



# Code of Conduct

**Austin Engineering Limited (ACN 078480136)**

## CEO's Message

The Austin Code of Conduct (“the Code”) applies to all employees of Austin Engineering Limited (“Austin”) and is the overriding document which governs our behaviour.

This document sets out the guidelines that we all must follow - as directors, senior executives and employees - to maintain high ethical standards, appropriate corporate behaviour and accountability across the Austin Group.

In providing an appropriate framework to safeguard the interests of our shareholders, the Code ensures that we comply, through openness and integrity, with procedures that reflect the highest standards of corporate governance.

By embracing this Code we acknowledge that we understand what we are required to do and the way we are obligated to do it (as well as the consequences if we do not follow this Code).

**David Singleton**

**Managing Director and Chief Executive Officer**

**August 2022**



## Introduction

At Austin, we have a common set of Core Values that determine the behaviour of all employees, across all divisions.

These Core Values encourage employees to act in a safe, responsible, caring and sustainable way when working with our customers, communities and shareholders. They guide the way Austin conducts itself as a business.

Our Six core values are:

<b>Safety</b>	<i>First and foremost, always. It's in our hands.</i>
<b>Quality</b>	<i>In everything we do.</i>
<b>Accountability</b>	<i>We are responsible for our actions and results.</i>
<b>Integrity</b>	<i>We are honest, ethical and genuine.</i>
<b>Innovation</b>	<i>Using technology to deliver for our customers.</i>
<b>Teamwork</b>	<i>Together we make the difference.</i>

The Code supplements the other formal policies and procedures of Austin ("Policies and Procedures"), which employees are also required to adhere to in their duties and in conduct of their roles.

If you become aware of any conduct that does or could breach any aspect of the Code or is otherwise inconsistent with Austin's Core Values, please notify the person set out in the section titled "Breach of Rules: How to make a report or disclosure" immediately. Refer to the section titled "Breach of Rules" generally for details about how to report actual or suspected breaches of the code or other ethical concerns.

For the purposes of this document, "employee" or "employees" refers to all directors, senior executives and employees of Austin whether or not in a full/part time, temporary or permanent capacity, and all persons employed by Austin through any joint venture or alliance project. This will also apply to independent contractors engaged by Austin who are required to follow the Code. All such employees will receive appropriate training on their obligations under the Code.

## Commitment to the Code

Austin is dedicated to delivering outstanding performance for investors, clients and employees and operates openly, honestly, with integrity and responsibility and maintaining a strong sense of corporate social responsibility. Austin conducts its business lawfully, ethically and responsibly, and in accordance with the standards set out in the Code.

The Code will be periodically reviewed to ensure that it is operating effectively, having regard to its objectives and the support it provides to Austin's Core Values.

### **Employees**

Our employees are critical to the overall success of the organisation and remain its most important resource. Austin is committed to providing a safe and healthy work environment that promotes consultation and participation at every level and ensures that its employees are kept informed of Austin's activities.

Austin will respect its people, encourage their input and ensure that they are treated in a fair and honest manner free of harassment, bullying, hostility, discrimination and offensive behaviour.



### ***Shareholders***

Austin is committed to delivering value to its shareholders and to representing its growth and progress truthfully and accurately. Austin will comply with the spirit and letter of all laws and regulations that govern shareholders' rights

### ***Financial Community***

Austin is committed to safeguarding the integrity of its financial reporting and promotes a structure of review and authorisation designed to ensure the truthful and factual representation of its financial position. Austin will prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which it conducts its business.

### ***Clients and Suppliers***

Each employee has an obligation to use his or her best efforts to deal in a fair and responsible manner with Austin's clients and suppliers. Each employee will assist Austin in the delivery of superior service and product quality to each client and will follow the Company's procedures to ensure the safety of goods produced. Austin regards ethics, honesty and clear communication as the cornerstones of its reputation, which enables Austin to build successful and lasting business relationships.

## **Behaviours**

Austin is committed to providing a safe workplace that is free from harassment, discrimination and bullying and where diversity and inclusion is valued and supported. Austin achieves this through adherence to the Core Values outlined above. These Core Values define the expectations placed on Austin employees and are the foundation of Austin's work culture.

We expect our employees to:

- perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner;
- abide by policies and procedures, instructions and lawful directions that relate to their employment and duties;
- ensure they take all reasonable care to secure their own safety and health while at work and to avoid jeopardising the safety and health of others;
- provide accurate information, give prompt attention and not discriminate on any unlawful grounds when dealing with people in the course of their duties;
- treat all people they deal with in the course of their employment with sensitivity and courtesy;
- not engage in bullying, harassment, discrimination, vilification or victimisation;
- deal with clients and suppliers fairly;
- not take advantage of the property or information of Austin or its clients or suppliers for personal gain or to cause detriment to Austin or its customers;
- behave in a manner that maintains or enhances Austin's reputation; and



- comply at all times with the laws and regulations that govern our business and activities.

## Conflict of Interest

A conflict of interest arises when an employee has a direct or indirect interest in a property, investment, supplier or transaction in which the employee knows or believes that Austin has an interest. An indirect interest includes but is not restricted to:

- (a) an interest of a member of an employee's family; and
- (b) an interest of a corporate entity or other legal entity associated with the employee or the employee's family.

A conflict of interest may include any of the following or a combination of them:

- (a) actual - when the interest is known to exist;
- (b) potential - when the interest is believed to be under consideration or discussion; or
- (c) perceived – where there is not, or may not be, an actual conflict of interest, but there is either a perception of such conflict, or a perception that the interest could otherwise influence the employee's ability to discharge their role and function in the best interests of Austin.

To manage conflicts of interest, you must disclose any actual, potential or perceived conflict to the appropriate people, including your line manager and HR leader. Where applicable, they in turn may decide to involve the General Manager or relevant senior leader, such as the Company Secretary or Managing Director, in order to make arrangements to manage the conflict of interest.

You must also get approval to accept any outside business interests including non-Austin work, business ventures, directorships, partnerships, paid speaking engagements or other interests which have the potential to create a conflict of interest. If any conflict cannot be effectively managed or resolved, you will need to take action which satisfies the company to remove the conflict.

## Information

### ***Use of Information***

Employees must not use or disclose any commercially sensitive or confidential information that they obtain through their employment with Austin, other than in the proper performance of their duties or as required by law. This includes information about clients or their projects. If unsure, employees must discuss the matter with their Line Manager. Information obtained at work or held in Austin records, including client or customer information, should not be used to obtain financial reward or any other benefit, or to take advantage of another person. All documentation stored electronically or in any other form relating to the employee's work or the business or affairs of Austin is the property of Austin unless otherwise agreed.

On termination of the employee's employment with Austin, no documentation or information relating to the employee's work or to the business or affairs of Austin is to be removed for any reason.



### ***Insider Trading***

All employees of Austin must ensure that any trading of Austin securities that they are involved in complies with the Australian Corporations Act and Regulations (particularly the prohibitions on insider trading) and the Austin Share Trading Policy.

In general terms, insider trading occurs when a person trades in the securities of a company when they are in possession of information concerning that company which is not generally available, and which, if made public, would be likely to have a material impact on the price of those securities.

If an employee is unsure whether an activity is, or could be perceived to be, insider trading, the employee should discuss the matter with the Company Secretary.

### ***Intellectual Property***

Austin owns all intellectual property created by employees in the course of their employment with the Company. Intellectual property includes information, designs, plans, patents, trade marks, processes, technology etc.. Austin relies on its intellectual property to give it an advantage in this highly competitive industry. It is the responsibility of every employee to protect the intellectual property of Austin.

Customer or client or supplier intellectual property includes information, processes and technology developed and owned by Austin's customers/ clients / suppliers. It is the responsibility of every employee to protect the intellectual property of Austin's customers/ clients/ suppliers and to only use such intellectual property for the purpose for which it is provided.

### ***Release of Information***

Employees must not disclose information about or belonging to Austin or information of its clients or customers which is not public or make public comment in respect of Austin or its clients or customers, directly or indirectly, without the prior approval of the Managing Director. If employees are solicited by the media for information, they should direct the media to the Managing Director.

## **Property**

### ***Using Austin Property, Money, Goods or Services***

Austin property, funds, facilities and/or services should be used efficiently, economically, for authorised purposes only and in accordance with designated financial authority.

### ***Travel and Entertainment***

Travel and entertainment should be consistent with the needs of the business and in line with the travel guidelines and policy. It is the intent of Austin that employees neither lose nor gain financially as a result of business travel and entertainment. Employees who approve travel and entertainment expenses are responsible for the propriety and reasonableness of expenditures, ensuring that expense reports are submitted promptly and that receipts and explanations properly support reported expenses.



## Anti-Bribery and Anti- Corruption

Austin is committed to responsible corporate governance and to conducting its business lawfully, ethically and honestly, and will not tolerate any bribery or corrupt behaviour that is intended to obtain unlawful, improper, dishonest or corrupt benefit or advantage for Austin or its employees.

Austin has implemented and disclosed on its website an Anti-bribery and Anti-Corruption Policy (“Policy”) to illustrate its commitment and standards to preventing bribery and corrupt practices. The Policy outlines Austin’s management of gifts and benefits, which protects employees and minimises potential negative consequences for both our employees and Austin.

The Policy applies globally. If travelling outside of your home country, employees are subject to the laws of the country they are in however, the principles of this policy must be followed regardless of whether or not that country has specific bribery and corruption laws.

### ***Gifts, Entertainment and Hospitality***

Austin prohibits all Employees, in connection with an Austin business matter, from giving or receiving a gift, entertainment or hospitality where doing so might amount, or create the impression of a benefit amounting to bribery or corruption.

Employees must declare and report gifts and/or benefits, either offered or accepted and valued at AU\$50 or more. Employees should notify their manager of the fact that they have received the gift or benefit and must make the notification within 5 working days of receiving/being offered the gift or benefit. If it is known in advance, the receipt of the gift or benefit should be discussed with your manager prior to acceptance. Gifts should not be accepted on a re-occurring basis or broken down into parts of less than AU\$50.

### ***Background:***

#### ***What is bribery?***

Bribery includes the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It can take the form of gifts, loans, fees, kick-backs, rewards, reciprocal favours or other advantages e.g. donations. A bribe could be either a direct or indirect promise, offering, or authorisation, of anything of value designed to exert improper influence. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or whether a bribe is made to an associate of any person who is sought to be influenced.

Austin prohibits all Employees from offering, giving, authorising, requesting or accepting any bribe.

#### ***What is corruption?***

Corrupt conduct is the dishonest or fraudulent misuse of a position of power, influence or the terms of a person’s employment, in order to gain, directly or indirectly, a benefit by (i) acting or not acting in a certain manner; or (ii) the misuse of information or knowledge held by the person for a reward, including creating or using falsified documentation, or concealing or destroying documentation.



Austin prohibits all Employees from engaging in corrupt conduct.

***What about facilitation payments?***

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action. For example, processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited.

***What about secret commissions?***

Secret commissions typically, but not always, arise where a person or entity offers or gives a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

Secret commissions, whether legal or not in a country, are prohibited.

***What about political contributions?***

Political donations whether legal or not in a country, are prohibited.

***What about charitable donations or contributions?***

Charitable donations and contributions are acceptable, whether of in-kind services, knowledge, time, or direct financial contributions. However, Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

Austin may only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation or contribution must be offered or made on behalf of Austin without the prior written approval of the Chief Executive Officer or the Managing Director.

***How to raise a concern***

Please refer to Austin's Whistleblower policy on the Company's website.

**Health and Safety**

At Austin safety and health is an integral part of our everyday activities. Our priority is ensuring that the safety and health of our employees, contractors, visitors and stakeholders is a priority in our efforts to achieve an injury free work environment. For this reason, all employees are required to comply within Austin's Global Safety and Health Policy.



To work effectively in a diverse range of environments and social settings, Austin recognises the importance of integrating environmental management into how we do business. As outlined in Austin’s Environmental Sustainability Policy the objective is to achieve high standards of environmental care and where practicable reduce the carbon footprint in conducting our business. Austin’s global approach to the environment seeks to prevent actions which may have a negative impact on the environment in a manner consistent with our key business priorities and the expectations and values of the global community in which we do business.

## Communications

### *Electronic Communications*

Austin issues employees with the standardised computer equipment and accessories required to effectively perform their duties, whilst also providing any technical assistance required.

The computer equipment and software assigned to employees remains the property of Austin and shall be used in accordance with Austin’s IT policies and procedures. By using such equipment employees agree to comply with these conditions.

Austin does not expect these resources to be used inappropriately. Accessing illegal or offensive websites (including sites of a pornographic or racial/ethnic nature) is prohibited, and employees must not transmit illegal, offensive or defamatory emails.

The downloading of unauthorised software or the transgression of Group software licenses is strictly prohibited as this is a breach of international copyright laws.

Austin has a legal obligation to report any illegal violations to the appropriate authorities.

### *Social media*

Electronic communications and postings on social media are “public” and difficult to permanently withdraw. They can have a lasting impact, sometimes damaging, for the person making them and anyone mentioned in them. They can also have legal ramifications.

Any reference to Austin that an employee includes on any non-Austin, electronic communications (including email or sms) or social media (including, but not limited to, Facebook, LinkedIn, Twitter, blogs or personal websites), must be restricted to factual details of the employee’s position and must not include comments about Austin or about current or former customers, employees or associates of Austin.

Employees must not send or post material which may cause reputational or detrimental harm to Austin or any current or former customers, employees or associates of Austin.

Employees must not send or post material which pose a risk to the health, safety or wellbeing of any current or former employee or breach the Bullying Policy.

If a third party sends or posts material that would contravene this restriction on any social media initiated or activated by an employee, the employee will use his or her best endeavours to have the posting removed.





### ***Branding***

The Austin brand is an essential part of Austin's public identity. The external use of all Austin names and/or logos must be used in accordance with Austin's Style Guide. Employees must report unauthorised use of Austin's name and/or logo to the Company Secretary.

## **Compliance**

### ***Competition***

The Competition and Consumer Act 2010 (CCA) is a Commonwealth law that promotes competition by prohibiting anti-competitive trade practices such as bid-rigging, market sharing and price-fixing. The CCA also protects consumers through a range of measures including the prohibition of misleading or deceptive conduct and prohibiting certain unfair marketing practices.

It is Austin's policy to comply with the CCA and any similar legislation in other countries in which Austin operates, with the Australian legislation being the minimum standard.

Employees should not engage in anti-competitive trade practices such as discussing tenders or prices with competitors or agreeing with competitors on whom to deal with or not to deal with. Employees should reject and report to the Company Secretary any attempt to collude on tenders or to engage in any anti-competitive conduct such as price-fixing and should ensure all agreements or arrangements with competitors are reviewed by the legal department for legal risk.

### ***Continuous Disclosure***

As a publicly listed company, Austin has continuous disclosure obligations to ensure trading in its shares is conducted on a fair and fully informed basis. Austin is obliged (subject to specific exceptions) to advise ASX of any information that a reasonable person would expect to have a material effect on the price or value of Austin issued shares ("market sensitive information") promptly and without delay.

All employees should immediately bring to the attention of their Line Manager information which may be market sensitive information and may require disclosure. Line Managers are then responsible for involving their General Managers who are responsible for providing this information to the Chief Executive Officer or Company Secretary (Disclosure Officers) as soon as possible.

If the Disclosure Officers believe information must be disclosed, the Disclosure Officers must seek approval from the Board for disclosure of the information (providing the Board with a reasonable opportunity to consider the form and content of the ASX announcement in which the disclosure will be made), unless that is not possible or practical having regard to all the circumstances and the requirements of the ASX Listing Rules.

Where it is not possible or practical to seek the Board's approval (recognising the requirement to disclose market sensitive information promptly and without delay), the Disclosure Officers will determine whether particular information should be disclosed to the ASX, and the form and content of any disclosure.

A copy of the Continuous Disclosure Policy is linked to the corporate governance section of the Austin website.



### ***Internal Controls***

Austin has established various financial and accounting control standards to ensure that assets are protected and properly used. Employees share the responsibility for maintaining and complying with the required internal controls and are required to maintain accurate and reliable financial records and reports.

### **Diversity**

Diversity is fundamental to Austin. All employees must be aware of the Diversity Policy and the responsibility it places on employees to respect the rights of individuals and to support and promote equality of opportunity. All Austin employees are responsible for upholding this policy and eliminating any practices or behaviour which are discriminatory, or which could lead to discrimination, workplace bullying or harassment in the workplace.

A copy of the Diversity Policy is linked to the corporate governance section of the Austin website.

### **Breaches of Rules**

#### ***Breaches of the Code***

All employees have a responsibility to observe the letter and spirit of the Code and to ensure its requirements are not breached. Those in positions of leadership and management (including Directors and senior executives) have a particular responsibility for setting an appropriate example for others in the organisation; by speaking, acting and otherwise behaving in a manner consistent with the Code (and Austin's Core Values). However, it is Austin's expectation that all employees take responsibility for behaving in a manner consistent with the Code (and for upholding Austin's Core Values).

If an employee does not follow the standard of conduct outlined in the Code then he/she will be subject to disciplinary action and potential termination of employment.

#### ***What to do if you suspect a breach of the Code or need to disclose something***

Employees are strongly encouraged to report any suspected breach, or any other ethical issues raised by the Code, to Austin. Austin has established a Whistleblower Policy to ensure that employees who make such reports are supported, and wherever possible, are protected from any detrimental consequence as a result of their disclosure. A copy of the Whistleblower Policy is linked to the corporate governance section of the Austin website.

#### ***How to make a report or disclosure***

Employees have several options for reporting breaches of the Code or making any of the disclosures it requires. In summary, you can raise any issue with your line manager or HR leader, or the appropriate nominated person below:

Potential Conflicts of Interest -	Company Secretary
Potential Insider Trading -	Company Secretary
Accepting/ Giving Gifts -	Your Line Manager
Potential Bribes/ Facilitation Payments -	General Counsel
Potential Anti-Competitive Conduct –	General Counsel
Potential Price Sensitive Information –	Managing Director or Company secretary
All Other Potential Breaches of the Code of Conduct -	Human Resources Leader



If your concern or issue relates to one of the people on this list, report the matter to any other person on the list. Alternatively, employees wishing to make a report or a disclosure can also email the Austina Whistleblower email address. For more information, see Austin's Whistleblower Policy.

***Procedure after a report or disclosure is made***

Any employee who in good faith, makes a complaint or disclosure about an alleged breach of the Code by someone else, and follows the reporting procedure should not be disadvantaged or prejudiced because they came forward. Any report made by an employee will be acted upon, and wherever possible, kept confidential; as well as being dealt with in accordance with Austin's Whistleblower Policy linked to the corporate governance section of the Austin website.

A prompt investigation will take place to address the complaint or disclosure made and the employee will be informed of the outcome. The particular circumstances of each case will determine the level of detail contained in the report back to the employee.

The investigation of complaints or disclosures should be guided by the following principles and considerations:

- investigations and decision making should be fair, high- quality and efficient;
- the investigator should be, and appear to be, free from bias;
- subject to any confidentiality requirements, those alleged to have breached the Code should have the opportunity to answer any complaints or evidence against them;
- conduct which breaches the Code may have serious legal implications for the individuals involved, and Austin investigations should therefore be conducted in a way which protects the rights of Austin and the safety of individuals. and
- there may be obligations on Austin to report some breaches of the Code to authorities.

If in doubt, seek advice from the General Counsel on this issue.

***Administration***

Responsibility for the administration of the procedures relating to the Code lies with the Head of Sustainability. Any complaints or disclosures relating to the Code that are received by supervisors or managers should be forwarded to the Head of Sustainability for further action. Serious complaints or disclosures should be reported to the Chief Executive Officer and the Company Secretary.

**Framework for Ethical Decision Making**

***Employees are encouraged to use the following framework when deciding a course of action:***

1. Recognise the event, decision or issue
2. Think before acting
3. Decide on a course of action
4. Test the decision by reviewing the "ethics questions to consider" below. Consider Austin's values, policies and procedures and relevant laws and regulations; and
5. Proceed with confidence



### *Questions to Consider*

In making a decision, employees are encouraged to ask themselves the following questions:

1. Is it against Austin's Core Values?
2. Does it feel right?
3. Is it legal?
4. Will it reflect negatively on you or Austin?
5. Who else could be affected by this decision?
6. Would you be embarrassed if others knew you took this course of action?
7. Is there an alternative that does not pose an ethical conflict?
8. How would it look if your decision was in the media?
9. What would a reasonable person think?