



Civmec Group Code of Conduct

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Introduction

The board of directors (the “Board”) and the senior executives of Civmec Limited (“Civmec” or the “Company”) together with its subsidiaries (the “Civmec Group” or the “Group”) are committed to upholding the highest standards of ethical conduct in the interests of the stakeholders, the wider community, and the environment. Ethical conduct is not merely related to standards of behaviour characterised by complying with the law and the various Civmec Group policies, which are referred to in this standard Code of Conduct (“Code”), but also by acting fairly, honestly, and with integrity.

Civmec Group, its board of directors, Chief Executive Officer (CEO), senior executives, and employees (“Civmec People”) will abide by and ensure every decision and every action complies with this Code.

Purpose and Scope

This Code aims to set a standard of behaviour and culture throughout the Group, which guides Civmec People to perform their work, make decisions, hold themselves accountable for their performance, and protect Civmec Group’s value and reputation.

All Civmec People are expected, at all times, to act consistently with the Code, and this Code applies to Civmec People whenever they are identified as a representative of Civmec Group, which includes outside working hours or the workplace. The Code will also extend to anyone who works for the Group, including suppliers and contractors, regardless of location. Therefore, Civmec People should advise the contractors, consultants, suppliers, and their employees, agents, and subcontractors that they are expected to observe the Code when the Group engages them to perform any work.

Civmec’s subsidiaries may also have their own codes of conduct with specific relevance to their areas of operation. To the extent there is any inconsistency, this Code will apply.

Values and Vision

“Civmec Group’s vision is to grow sustainably, delivering mutually beneficial outcomes for all stakeholders.”

We built the Code based on integrity, openness, accountability, and our culture (the way we think and operate), which is underpinned by our values (“Values”), as follows:



COMMITMENT

Our individual commitment facilitates our success.



INNOVATION

Our innovative approach drives continuous improvement.



VALUE DRIVEN

Our performance driven culture delivers value.



MAKE A DIFFERENCE

Our ability to influence and challenge drives sustainability.



EXCELLENCE

Our pursuit of excellence makes us a world-class service provider.



COLLABORATION

Our focus on working together drives sustainable partnerships.

We stand by our Values and are committed to achieving our targets; our focus on continual improvement and innovation; our performance driven attitude and pursuit of excellence; our confidence to influence and challenge; and our commitment to working together collaboratively with Civmec People, our clients, suppliers, subcontractors or any organisations.

Further details of this section can be found in the Never Assume Charter, Sustainability Policy and Quality Policy.

Working Together

HEALTH, SAFETY AND ENVIRONMENT

“A safe and healthy working environment for all Civec People, and the employees of any supplier, subcontractor or consultant working at a Civec site, is crucial to the continuing success of the business.”

We are committed to the health and safety of everyone impacted by our operations, and to a zero-harm approach to environmental aspects. No topic is more important to us. We always meet all legal requirements at a minimum and strive for industry best practice. The Civec Group’s Critical Safety Essentials is adhered to throughout the business and facilitates a best practice approach to ensuring a healthy and safe working experience for all.

Further details of this section can be found in the Health and Safety Policy, Drug and Alcohol Policy, Smoke and Vape Free Workplace Policy, and Environmental Policy.

We ALWAYS

- Commit to our Never Assume Program.
- Strictly comply with all health and safety rules and procedures.
- Immediately stop any work that is unsafe.
- Identify and report unsafe behaviours, incidences, spills or uncontrolled release of materials.
- Properly use the necessary protective equipment provided.
- Present ourselves fit for work.

We NEVER

- Prioritise other objectives over health and safety.
- Walk past unsafe behaviour or hazards.
- Bend the health and safety rules.
- Undertake work when not fully fit, competent, and trained to do so.
- Ignore the potential impact of our work on the environment.

EMPLOYMENT EQUALITY

“Civec Group is committed to providing equal opportunities in all aspects of employment. The Group will recruit staff based on genuine merit and suitability for the job, without bias or prejudice.”

We deserve and are entitled to equal treatment at work. This includes the opportunities to be hired and promoted. We aim to develop a talented and diverse workforce that represents the wide range of cultures in our community to the benefit of Civec Group. We also adopt a proactive approach to indigenous training and recruitment.

Further details of this section can be found in the Diversity and Inclusion Policy, and Workplace Behaviour Policy.

We ALWAYS

- Recruit and promote on the basis of skill, ability and positive attitude.
- Ensure training and development programs are identified and made available to all employees.
- Ensure the best possible understanding of cultural considerations that may impact workplace experiences.

We NEVER

- Make decisions based on attributes unrelated to job performance (for example, race, impairment, gender, age, religion belief or activity, gender identity or family responsibilities).
- Tolerate any form of discrimination.

HARASSMENT AND BULLYING

“Civmec Group is committed to a safe and fair working environment which is free from violence, aggression, bullying, humiliating or intimidating and bullying behaviour.”

We have a zero-tolerance approach towards any form of harassment and bullying, which includes unwelcome, offensive and/or humiliating behaviour or persistently unreasonable behaviour on any grounds, whether by race, gender, sexual preference, marital status, age, religion, colour, national extraction, social origin, political opinion, disability, family or carer’s responsibilities, or pregnancy. These behaviours have a very serious impact on our work experience and can also impact a person’s life outside of work. Harassment and bullying are also illegal and may lead to penalties for us and for anyone engaging in the behaviour.

Further details of this section can be found in the Workplace Behaviour Policy and Know the Line Induction.

We ALWAYS

- Treat harassment and bullying as workplace hazards in the same way we treat all other health and safety hazards.
- Treat all complaints promptly, privately and seriously.
- Take action against an employee who contravenes this Code, including disciplinary action where appropriate.
- Encourage employees to speak up for themselves or others.

We NEVER

- Tolerate harassment or bullying in any form or under any circumstances.
- Behave in a hostile or unprofessional manner.
- Threaten anyone with physical or verbal violence.
- Engage in sexual harassment, including inappropriate physical contact and suggestions.

Ethical Business Practices

BRIBERY AND CORRUPTION

“Civmec Group conducts business activities with integrity, and does not participate in bribery or corruption, in any form, whether direct or indirect, or whether in the private or public sector.”

We will not engage in corrupt business practices and strictly prohibit bribery and corruption by any director, employee, contractor or other party representing Civmec.

Further details of this section can be found in the Anti-Bribery and Corruption Policy, and Anti-Bribery and Corruption Standard.

We ALWAYS

- Perform our work in lawful and ethical ways.
- Take all practical steps to ensure third parties conduct themselves to the same standards.
- Record substantial gifts and entertainment accurately and transparently.
- Report any evidence of bribery or corruption.

We NEVER

- Make payments greater than the fair value of the goods or services received.
- Make or receive facilitation payments, or grease payments.
- Make unapproved political contributions.
- Take action to circumvent Civmec Group’s accounting controls.

GIFTS AND ENTERTAINMENT

“Civmec Group does not give or receive gifts or entertainment which goes beyond common courtesies, or which could be perceived as compromising a person’s objectivity.”

We require that gifts and entertainment given and received in the course of business must be for a valid purpose or relationship, of modest value, occasional, comply with the law of the jurisdiction and are not intended to facilitate preferential treatment.

Further details of this section can be found in the Anti-Bribery and Corruption Policy, and Anti-Bribery and Corruption Standard.

We ALWAYS

- Exercise care when receiving or offering any gifts or entertainment.
- Ensure that any gifts or entertainment we offer or receive is legal, customary and of reasonable value.
- Record all gifts and entertainment with a value above AUD\$250 given or received in a register.

We NEVER

- Offer gifts or entertainment to government officials, without prior approval.
- Give or receive gifts or entertainment in excess of AUD\$250 in value, without prior approval.
- Offer or accept gifts or entertainment if we think they will impair someone’s objective judgement or improperly influence a decision.
- Offer or accept any cash.

CONFLICTS OF INTEREST

“Civmec People ensure that its personal interests do not conflict with the interests of the Group.”

A conflict of interest arises when Civmec Peoples’ personal activities or interests have the potential to influence someone’s behaviour or actions, which is contrary to the Group’s best interest. It is important to ensure that even an appearance of a conflict of interest is avoided. We promote an individual’s privacy and pursuit of interests outside of work; however, it is important any potential conflict of interests are made known and resolved urgently.

We ALWAYS

- Seek approval from direct managers or the Group Manager HR & IR before proceeding with any business dealings with Civmec Peoples’ family and friends.
- Report any actual or potential conflicts of interest.
- Disclose remuneration bands of all the employees who are related to our directors or the CEO or substantial shareholders in our Annual Report.
- Disclose any close personal relationships that may be perceived as, or have the potential to create, a conflict of interest.
- Remove ourselves from any decision-making process (in particular, contract awards, recruitment and management of personnel) where our independence may be an issue and, where there may be a perceived or potential conflict of interest, we disclose this to our line managers so that it can be properly managed by Civmec, which may include speaking with the HR & IR Department.

We NEVER

- Use our position or internal Civmec knowledge for personal gain, including for our friends and family.
- Accept any outside paid employment or consultancy without prior approval through our direct managers or by Group Manager HR & IR.
- Negotiate fees or prices other than on the basis of fair market value.
- Invest in a supplier or subcontractor or competing company if the investment might influence our decisions.

INSIDER TRADING

“Civmec People do not use material information which is not generally available to the public for the purposes of share trading.”

It is illegal to participate in Insider Trading. Where a person has information about the Company which is likely to impact the share price but is not generally known, the person must keep it confidential and not use the information to trade in Civmec’s shares.

Further details of this section can be found in the Securities Trading Policy.

We ALWAYS

- Keep material information confidential including information about the financial performance of Civmec, the award of significant contracts (to Civmec, or by Civmec to a supplier or subcontractor) or any actual or potential major transactions.
- Check with the Securities Trading Policy and the CEO if we are considering buying or selling Civmec’s shares and are uncertain about whether it is acceptable.

We NEVER

- Buy or sell Civmec Limited shares in reliance on price sensitive information that is not generally available to the public.
- Buy or sell Civmec Limited shares during Closed Periods.
- Communicate price sensitive information to third parties.

ANTI-COMPETITIVE CONDUCT

“Civmec Group promotes fair and open competition in the markets in which it operates.”

Civmec’s corporate policies, internal procedures together with Australia’s competition laws prohibit its officers and employees from engaging in any unlawful anti-competitive behaviour, such as:

- fixing prices of goods and services amongst competitors;
- bid rigging and collusive tendering to enable a competitor to win a bid;
- abuse or misuse of market power, such as restricting competitors from entering or competing in the market;
- exclusivity arrangements that encourage monopolisation; and
- engaging in misleading, deceptive or unconscionable conduct.

The consequences of not complying with these laws can be very serious for both the Group and the relevant Civmec People and extend to significant fines and potential criminal proceedings. There is also significant potential reputational damage flowing from such actions.

We ALWAYS

- Consider the appearance of our interactions with competitors and suppliers, whether in a business or personal setting.
- Maintain independence in all dealings with competitors and suppliers, particularly in respect to marketing and pricing.
- Provide full and accurate information and maintain open, transparent communications.
- Ensure that all subcontractor and supplier awards are made following a competitive bid process.
- Contact the Executive Group Manager Operational Support if we have any concerns or doubts.

We NEVER

- Agree with competitors on the price of our bids.
- Agree with competitors to exclude certain subcontractors or suppliers.
- Intimidate or threaten subcontractors, suppliers or competitors.

Uses of Assets and Resources

USE AND PROTECTION OF PERSONAL INFORMATION

"Civmec Group treats all personal information as confidential."

We are subject to laws which regulate how personal information can be recorded and used. Personal information means documents or information about a person where the identity of the person is apparent or can be worked out from the document or information.

Further details of this section can be found in the Privacy Policy.

We ALWAYS

- Collect only the data that we need for legitimate business purposes.
- Give full and accurate disclosure of why data is being collected.
- Promptly report any loss of data or breaches of confidentiality and do our best to contain the loss or breach.

We NEVER

- Collect unnecessary personal data or keep it for longer than required.
- Share personal data unless it is in accordance with Civmec's policies and procedures.

FINANCIAL CONTROLS AND RECORD KEEPING

"Civmec Group maintains appropriate financial controls to ensure the integrity of our accounts, keep records and adopt reporting practices which are correct and complete."

It is imperative that we maintain financial controls and records for many reasons, including audit and compliance, internal forecasting and timely payment and receipt of funds.

All financial controls are designed in compliance with the Singapore Financial Reporting Standard (International), Australian Accounting standard or other applicable local accounting standard to minimise the risk of any dishonest behaviour.

Further details of this section can be found in the Delegation of Authority Procedure.

We ALWAYS

- Ensure that any financial data we record is correct and supported by primary documentation.
- Comply with the Group's financial controls and report any suspicion of wrongdoing.
- Operate within the limits of the Delegation of Authority, which includes the Governance Authority Matrix and the Expenditure Levels and Limits.
- Fully cooperate with our accountants and auditors.
- Ensure that compliant contract documentation has been finalised and authorised prior to making any commitment and/or to the commencement of any work.

We NEVER

- Knowingly make an incorrect or misleading record for any purpose including any expense claims.
- Sell company assets without proper approval.
- Destroy or amend any records that must be kept in order to comply with an investigation or audit.
- Give verbal instructions to perform work in the absence of contract documentation.

PROTECTION OF ASSETS

“Civmec Group protects its assets and ensures that they are used properly and for legitimate business purposes.”

The Group’s assets are fundamental contributors to, and a demonstration of our success, and all care should be taken to protect them. We also consider our people to be our greatest asset. Other important assets are physical assets like plant and equipment, and also intangible assets such as reputation and business strategy. It is in everyone’s interests that these assets are protected.

Further details of this section can be found in the Security Policy and Delegation of Authority Procedure.

We ALWAYS

- Use all available means to prevent loss or damage to Civmec equipment.
- Use assets and resources for business purposes.
- Seek to ensure that third parties who are using Civmec assets do so lawfully and comply with any relevant management plan(s).
- Challenge and report anything which may compromise the security of the Group’s assets.
- Maintain all Civmec equipment in accordance with manufacturer’s recommendations and/or best industry practice.

We NEVER

- Make assets or resources available to people outside of Civmec or for a non-Civmec purpose.
- Use Civmec assets or resources for personal gain.
- Use Civmec assets to access inappropriate material.

USE OF TECHNOLOGY

“Civmec People use the IT systems responsibly.”

Civmec Group’s IT systems are powerful assets. They include laptops, smart phones, and tablets. They are to be used for business purposes. Any personal use should be reasonable and appropriate.

Further details of this section can be found in the Security Policy, System Access Standard, Corporate Email Usage Standard, Computer Network Internet Access Guidelines and One Drive User Guide.

We ALWAYS

- Use the Group’s IT systems for employment and other business purposes.
- Ensure we protect the Group’s IT systems against loss, damage or theft.
- Advise our IT personnel of any unsolicited emails containing inappropriate content.
- Maintain the security of IT Equipment by logging off when not in use, changing passwords regularly, not sharing passwords and not allowing unapproved external people access.

We NEVER

- Access, create or store any objectionable or offensive material on the Group’s IT systems.
- Use the Group’s IT systems for excessive personal communication, or to harass, bully or discriminate against others.
- Install software without permission.
- Behave recklessly with the content of emails, on the basis they are informal communications.

Engagement with Third Parties

RELATIONSHIPS WITH THIRD PARTIES

“Civmec Group acts with integrity, transparency, respect and professionalism in our dealings with third parties, to promote mutually beneficial relationships.”

We interact with many clients, real and potential, and engage subcontractors, suppliers and consultants of varying size, skills, and track records of working for Civmec. We strive to maintain high standards of behaviour at all times as these relationships, together with our people, are the keys to our success.

Further details of this section can be found in the Investor Relations Policy and Modern Slavery Policy.

We ALWAYS

- Seek to add value to clients’ businesses and always deliver on our commitments.
- Seek relationships with third parties who share a commitment of the standards set out in this Code.
- Seek to resolve any disputes in a non-adversarial, transparent, collaborative and timely manner.
- Comply with the laws of the countries in which we operate.
- Undertake appropriate due diligence before engaging third parties to perform work for us or represent us.
- Communicate honestly and transparently at all times.

We NEVER

- Ignore client requirements or forget that satisfying client requirements is crucial to our success.
- Disregard or conceal the results of any due diligence conducted in respect of third parties.
- Destroy or conceal any documentation requested by a court or official.

MEDIA, PUBLIC DISCLOSURES

“We communicate honestly, accurately and in a timely manner.”

We are dual listed on the Australian Securities Exchange (“ASX”) and Singapore Exchange (“SGX”) and it is crucial that information which we release is timely and accurate, particularly as it may impact trading in Civmec shares and the value of those shares.

Any breach of our continuous disclosure obligations can lead to severe penalties for the Company and our Board, and it can also lead to other legal issues and reputational damage for the Group.

Further details of this section can be found in the Media Policy, Social Media Policy, Continuous Disclosure Policy and Investor Relations Policy.

We ALWAYS

- Obtain the necessary approvals prior to releasing any material to someone outside Civmec.
- Refer any enquiries from the media or investors to the Marketing Department.
- Exercise caution when discussing Civmec matters in public situations.
- Comply with the continuous disclosure obligations under the listing rule of ASX and SGX.

We NEVER

- Misrepresent information.
- Engage with media or investors without full information and approvals.
- Behave recklessly with electronic communications or social media.
- Represent personal views as the company views.

SPONSORSHIP AND DONATIONS

"We support charities and community groups through ethical sponsorships and donations."

As a socially responsible organisation, it is important for us to support our community by giving back through charitable activities and initiatives.

Further details of this section can be found in the Delegation of Authority Procedure.

We ALWAYS

- Ensure a charity is correctly registered.
- Obtain approval from the CEO before making any contributions on behalf of the business.
- Encourage participation in charitable events and non-profit initiatives.

We NEVER

- Promote initiatives that are not aligned with this Code.
- Support organisations with political affiliations or agendas.
- Sponsor individuals, other than through organised events.

Laws and Regulations

"Civmec People are required to understand and comply with the laws and policies that apply to them at all times."

Civmec Group takes its legal responsibilities very seriously and expects Civmec People to do the same.

We are committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. We take a zero-tolerance approach to breach of laws and the Group's policy, and it is our best practice objective that third parties take a similar zero-tolerance approach.

We ALWAYS

- Comply with all laws, regulations and regulatory obligations in each place we do business.
- Comply with all Civmec Group's policies, standards and procedures.
- Ensure everyone working with the Group observes and acts in accordance with the laws and policies.

We NEVER

- Conduct business with any country or organisation which is subject to any UN Security Council sanctions or Australian autonomous sanctions.
- Conduct business with any countries and organisations otherwise prohibited.

Reporting Concerns/Whistleblowing

"Civmec Group aims to provide an avenue for Civmec People and external parties to raise concerns and offer reassurance that they will be protected from reprisals or victimisation for whistleblowing in good faith."

We have a responsibility to detect, prevent and report any violations of this Code and any other suspicious activity or wrongdoing in connection with the Group's businesses. All concerns reported will be treated in confidence and fully investigated, and the identity of the Whistleblower who has raised the concern is only revealed on a 'need-to-know' basis. If anonymity is requested, we will make every effort to ensure such confidentiality. However, if matters need to be referred to the police, it may be necessary for the officer raising the concern to assist the police in their inquiries.

We will not tolerate victimisation of a Whistleblower and any Civmec People found to have victimised another will be subject to disciplinary action.

MECHANISMS FOR CIVMEC PEOPLE TO VOICE CONCERNS

We are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with our direct supervisor or managers, which includes matters in relation to the Group's policies or the Code of Conduct under the Whistleblowing Procedure; whether it is to report any behaviour, to seek approval where required or to seek advice. Our direct supervisor or managers have a responsibility to investigate and keep their department managers fully informed.

If it is not appropriate – for any reason – to engage with our direct supervisor or managers, we may speak to the:

- General Manager of the subsidiary/division in which we are employed or for which we perform work;
- Group Manager HR & IR;
- Chief Operating Officer;
- Chief Executive Officer; and/or
- Whistleblower Line known as the STOPline.

At all times, confidentiality will be maintained to the fullest extent possible and, if requested where a concern is being raised, the identity of the person raising the concern will remain anonymous.

We also need to ensure that the investigation process is not misused. We could be subject to disciplinary action for any deliberately false reporting, such as raising an untrue, unfounded or malicious allegation/s.

However, this should not deter anyone from raising genuine concerns (even if subsequently unfounded but made with good intent) as, in so doing; we will be supported in every possible way.

Further details of this section can be found in the Whistleblowing Procedure.

WHISTLEBLOWER HOTLINE/ STOPLINE

We have established an independent administered 'Whistleblower Hotline' (to be known as the "STOPline") to enhance existing facilities for Civmec People and third parties to report suspected fraud, corruption, and other serious misconduct in connection with the Group's affairs.

STOPline – 1300 30 45 50

The Whistleblowing Line is administered by an independent third-party provider, who will report all disclosures, according to an agreed protocol, directly to the Group Manager HR & IR. The service provider will be required to make quarterly reports to the Audit Committee.

The identity of persons using this facility will be kept confidential, and if anonymity is requested, it will not be disclosed to the Group.

Further details of this section can be found under Appendix 1 of the Whistleblowing Procedure.

TRAINING

We provide training for fraud, corruption and official misconduct awareness during the induction program and toolbox meetings for Civmec People. Managers of the Group are responsible for ensuring that briefings and issues aimed at maintaining awareness of the procedure on fraud risk management are included periodically in team and section briefings. We will ensure that changes to the procedure are promoted throughout the organisation and that significant fraud control initiatives are communicated to employees through existing channels.

Review

We will take into account internal control weaknesses identified through the assessment and investigation in designing the internal audit program. We will maintain a register of recommendations arising out of the assessments and investigations and will report on the progress of responding to those recommendations to the Audit Committee.

The Code has been approved by the Board of Directors of Civec. It is reviewed regularly and continuously improved.



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