
Austin Engineering Limited

Effective 21 November 2018



Code of Conduct

Who does this Code apply to?

This Code describes the standards by which the Company conducts business. It applies to all representatives of the Company, including Directors, officers and employees of the Company and contractors acting on behalf of the Company.

Each person to whom this Code applies is responsible for ensuring that the Company consistently achieves the highest standards of business conduct possible and is required to work at all times in compliance with this Code. The Company may take action in relation to any failure to follow the standards in this Code, which may include dismissal or termination of contract.

Any employee who has any questions or concerns about this Code should consult the supervisor, manager or officer to whom you report.

What is Austin's standard of conduct?

Austin will conduct its business in accordance with the highest standards of business conduct, including but not limited to:

- the creation of sustainable value for shareholders and other stakeholders;
- compliance with the law;
- respect for local cultures;
- a healthy and safe workplace;
- responsible environmental management; and
- integrity, fairness and respect in its interaction with others.

How will Austin achieve this standard?

Austin will:

- establish and maintain policies and procedures, which you will be required to read, understand and comply with; and
- require the same high standards of business conduct from its contractors, suppliers and business partners.

You must:

- act in the best interests of the Company; and
- act honestly and with high standards of personal integrity.

Shareholders and other

Austin is committed to transparency in its business conduct with open and timely disclosure of its strategies and

stakeholders

performance.

Austin's people will exhibit honesty and integrity in the performance of their duties.

Austin's people will conduct business with proper care, skill and diligence.

How does Austin comply with the law?

All of Austin's people must comply with the laws and regulations that apply wherever Austin conducts its business. If any person is unclear on the impact that the law may have on their role, they should consult the Board or senior management of the Company.

Complying with the law includes, but is not limited to doing the following:

- establishing and maintaining management systems, policies and procedures that comply with the law; and
 - promoting and conducting training in the Company's policies and procedures.
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How does Austin ensure safety?

Safety in the workplace is Austin's highest priority. To ensure that safety always comes first, Austin will:

- comply with all workplace health and safety laws and apply standards of best practice to ensure that all people in its workplaces are protected from harm;
 - provide sufficient resources to establish and maintain safe systems of work;
 - promptly report and thoroughly address hazards and incidents that endanger people's safety;
 - use and promote safe work practices;
 - continuously look for ways to identify and reduce risks to the health and safety of its employees;
 - promote a positive health and safety culture that is based on the principle that all accidents and incidents can be prevented;
 - measure its success and that of its contractors by how safely business is conducted; and
 - maintain regular reporting of its health and safety performance, through senior management, to the Board.
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What are Austin's duties to clients?

The Board and management's commitment to our clients, both present and future, is to provide engineered solutions for the design and manufacture of customised dump truck products, buckets, water tanks, tyre handlers and other ancillary products. The Board and management are committed to developing innovative products and processes utilising emerging technologies and systems delivering customised products that meet and exceed client expectations.

What is the Company's responsibility for the

Austin's business activities will be carried out with proper regard to the protection of the environment. Austin will use its best

environment?

endeavours to conduct its operations in a manner that is environmentally responsible and sustainable.

Austin's objectives in protecting the environment are to:

- meet all legal and regulatory requirements for environmental management and protection applying to each of its operations and consistently apply, throughout all of its operations, uniformly high standards of environmental management to ensure that the environment is protected;
- maintain an awareness within the Company of the need to protect the environment;
- continuously review its operations to identify and assess the environmental impact associated with those operations;
- produce and maintain management systems, policies and procedures to ensure the environment is protected, including the control of discharges and other waste emissions that may harm the environment; and
- maintain regular reporting of its environmental performance, through senior management, to the Board.

What are Austin's ethical standards?

Austin will conduct its business in accordance with standards of ethical corporate conduct.

Austin will treat all people in the workplace, in business and in the community with integrity, fairness and respect and will not do anything outside the scope of its authority or which has the potential to bring it into disrepute.

Discrimination and harassment in the workplace in any form is unacceptable.

In Austin's dealings with others in the workplace you will:

- to the best of your ability, endeavour to ensure that Austin's records and documents, including financial reports, are true, correct and conform to Austin's reporting standards and internal controls;
- protect the confidentiality of information entrusted to you about Austin's business, suppliers and stakeholders and handle and communicate confidential information with care; and
- ensure that any personal opinions are clearly identified as your own and are not represented to be the views of the Company.

Forced Labour

Forced labour, in all forms is not tolerated at Austin and as such, Austin does not knowingly engage with any business that supports such practices. All employees and contractors have the right to leave their employment after reasonable notification is provided as outlined in the National Employment Standards guidelines or similar international standards.

Child Labour

Under no circumstances does Austin support child labour and strictly does not engage with any business, or subsidiary of businesses that endorse such practices. In no event do we employ any person below the age of 16, unless this is part of a

government-authorised job training or apprenticeship program that would be clearly beneficial to the persons participating.

No harsh or inhumane treatment

Austin treats all employees with dignity and respect. Under no circumstances shall physical punishment, sexual or racial harassment, verbal or power abuse or any other form of harassment or intimidation be tolerated.

Business Partnerships/Supply Chain

Austin encourages our global business and supply chain partners to adopt and enforce similar policies as outlined in this Code. Austin will seek to identify and utilise business partners who aspire in the conduct of their business to standards that are consistent with this Code.

Employees with a good-faith belief that there may be a violation of this Code should report it through the established channels.

Transparency

Austin carries out business activities in an honest and transparent manner, keeping for these purposes an appropriate accounting records system that facilitates the traceability of decisions, to avoid any type of corruption, bribe and extortion that may arise.

Under no circumstances does Austin offer, grant, request or accept any gifts or donations that may influence business decisions or relationships. Facilitation payments are strictly forbidden.

Whistleblowing

Austin's whistleblowing policy is contained within the Austin issue resolution standard (**Austin Issue Resolution Standard**) and encourages all our employees to come forward with concerns if the Company is not acting lawfully, ethically or in a socially responsible matter, providing them with suitable protection if they come forward. It is all of our responsibility to report and investigate unlawful or unethical behaviour. The identity of any person reporting the violation and information provided will be kept confidential and secure with investigations conducted in accordance with the Austin Issue Resolution Standard, advising the Board of the allegation and recommending a proposed response (if any). Alleged improper behaviour by any officer (other than the Chair) must be reported to the Chair and alleged improper behaviour by the Chair must be reported to the Chair of the Audit and Risk Committee.

What must you not do?

- 1 Engage in business or commercial activities that would conflict (or appear to conflict) with your ability to perform your duties for Austin.
- 2 Knowingly participate in any illegal or unethical activity.
- 3 Use Austin's name, information or position for your personal gain.
- 4 Accept or offer bribes or improper inducements to or from anyone.
- 5 Offer or accept gifts, entertainment or benefits in your dealings with others on behalf of the Company, which are extravagant, excessive or where the perception could arise that the Company was compromised or obligated in any way. Modest gifts and reasonable entertainment are allowed, for business purposes, where legally permitted and in accordance with local business

practices. Any cash payments by the Company must comply with Austin's procurement and contracting policies.

- 6 Use the Company's assets, except for conducting the Company's business.
- 7 Make any public statement about the Company except as may be authorised in accordance with Austin's policies regarding the disclosure of information.
- 8 Make any political donations on behalf of the Company, except as may be approved by the Board. This does not restrict your right to engage in political affiliations in a personal capacity.
- 9 Trade in shares, or any other kind of property, based on knowledge that comes from your role if that information has not been reported publicly. See the Securities Trading Policy for further information.

Who should you tell if there is a breach?

If you believe any person has breached this Code, you should report the breach to the supervisor, manager or officer to whom the person reports. Any person who is not an employee should consult the Company Secretary.

Definitions	Austin or the Company	Austin Engineering Ltd ACN 078 480 136, its subsidiary companies from time to time, operating divisions, business units and joint ventures (where relevant).
	Board	The board of directors of Austin.
	Chair	The chair of the Board.
	Director	A director of the Company.
	Code	This code of conduct as amended from time to time.
	you	Directors and employees of and contractors to Austin.
