertaking activities on behalf of BG&E.
- treating all personal or private information and/or data with strict confidentiality and use such information or data only to the extent required for approved and legitimate business purposes;
- Comply with all Company HR policies and procedures
- Look out for each other and provide support to your colleagues when required.

12 REPORTING COMPLIANCE CONCERNS

BG&E encourages an open and honest work place and promotes a no-blame culture. We will not retaliate, persecute or punish any person in any way who, in good faith, raises any concerns about this Code of Conduct or makes a notification or report of real or perceived breaches/violations of the Code provisions.

The following options are available for those who have a question or wish to notify or report a breach or violation of the Code provisions;

- Contact or speak to your direct line manager or supervisor.
- Contact or speak to any of the Directors or member of the senior executive (Board, Executive Leadership Team)
- Contact or speak to a member of the Risk Management Group (RMG)
- Contact the **BG&E Ethics** Group by making report at NAVEX EthicsPoint Incident Management System.
 - Website URL : <http://bge.ethicspoint.com/>
 - Hot line Number:
 - Australia
 - From an outside line dial the direct access number for your location:
 - Australia (Optus).....1-800-551-155
 - Australia (Telstra).....1-800-881-011
 - At the English prompt dial (844) 950-1974.



- New Zealand
From an outside line dial the direct access number for your location:
New Zealand.....000-911
At the English prompt dial (844) 950-1974.
- United Kingdom
From an outside line dial the direct access number for your location:
United Kingdom.....0-800-89-0011
At the English prompt dial (844) 950-1974.
- Singapore
From an outside line dial the direct access number for your location:
Singapore (StarHub).....800-001-0001
Singapore (SingTel).....800-011-1111
At the English prompt dial (844) 950-1974.
- United Arab Emirates
From an outside line dial the direct access number for your location:
United Arab Emirates.....8000-021
United Arab Emirates (du).....8000-555-66
United Arab Emirates (Military-USO and cellular).....8000-061
At the English prompt dial (844) 950-1974.
- Qatar – (503) 530-7026

All queries or reports are taken seriously and will be treated with strict confidentiality and in full compliance with laws, regulations and/or Company Policies.

All reports will be investigated to achieve an outcome commensurate with the principles contained within this Code, and where permitted by law, regulation or Company policy, these outcomes will be reported back to the person or party who made the initial enquiry, notification or report

13 EXCEPTIONS

None

14 REVISION HISTORY

| Version | Description | Revision Date | Review Date | Reviewer/Approver Name |
|---------|-----------------|---------------|-------------|------------------------|
| 0.1 | Initial Version | | | |
| 1.0 | Published | | | |
| 1.1 | Revised | 29/05/2020 | 29/05/2020 | |

Information Security Policies

Code of Business Conduct Policy Acknowledgement

I, _____, acknowledge that I have received, read and understand the BG&E, Code of Business Conduct Policy. I understand that compliance with this policy is requisite in my continued employment with BG&E.

Name: _____

Signature: _____

Date: _____

Note: BG&E will accept electronic acknowledgement via the HR system.