

Standards of Business Conduct and Workplace Behaviour

May 2017

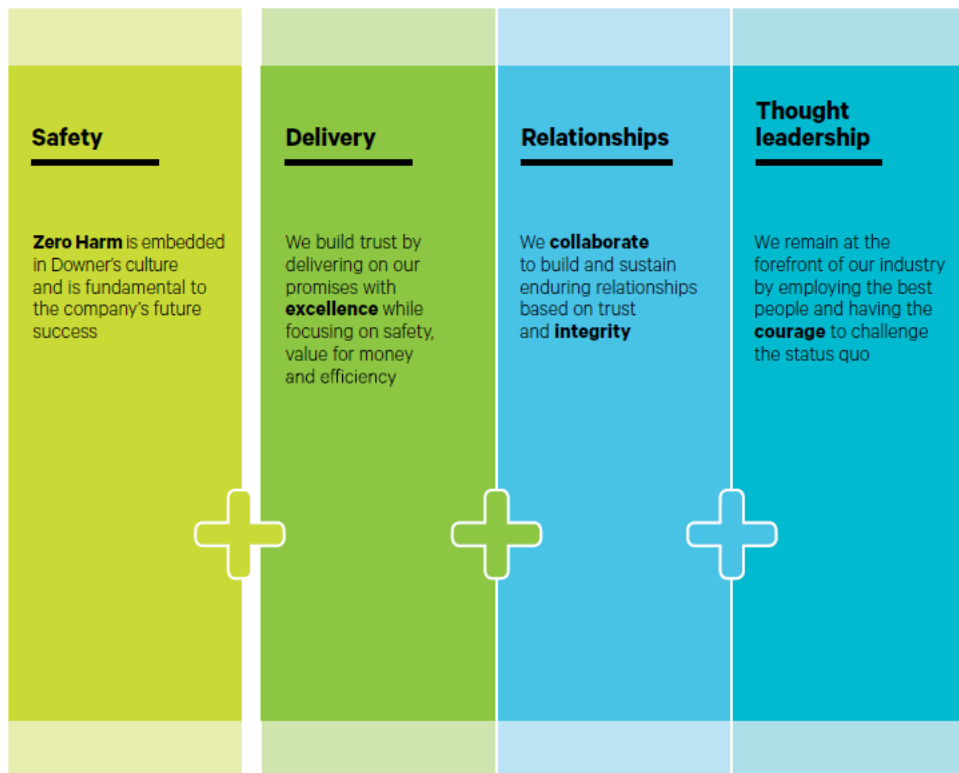
What will be covered

Standards of
Business
Conduct

Workplace
behaviour and
discrimination

Ethical use of
resources

Our Business, Our Pillars



Standards of
Business Conduct

1. Standards of Business Conduct

Topics

Who does the Standards of Business Conduct apply to?

How do I apply it?

Management commitment and personal accountability

How do I raise a concern?

What happens if there is a breach?

The Standards of Business Conduct

The Standards of Business Conduct sets out expected minimum standards of behaviour and has been established to guide you when making decisions for or on behalf of Downer.

The Standards of Business Conduct applies to all of our people including:

directors

employees

contractors

agents of Downer and subsidiary companies through the world

Who does the Standards of Business Conduct apply to?

Read and familiarise yourself with the Standards of Business Conduct.

Understand your obligations under the Standards of Business Conduct.

Always comply with the Standards of Business Conduct.

Other Policies

All of our people are expected to understand and comply with our policies, and each of our people is responsible for their own conduct.

Disciplinary action, including termination for misconduct, may be taken against any person who does not comply with these policies.

How do I apply it?

Is this decision lawful?

**Ask yourself
these
questions...**

What would happen if everybody took this course of action?

Am I authorised to make the decision?

How would I feel if someone treated me this way?

Would I feel ok if my decision was reported to the media?

Is this decision a reasonable management action required for the efficient operation of a business?

Would I still take the same action if it was my business, my money or my time?

Have I really thought through my decision and the impact it may have on my character and the reputation of Downer?

Personal accountability

Management commitment

Our executives and management team are committed to the Downer values and meeting the expectations set out in the Standards of Business Conduct.

All our people are personally responsible for complying with the Standards of Business Conduct

We all have an obligation to stop or prevent actions that could harm our people, our customers, our communities, our business or our reputation

You also have an obligation to report any actions or behaviour which does not meet Downer's values, the Standards of Business Conduct, or which breaks the law

How do I raise a concern

If you see or notice any conduct which might be unethical or unlawful, or which contravenes the Standards of Business Conduct, you can:

Report the conduct to your supervisor or manager

Report the conduct to your local human resources team

Report the conduct using Our Voice

Our Voice is available 24 hours a day, 7 days a week, 365 days a year. Anyone can call the Our Voice hotline to speak with trained specialists who can help you to make a report about any actual or suspected misconduct.

What happens if there is a breach?

The Standards of Business Conduct summarises Downer's policies and outlines how we expect our people to conduct themselves when working for or representing Downer.

Failure to comply with Downer's values and the Standards of Business conduct a serious matter.

Disciplinary action, including termination for misconduct, may be taken against any person who does not comply with the Downer values, the Standards of Business conduct, policies.

Standards of
Business Conduct

2. Our People

Topics

Respect and
dignity

Zero Harm

Diversity and
inclusiveness

Alcohol and
drugs

Personal
information
and privacy

Respect and Dignity

We believe in the fundamental dignity of each person and we believe that each person deserves to be treated fairly and with courtesy and respect. You have the right to work in a place that is free from harassment, bullying or intimidation, abuse, or any acts or threats of violence.

At Downer, we do not tolerate conduct that demeans another person, unreasonably interferes with another person's work performance or creates an intimidating, abusive, hostile or offensive work environment.

Always



- treat others fairly and courteously, and with the highest level of dignity and respect;
- adapt your behaviour when working with others or in jurisdictions where sensitivities may exist due to culture, disability, personal circumstances or religious beliefs;
- support your colleagues who may be affected by workplace bullying and harassment to raise a concern through the appropriate channel (refer to **How do I raise a concern?**); and
- encourage others to always comply with the Standards of Business Conduct and challenge those that may be engaging in conduct that breaches these Standards.

Never



- engage in behaviour that could be perceived as violent, abusive, offensive, malicious, threatening or intimidating; and
- stand by and watch or encourage bullying, harassment or discrimination happening to someone else.

Zero Harm

Safety

Zero Harm is embedded in Downer's culture and is fundamental to the company's future success

Zero Harm is an integral part of how we do business at Downer

Zero Harm is our aim and priority

Policies, procedures and standards set out our expectations

All of our people are also expected to understand and obey Downer's 10 Cardinal Rules. They were introduced to protect our people against critical risk and save lives.



Diversity and Inclusiveness

Downer is committed to ensuring that it has a diverse and inclusive workforce and providing equal treatment and equal opportunities for all our people regardless of:

- ethnicity
- religion
- age
- national origin or ancestry
- physical or mental disability
- sexual orientation



Alcohol and drugs

You must not:

possess or use alcohol or illegal substances in the workplace

distribute these substances at any Downer worksite

perform any work for Downer under the influence of alcohol, illegal drugs or any substance that could prevent you from performing your job safely or effectively.

Downer has a **zero tolerance approach** to alcohol and illegal substances in the workplace and at any time our people are performing any work for Downer.

Personal information and privacy

Personal information means information or an opinion about an individual whose identity is apparent, or can reasonably be ascertained, from the information or opinion.

Downer will only collect, use and disclose personal information that is required to meet our business requirements and as permitted by law.

Downer respects the privacy of our people, customers and stakeholders. We are committed to complying with our legal obligations to ensure that personal information is handled appropriately.

In summary

Always



- ensure you comply with the Downer Privacy Policy when you collect, use, disclose or store personal information;
- only collect, use and retain personal information that is necessary for legitimate business activities; and
- only use personal information for the purpose for which it was collected unless otherwise approved by the individual or required by law.

Never



- provide personal information to anyone (including Downer employees) without proper authorisation;
- access personal information unless you are specifically authorised to do so and you have a clear business need for that information; and
- conduct background or reference checks on a job candidate without the consent of the individual.

Standards of
Business Conduct

3. Our Customers and Stakeholders

Topics

Our suppliers
and
contractors

Trade
practices

Political
activities

Our suppliers and contractors

We treat our suppliers and contractors fairly, respectfully and honestly. We expect that they will treat us the same way.

You must:

- be professional and courteous when working with our suppliers and contractors
- comply with obligations under any arrangements Downer has with its suppliers and contractors, as well as with relevant policies and procedures.

We want our suppliers and contractors to share our values and to reflect our expectations when doing business with and for us.

Our suppliers, contractors and partners may use the Our Voice service

Trade practices

We respect the rights of our suppliers and competitors and act fairly towards them in the marketplace.

Rules for using trade information

A blue circular icon containing a white lowercase letter 'i', representing information.

- respect the proprietary rights of others, including patents, copyrights and trademarks
- do not accept, disclose or use information that was disclosed to you in breach of a confidentiality agreement
- do not disclose or use information that could be proprietary or confidential unless you have received approval from your local legal team or the Company Secretariat team
- do not use unethical or illegal methods to gather information about other companies
- do not steal trade secret information or persuade past or present employees of other companies to disclose trade secrets.

Political contributions and activities

Working with government

At Downer, we respect and cooperate with government agencies and authorities and we aim to have an honest and transparent relationship with them.

Downer does not make contributions of any kind to political parties, politicians, elected officials, election committees or candidates for public office in any country without prior approval from the Chairman or CEO, through the Company Secretary.

Our people may participate in political activities as individuals provided that:

such participation is on a personal basis only; and

the activities are not being carried out on behalf of Downer.

Downer's Anti-Bribery and Corruption Policy sets out our expectations for how our people should behave when working with governments.

In summary



Always

- make it clear that you are participating on your own behalf and not on behalf of Downer when you engage in personal political activity.



Never

- attend political events, including fund raisers, on behalf of Downer, without approval;
- be involved in political activities that may damage Downer's reputation or create a conflict of interest with Downer;
- use charitable donations as a substitute for a political payment;
- use your position in Downer to try to influence any other person to make political contributions or provide support to any political parties or politicians; and
- make or use another person or agent to make a political donation on behalf of Downer.

Standards of
Business Conduct

4. Our Business



Topics

Communicating
with
shareholders
and third parties

Fair
competition

Our assets

Conflicts of
interest

Communication

Communicating with shareholders and third parties

Under the Communication Policy, only Downer's authorised spokespeople are authorised to communicate with third parties.

Refer to Downer's Communication Policy

Our brand

The Downer Brand Guidelines sets out how our brand is to be used and how we communicate with our internal and external stakeholders. You must not use Downer's brand or our legal trade marks unless you are authorised under the Brand Guidelines to do so.

Electronic communication

All information contained in any of Downer's electronic communication systems, including all communications and information created, received, saved or sent on Downer's systems, belongs to Downer.

Social Media

Our people must ensure that they understand and comply with the Social Media Usage Policy.

In summary



Always

- **remember you are responsible for any material you post or publish on any social media forum, including social networking websites, wikis and blogs;**
- be factual, professional and respectful; and
- follow the Standards of Business Conduct, Acceptable IT Use Policy, Communications Policy and Disclosure Policy.



Never

- publicly discuss any matters relating to Downer, including new or existing projects, financial matters, tenders, acquisitions, Downer's share price and any other matters which may impact Downer's reputation or competitiveness;
- post or publish any information about Downer; and
- represent (or claim to represent) Downer.

Sustainability and environment

Sustainability - Zero Harm

Our goal is to always maintain our social licence to operate and have a positive influence on the local communities in which we operate.

Environment - Zero Harm

Understanding and managing the environmental impact of our business is fundamental to our long-term business success.

Policies, procedures and standards across all of Downer's businesses which set our environmental expectations.

On non-Downer sites you are required to comply with Downer's policies/standards and the standards of the third party.

Fair competition

Many of the jurisdictions in which we conduct our business have laws to promote or protect free and fair competition (usually called “competition” or “anti-trust” laws).

Under these laws, it is usually illegal to make an agreement with another person to fix or control prices, market share and distribution practices (among other things

It is illegal to make an agreement with a competitor to boycott suppliers or to deal with only specific customers or markets.

You must not engage or be involved in any conduct that breaches competition or antitrust laws.

Breaching laws can have serious consequences for Downer and our people.

Understand the obligations Downer has in each jurisdiction

Speak with your manager, or contact your local legal team or the Company Secretariat team if you conduct could result in a breach of law.

In summary

Always



- check with your manager or the Downer legal team before you enter into an agreement with a competitor;
- make sure Downer's contracts contain obligations to comply with competition and anti-trust laws;
- avoid any action or conduct which could be perceived to be anti-competitive;
- obtain Company Secretary approval before joining or renewing a membership of a trade or industry association involving competitors; and
- forward any correspondence from a competition regulator to the Company Secretary.

Never



- make an agreement with any competitor about fixing or controlling prices or market share;
- discuss commercially sensitive information with joint venture partners who are competitors or potential competitors;
- discuss Downer's confidential information with anyone, including your contacts in the industry or at trade or association events; and
- obstruct an investigation by a competition regulator by providing false or misleading information or concealing or destroying documents.

Our assets – Confidential information

financial information	marketing plans
internal correspondence and correspondence with customers, suppliers, regulators and other stakeholders	
potential tender/contract wins	
operating methods	research results
employee data	
legal information	
information about relationships with suppliers and other stakeholders	

A good rule of thumb is that information is confidential if it:

- causes Downer to breach our legal or regulatory obligations
- may be harmful to Downer if it is publicly disclosed
- could be helpful to our competitors
- breaches the privacy of any of our people or our customers

You must treat all information you handle (including information you prepare or receive) as confidential.

You must not

- disclose or give confidential information to anyone outside Downer
- discuss confidential information with other Downer employees or contractors

In summary

Always



- lock documents containing confidential information and other confidential material in a secure area (for example, a filing cabinet or secure storage room) when you go to lunch or leave your desk for any extended time;
- keep personal and employee information in a secure place or system, including personal and employee information saved on electronic devices such as computers and mobile phones;
- make sure you receive a signed confidentiality agreement from any prospective suppliers and customers before providing them with information about Downer; and
- report any misuse of Downer's confidential information to your manager or the Company Secretariat team.

Never



- discuss potentially confidential information or trade secrets with any
- person, including any of our people, unless a person has a business need to know the information;
- disclose information to the public (including to the media) unless you are
- specifically authorised to; and
- use confidential information or trade secrets to gain a benefit for yourself or for another person.

Conflicts of Interest

Conflict of interest means situations in which financial or other personal considerations or interests:

- directly and significantly affect;
- may directly and significantly affect; or
- have or could have the appearance of directly and significantly affecting a person's objectivity and independence in exercising his or her ability to discharge any duty or responsibility to Downer.

You must avoid any situation in which a conflict of your personal interests and the interests of Downer could arise.

You must report any actual or potential conflict of interest to your supervisors or managers as soon as you become aware of the conflict.

Doing business with family and friends

A conflict of interest may arise when you have any business dealings with family members or friends.

You must disclose any potential or actual conflicts of interest to your supervisor or manager as soon as you become aware of the conflict.



?

My brother owns a company which he believes can supply higher-quality and less expensive supplies to Downer than our current supplier. **Can we use his company?**

If you are employed by another employer, or if you are involved in business arrangements outside of Downer, these roles must not interfere with your obligation to Downer.



?

I have developed a friendship with a supplier and I am considering entering into a partnership with him in a business venture unrelated to Downer. **Would this violate any of Downer's policies?**

Gifts and benefits

WHAT IS A GIFT?

Any tangible item of value, including money, alcohol, hospitality, tickets to sporting events and accommodation

WHAT IS A BENEFIT?

Any non-tangible item of value, including preferential treatment or access to proprietary information.

Gifts and benefits received or given must be handled in accordance with the Gifts and Benefits Policy.

The policy sets out obligations of our people and notification and approval requirements for giving or accepting and gift or benefit where it

- is excessive in value (over AUD\$500 or the foreign currency equivalent); or
- is to or from an external party that has given or received another gift or benefit within the last twelve months, irrespective of value.

Anti-bribery and corruption

Downer people must not engage or be involved in bribery and corruption. Breaching these laws is a serious offence and can result in both fines and imprisonment for those involved.

Downer people must not make facilitation payments or get someone else to make a facilitation payment on Downer's or any of our people's behalf.

In summary



Always

- ensure that any arrangement with a third party or agent has a real and demonstrable commercial basis;
- communicate our anti-bribery and corruption obligations to our suppliers and agents and monitor their compliance;
- accurately record all expenditures;
- identify in advance any situations where corruption may occur and put adequate safeguards in place; and
- immediately report to your manager any improper requests for payments or concerns about the legitimacy of any payments that Downer is being asked to make.



Never

- make or pay “kick backs” or any other type of secret commission to any person;
- offer any type of valuable benefit (including gifts and favours) to any person;
- make facilitation payments;
- personally pay for a gift, benefit or anything else of value in order to circumvent Downer’s anti-bribery and corruption obligations.

Standards of
Business Conduct

5. Reporting a concern

Topics

How do I make
a report

Internal report

Our voice

How do I make a report?

Downer's Business Integrity Policy sets out how we deal with reports of behaviour that breaches the Standards of Business Conduct and how we protect our people..

Report any misconduct to your manager, supervisor or manager of your business unit

Or to your local Human Resources team or Company Secretariat team

Or lodge an external report through Our Voice

Our voice

Our Voice is an independent reporting service.

You can access Our Voice from any country in which Downer operates by

Calling 1800 448 041

Reporting online | Emailing

Faxing | Post

24 hours a day

7 days a week

365 days a year