

Dartbrook Code of Conduct


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Signature:	
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1 Introduction

This Code sets out the requirements and standards of behaviour we require across the Dartbrook JV and entities it controls.

This Code applies to all employees of Dartbrook, third parties engaged by Dartbrook including contractors and their employees.

Any employee of Dartbrook found to have breached this Code may be subject to disciplinary action.

We expect you to:

- Act in accordance with the Code and Dartbrook's Principles of Integrity, Accountability, Innovation and Delivery.
- Comply with all Dartbrook policies, standards and procedures.
- Comply with all applicable laws wherever we operate.
- Seek advice if you have any doubt about the right course of action.

Where the Code or a Procedure sets higher standards of behaviour than local laws, rules, customs or norms, the higher standards will apply.

The Code provides a framework, but cannot describe every situation, law or Procedure that may apply to you. You need to exercise good judgement, justify your actions, and try to prevent any potential breaches.

Before you make a decision, try this test:

- Does it comply with the Code?
- What would your family, colleagues or manager think about your decision?
- How would you feel if your decision was reported in the media?
- Would you be confident explaining your actions to senior management or external authorities?
- How would your behaviour be viewed in one or five years from now?
- Would you be happy if you were treated this way?

If you know of, or have reasonable basis to suspect that there has been a breach of the Code, procedures or laws you must:

- Immediately raise your concerns at the first available opportunity.
- Cooperate in any investigations as directed.
- Support anyone reporting a breach.

Dartbrook monitors compliance with the Code, and all reported breaches will be investigated. If a breach is found to have occurred, we will take appropriate action, which may include dismissal and reporting to appropriate authorities.

Dartbrook will not tolerate victimisation of anyone who raises a genuinely held concern about a breach or potential breach of the Code or other Dartbrook policy or procedure or law.

1.1 Questions about the Code

If you are unsure about what any part of the Code means, have any concerns about how you should behave in a particular circumstance, or would like to report a potential breach you should:

- Immediately speak to your Manager, or
- Where this is not possible (e.g. your concern involves your Manager), speak with your Manager once removed (i.e. your Manager's Manager)

2 General Expectations

All Employees are expected to:

- act in the best interests of Dartbrook;
- act ethically and responsibly;
- act honestly and fairly in all commercial dealings and conduct themselves with professional courtesy and integrity in their dealings with other Employees and customers of Dartbrook;
- encourage a corporate culture that recognises the benefits of maintaining diversity among people in a company at all levels in relation to gender, race, ethnicity, disability, age, sexual orientation, gender identity, marital or family status, religious or cultural background among others;
- comply with all laws and regulations that apply to Dartbrook and its operations;
- report any circumstance which is believed, in good faith, to be a breach of a law or this Code; and
- to avoid entering into any arrangement or participating in any activity that would conflict with Dartbrook's best interests or that would be likely to negatively affect Dartbrook's reputation.

3 Whistleblower Protection

3.1 Whistleblowing

Dartbrook is committed to a culture of corporate compliance and high ethical behaviour.

Dartbrook has implemented a Whistleblower Procedure that deals with certain issues relating to fraud, bribery, corruption, misconduct, malpractice, internal controls and conflicts of interest. It ensures compliance with the laws and regulations applicable to Dartbrook and its Employees, and to deal with concerns that are likely to arise in the work environment.

3.2 Who Is A Whistleblower

A Whistleblower is someone who discloses Reportable Conduct (see Section 3.4 below).

A Whistleblower can be a current or former employee (whether permanent, part-time, fixed term or temporary), contractor, consultant, secondee, volunteer, director or other insiders of Dartbrook. It also applies to relatives, dependents, or spouses of any of these people.

3.3 Safeguards

All concerns raised are taken seriously and treated confidentially, and the identity of the Whistleblower who has raised Reportable Conduct to an eligible recipient is only revealed on a 'need-to-know' basis (and in line with any consents given by the discloser). All Whistleblowers have the option to raise Reportable Conduct anonymously or on the basis that their identity will be known only by the individual to whom the disclosure was raised.

Any Whistleblower who feels they have been victimised after raising a concern should contact their Manager.

Dartbrook will not tolerate victimisation of a Whistleblower.

3.4 Reportable Conduct

Reportable Conduct includes anything that you have reasonable ground to suspect, in relation to the Company or its subsidiaries, is but not limited to:

- misconduct involves dishonesty, fraud and/or corruption;
- illegal activities (including theft, drug sale/use, violence, threatened violence, or criminal damage against the Company assets/property);
- acts or omissions in breach of commonwealth or state legislations or local authority by-laws;
- unethical behaviour;
- other serious improper conduct (including gross mismanagement, serious and substantial waste of Company resources, or repeated breaches of administrative procedures);
- unsafe work-practices;
- any other conduct which may cause financial or non-financial loss to the Company or be otherwise detrimental to the interests or reputation of the Company, or any of its employees; or
- the deliberate concealment of information tending to show any of the matters listed above.

Reportable Conduct excludes general employment grievances and complaints.

All employees should be aware that, if an employee makes a false report, deliberately, maliciously, in bad faith, or for personal gain, that employee may face disciplinary action.

Detailed information regarding whistleblowing and Dartbrook's policies and procedures can be found in its Whistleblower Procedure DRTBRK-PRO-17543A-WHSTLBLWR.

For additional information regarding whistleblowing, you can visit ASIC's website [here](#).

4 People

4.1 Health and Safety

The provision of a safe and healthy working environment for all Employees and those under Dartbrook's care is vital.

You must be observant of safety issues and comply with all applicable rules, laws and regulations.

4.2 Psychosocial Hazards

Dartbrook recognises and is committed to ensuring that Employees and other persons are not exposed to risks to their psychological or physical health and safety, known as psychosocial hazards.

The *Work Health and Safety Regulation 2017* (NSW) identifies a psychological hazard as one that:

- May cause psychological harm, regardless of whether it also causes physical harm; and

- Arises from, or relates to:
 - The design or management of work; or
 - A work environment; or
 - Plant (equipment) at a workplace; or
 - Workplace interactions and behaviour.

Every person within Dartbrook has a role to help ensure that psychosocial hazards in the workplace are appropriately managed. This can be done by:

Manager/Supervisors:

- Identify hazards that could give rise to psychosocial risks
- Eliminate or minimise risks so far as is reasonably practicable
- Maintain implemented control measures so they remain effective
- Review, and if necessary, revise control measures to maintain, so far as is reasonably practicable, a work environment that is without risks to health and safety

Employees/Contractors:

- Follow safe systems of work and let your supervisor or health and safety representative know if you need additional support
- Behave fairly and reasonably when working with others and follow workplace policies and procedures including those that manage the risk of bullying and harassment
- Ask your supervisor or an experienced worker if you are unsure about how to complete a task safely
- Promptly report to your supervisor and/or site health and safety representative if psychosocial hazards are present or if existing control measures are inadequate
- Follow the workplace psychosocial health and safety policies, procedures, and standards of behaviour

If you have concerns about psychosocial hazards in the workplace, you can raise those in any of the following manners:

- Internal Notification:
 - Speak with your Manager; or
 - Where this is not possible (e.g. your concern involves your Manager), speak with your Manager once removed (i.e. your Manager's Manager).
- External Notification:
 - If you are not satisfied with how your concerns have been handled then you can do either of the following:
 - Contact the NSW Resource Regulator, by either:
 - Calling 1300 814 609; or
 - Completing the Bullying and Inappropriate Conduct in the Workplace Form [here](#); or

- Follow the procedures outlined in Dartbrook's Whistleblower Procedure DRTBRK-PRO-17543A-WHSTLBLWR.

For more information regarding psychosocial hazards, visit the NSW Resource Regulator's [website](#) and factsheet [here](#).

4.3 Working with one another

Dartbrook strives to:

- Create a safe, healthy, supportive and positive working environment where Employees are treated fairly and with respect.
- Develop and maintain a diverse and inclusive workforce.
- Dartbrook does not tolerate bullying, harassment, sexual harassment, unlawful discrimination, hostile workplace environments, victimisation or vilification on any grounds, whether by race, sex, sexual preference, marital status, age, religion, colour, national extraction, social origin, political opinion, mental or physical disability, family or carer's responsibilities, pregnancy, breastfeeding, gender identity or intersex status.

4.4 Privacy

Dartbrook regards the fair and lawful treatment of personal information with utmost importance.

5 Stakeholders

5.1 Environment

Dartbrook is committed to undertaking business activities in a manner that respects the environment and contributes to the sustainability of our business.

You must:

- Take responsibility for meeting applicable environmental laws, regulations and contractual obligations.
- Prevent adverse environmental impacts.
- Respond to and report any environmental incident.
- Comply with all applicable rules, laws and regulations.

5.2 Community

Dartbrook understands that, wherever we operate, we potentially impact the local community. We are committed to building relationships and working collaboratively with the communities in which we work.

All employees are required to act in a way that is respectful of the local communities in which we work.

5.3 Sponsorships and charitable donations

Dartbrook may support local community groups and charities through sponsorships and donations that are legal, ethical and further the interests of Dartbrook.

5.4 Rejection of unlawful child labour

Dartbrook does not tolerate unlawful child labour or any form of exploitation of children or young people and will comply with the International Labour Organisation (ILO) with respect to under-age workers.

5.5 Rejection of modern slavery

Dartbrook rejects all forms of slavery including trafficking in persons, slavery, servitude, forced marriage, forced labour, debt bondage and deceptive recruiting for labour and services. No Employee may be obliged to work by the direct or indirect use of force and/or intimidation. Only people who voluntarily make themselves available for work may be employed.

6 Working Practices

6.1 Bribery and corruption

Dartbrook prohibits, and has zero tolerance for, all forms of bribery and corruption. You must obey all relevant laws and regulations and must not participate in any arrangement which gives any person an improper benefit in return for an unfair advantage to any party, directly or through an intermediary. This includes facilitation payments (payments of cash or in kind made to secure or expedite a routine service, or to 'facilitate' a routine Government action), even if allowed under local laws or customs.

6.2 Gifts and hospitality

Gifts or hospitality are only to be offered or received for a legitimate business purpose – that is, if their primary objective is to build a good business relationship, and that relationship is consistent with the business plan of the relevant business unit. Gifts or hospitality that are reasonably considered to impair effective judgement, improperly influence a decision or create a sense of obligation must not be offered or accepted by any Employee.

7 Working with third parties

Subcontractors and other third parties with whom Dartbrook works can make a significant contribution to our success. We aim to have effective business relationships with subcontractors and other third parties, and Dartbrook will only work with such third parties if it is reasonably satisfied that the relevant third party will comply with this Code or another code containing equivalent standards of behaviour.

Dartbrook does not enter into any agreements in relation to services such as lobbying, facilitating client relationships, relationship management, strategic advice, or other stakeholder management services which may directly or indirectly influence decision makers considering any bid for work.

Dartbrook Employees must ensure that any third party understands Dartbrook's expectations and this Code.

Each contract with a third party must be in writing. All contracts must:

- Reflect the entire agreement between Dartbrook and the third party.
- Describe in a transparent manner and with an appropriate amount of detail the services and/or goods to be provided.
- Contain terms that provide a clear link between, and are commensurate with, the provision of goods or services and the payment of a fee or charge.

Records must be kept of due diligence, approvals and contracts.

7.1 Conflicts of interest

You must ensure your personal activities and interests do not conflict with your responsibilities to Dartbrook. It is important to avoid even the appearance of a conflict of interest.

You must:

- Disclose to your Manager any existing or potential conflict of interest that affects you.

- Avoid any dealings or relationships that may create a conflict with your obligations to Dartbrook.
- Not be involved in any decision-making where you may not be able to make an objective decision.

7.2 Confidential information

You must not use any confidential or commercially sensitive information about Dartbrook, a competitor, joint venture partner, customer or supplier for financial or other personal benefit, or convey this information to others before it becomes public.

8 Assets

All assets that belong to Dartbrook are to be properly used in the interest of Dartbrook and safeguarded from loss or misuse. Assets must not be used for illegal purposes, or for purposes that are not related to Dartbrook business.

You must:

- Only use Dartbrook assets for business purposes unless you have appropriate authorisation.
- Take care to prevent waste, loss, damage, misuse, theft or misappropriation of assets.
- Comply with applicable policies and laws regarding the use and transfer of assets (including applicable delegated authorities).
- Respect the assets of others, whether physical or intangible (for example, intellectual property and confidential information).

8.1 Records

Dartbrook will comply with all applicable rules, laws and regulations governing business reporting.

All information created and maintained as a result of Dartbrook's business activities must accurately reflect the underlying transactions and events and follow Dartbrook reporting policies and procedures.

9 Communication

9.1 Governments

Dartbrook conducts business with governments in all areas of its operation and seeks to have open and constructive relationships with those governments. Any interactions with governments, regulators and public authorities must be in the best interests of Dartbrook and information provided must be accurate and appropriate.

9.2 Political contributions and activities

Dartbrook will comply with all applicable rules, laws and regulations in relation to its activities in connection with political parties.

You must ensure any business-related involvement in activities organised by a political party has been approved in advance.

9.3 Public disclosures on behalf of Dartbrook

Dartbrook must meet its disclosure obligations for the purpose of providing ongoing disclosure of information concerning Dartbrook to applicable stakeholders.