

GBL CC02 Business Partner Code of Conduct

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1.2	10 August 2019	CEO	Update for respectful workplace, safeguarding and other
1.3	27 February 2020	CEO	Updated Child Protection requirements
1.4	27 July 2021	CEO	Updated responsible official

Statement

This is a controlled document. The master document is posted on the Company website. Representatives may print off this document for training and reference purposes but are responsible for regularly checking the Company website for the current version.

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1. Purpose

This Policy describes the Company's expectations of Business Partners when conducting business around the world. Business Partners must operate worldwide in a manner fully consistent with the highest standards of conduct including following best practices in integrity and ethics, anti-discrimination, anti-harassment, child protection, prevention of sexual exploitation and abuse, health and safety, anti-corruption and other areas in order to promote good governance and positive impact.

2. Applicability

This Policy is applicable to all Business Partners. Any deviation from this Policy requires the approval of the Responsible Official.

The Company has in place Guidelines, Standard Operating Procedures (SOPs), Business Processes and Tools to support the implementation of this Policy.

The Responsible Official, with input from the business as appropriate, is responsible for preparing and implementing the related Guidelines, SOPs, Business Processes and Tools.

Guidelines, SOPs, Business Processes and Tools may vary with different operating environments if required by local legislation, Client rules and regulations and other factors, subject to the approval of the Responsible Official.

3. Definitions

"Bribery" or "Bribe" means to directly or indirectly offer, promise or provide a financial or other advantage (including hospitality) to another person to:

- ❑ Induce or encourage the other person to perform a function improperly;
- ❑ Induce or encourage the other person to expedite the performance of a routine government action (see "Facilitation Payment"); or
- ❑ Reward the other person for the improper performance of a function.

"Bullying" means repeated unreasonable behaviour over time, where the behaviour causes or has the potential to cause harm to another person or persons.

"Business Partner" means any contractor, subcontractor, grantee, sub-grantee, awardee, sub-awardee, law firm, affiliate, vendor, supplier, landlord or organization providing goods or services to the Company.

"Business Process" means a sequence of linked tasks and related decisions that result in or contribute to the delivery of a product or service.

"Child" or "Children" means a person or persons who is or are below the age of 18, regardless of the age of majority/consent in the relevant country. Where the age of majority/consent in the relevant country is anyone aged 18 or above 18 then that higher age limit shall apply and take precedence.

"Child abuse" means all forms of physical abuse, emotional ill-treatment, sexual abuse and exploitation, neglect or negligent treatment, commercial (e.g. for financial gain) or other exploitation of a Child and includes any actions that results in actual or potential harm to a Child.

"Child abuse material" means material that depicts (expressly or implicitly) a Child as a victim of torture, cruelty or physical abuse.

“Child exploitation material” means material, irrespective of its form, which is classified as Child abuse material or Child pornography material.

“Child pornography material” means material that depicts a person, or is a representation of a person, who is, or appears to be, under 18 years of age and is engaged in, or appears to be engaged in, a sexual pose or sexual activity, or is in the presence of a person who is engaged in, or appears to be engaged in, a sexual pose or activity, and does this in a way that a reasonable person would regard as being, in all the circumstances, offensive.

“Client” means any individual or entity who engages the Company to provide goods or services.

“Commercial Sex Act” means any sex act on account of which anything of value is given or received.

“Compliance” means adherence to laws, codes, regulations, rules, standards, policies, and guidelines concerning proper conduct, management, and business transactions.

“Conflict of Interest” means when a Business Partner’s interests are (or potentially are) inconsistent with or are (or potentially are) otherwise in opposition to the interests of the Company, the Company’s Clients, or the Company’s stakeholders.

“Company” refers to Palladium Group Holdings Pty Ltd and all of its subsidiaries or related companies.

“Corruption” means the abuse or perversion of entrusted power, including the expectation of impartiality, for private or unlawful gain.

“Discrimination” is any unfair treatment or arbitrary distinction based on personal characteristics such as age, gender, sexual orientation or identity, disability, marital or parental status, pregnancy, religious belief or activity, political belief or activity, race (including colour, national origin or ethnicity) or citizenship.

“Diversity” refers to the individual differences and variety of characteristics that we all bring to the Company.

“Duty of Care” refers to the obligation of the Company and Business Partners to take reasonable care to prevent foreseeable harm to any Representative or employee of the Business Partner and provide a safe system of work.

“Facilitation Payment” means a direct or indirect payment to a Public Official to carry out or expedite the performance of a routine government action. Routine government actions include, but are not limited to, clearing customs, processing visas and scheduling inspections.

“Fraud” means dishonestly obtaining a benefit or causing a loss by dishonest or other improper means.

“Graft” means the misuse of authority for personal gain.

“Guidelines” means the written elaborations on Company policy that provide further information and interpretation for the implementation of policy.

“Guiding Principles” means the principles to which all Company Representatives commit to aligning their behaviours in order to create and deliver a successful Company culture.

“Harassment” means any improper and unwanted behaviour that makes a person feel threatened, intimidated, degraded, humiliated or offended.

“Inclusion” means ensuring that the right conditions are in place so that every person is able to achieve their full potential regardless of personal characteristics, socioeconomic background or personality type.

“Intellectual Property” means rights including, but not limited to, patents, copyrights, and trademarks, with regard to goods and/or services and other materials which bear a direct relation to or are produced, prepared, or collected in consequence of or in the course of the execution of an agreement or contract with the Company.

“Personally Identifiable Information” means any data that could potentially identify a specific individual or any information that could be used to distinguish one person from another and can be used for de-anonymising anonymous data.

“Privacy” means a person’s right to control access to his or her personally identifiable information.

“Prohibited Act” means any offence under any applicable statute in any jurisdiction.

“Public Official” means an elected or appointed executive, administrative, legislative or judicial officer or employee of a country, state, territory, or political subdivision thereof; an officer or employee of a public international organisation; or an officer or employee of a public enterprise or public body, including officers or employees of State owned or controlled entities. In addition, Public Official includes any person who performs a public function or exercises public authority, by employment or contract, for any branch of the national, state, local or municipal government of any country or territory. Public Official also includes employees or officers of political parties as well as candidates for political office.

“Representative” means an Employee or any person who has an independent individual contractual relationship with the Company, whether as a contractor, consultant or agent of the Company. This includes non-executive directors of the board.

“Safeguarding” means action taken by the Company to protect the beneficiaries and communities with which we work, our Representatives and Clients from harm

“Security” means a stock, bond, note or debenture, as well as options, warrants and similar instruments related to such stock, bonds, notes or debentures.

“Sexual Abuse” is any actual or threatened physical intrusion of a sexual nature, whether by force or under unequal or coercive conditions.

“Sexual Exploitation” means any actual or attempted abuse of position of vulnerability, differential power, or trust, for sexual purposes, including but not limited to, profiting monetarily, socially, or politically from the sexual exploitation of another.

“Sexual Harassment” means unwanted sexual advances, request for sexual favour, verbal or physical conduct or gesture of a sexual nature, or any other behaviour of a sexual nature that might reasonably be expected or be perceived to cause offence or humiliation to another. Any gender can be either a victim or offender.

“Standard Operating Procedures” or “SOPs” are the detailed written descriptions of Business Processes that aim to ensure consistency and quality in process execution.

“Tool” means templates, forms, charts, informational and any other material prescribed for use in conjunction with an element of a Policy, Guideline, Business Process and SOPs.

“Trafficking” means the recruitment, transportation, transfer, harbouring or receipt of persons, by means of the threat or use of force or other forms of coercion, abduction, fraud, deception, the abuse of power or a position of vulnerability or the giving or receiving of payments or benefits to achieve the consent of a person having control over another person, for the purpose of exploitation.

4. Policy

4.1. Integrity and Ethics

4.1.1. General Integrity

The conduct of Business Partners is a direct reflection on the Company and the Company's values and Guiding Principles.

Business Partners are required to:

- ❑ Observe and abide by all applicable laws and regulations, including relevant treaty obligations and internal policies, both in the countries where the Business Partner is registered and, if different, in the countries where the Business Partner is doing business;
- ❑ Read and comply with all Company Policies, Guidelines, SOPs and Business Processes applicable to Business Partners;
- ❑ Conduct business in a truthful, honest, diligent, transparent, and ethical manner;
- ❑ Treat Clients, employees, suppliers, consultants, Representatives, communities with which we work and others with whom Business Partners interact, fairly, humanely, and with proper regard for their human rights and obligations;
- ❑ Respect cultural differences among Clients, employees, suppliers, consultants, Representatives and others with whom Business Partners interact and conduct themselves in a manner that will not reflect adversely on the Company, its shareholders, Clients, partners, or the wider community; and
- ❑ Honour commitments and keep confidences.

4.1.2. Accountability

The Company holds Business Partners accountable for their conduct and expects all Business Partners to adhere to the spirit and letter of this Policy. To ensure compliance with this Policy, the Company asks its Business Partners to:

- ❑ Review this Policy and commit to abide by it;
- ❑ Ensure that questions about this Policy are addressed promptly and all employees of Business Partners know how to seek guidance about complying with this Policy;
- ❑ Ensure that non-compliant conduct is reported through any means including Company email, telephone, or the Company Whistle-blower mechanism as soon as practicable; and
- ❑ Report any known or suspected unlawful or unethical conduct related to the Company.

Self-reporting of non-compliance is encouraged.

The Company will investigate any credible report of a violation of this Policy or any unethical or unlawful conduct.

4.1.3. Transparency and Record Keeping

The Company is committed to transparency in all business dealings. The Company maintains a comprehensive system of record keeping. Business Partners must ensure that all official records are

properly identified and maintained according to the Records Management Policy. The records are required to be true and accurate and any intentional misuse, editing, or handling of the official records is prohibited.

4.1.4. Duty of Care

Employees of Business Partners come under the Duty of Care of the Business Partner and the Business Partner must manage risks associated with the performance of work. Unless otherwise indicated, the Company is not responsible for security arrangements, health, or safety of individuals and/or property that is the responsibility of the Business Partner. The Company expects that the Business Partner will hold appropriate levels of insurance to protect their interests and the interests of the Company and Company Representatives.

4.1.5. Tax

Business Partners will comply with all obligations to pay taxes, duties, and charges imposed or levied in the countries in which the Business Partner is registered and in the countries in which the Business Partner is doing business as required by law including all taxes, entitlements, other statutory charges and/or any other amounts payable to personnel in the relevant jurisdiction.





4.1.6. Procurement

Business Partners must follow the principles of fair competition and compete honestly, transparently, and fairly for potential contracts, grants, and other opportunities. Business Partners should always seek to outperform competition in a fair and honest manner and seek competitive advantage through superior performance. Business Partners will not collude with competitors when bidding for contracts and, if collusion is brought to the Company's attention it will be investigated and addressed without delay. Business Partners are required to follow all applicable procurement laws and regulations. In a tender process, Business Partners will, to the best of their ability, provide accurate and truthful information and will not misrepresent their approaches, capabilities, or pricing.

Business Partners must never ask for or receive preferential treatment or special privileges or make use of information they are not authorised to have, including non-public documents or other proprietary data, including information released to the Company under Non-Disclosure Agreements. Representatives. Business Partners must not take unfair or improper advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other illegal or unethical trade practice. Business Partners will not attempt to influence Public Officials or other Clients with payments, gifts, offers of employment, or otherwise unlawful conduct.

4.1.7. Anticorruption/Bribery/Graft

Business Partners must be committed to honesty, transparency, and fairness and have zero tolerance for Bribery, including making Facilitation Payments or Graft. Business Partners will reject Corruption in all of its forms and comply with the spirit and letter of all applicable anticorruption laws and regulations. Business Partners are required to:

-  Reject Corruption in all of its forms, including Bribery, making Facilitation Payments, Graft or any Prohibited Act;
-  Understand and appreciate that Bribery and Graft are unlawful and therefore strictly prohibited, regardless of jurisdiction or circumstance;
-  Adopt and enforce all policies that prevent Corruption in the conduct of business;
-  Ensure that no Public Official benefits financially or in any other unlawful way from the relationship with the Business Partner (or any Client);

- ❑ Operate with an adequate system of internal accounting controls and maintain accurate records that document relevant transactions; and
- ❑ Immediately inform the Company, if information is discovered indicating that a Prohibited Act has been committed, has been requested, or otherwise suggested by any person, including a Public Official or private individual, in connection with, in the relationship with, or work for the Company.

Business Partners must not:

- ❑ Directly or indirectly, commit or attempt to commit, any Prohibited Act, including Bribery, Graft or making a Facilitation Payment;
- ❑ Directly or indirectly, receive a Bribe;
- ❑ Use their authority for personal gain; or
- ❑ Offer, provide or receive unlawful gifts, benefits, hospitality, advantages, courtesies or entertainment from a Public Official where a reasonable person could interpret the offer, provision or receipt as a Prohibited Act made in connection with the Representative's duties, status or authority.

Hospitality is permitted under specific circumstances. Bona fide hospitality or other business expenditure with the aim of presenting the Business Partner, Company or its products or services, or establishing cordial relations is permitted. However, hospitality or promotional expenditure can be misinterpreted as Bribery and Business Partners must keep in mind appearances and perceptions and not offer hospitality where it could be mistaken to have the intention of influencing a Public Official to secure a business advantage, to perform a function improperly, or to expedite the performance of a routine government action.

Receipt and provision of gifts, benefits or entertainment must be notified on relevant registers kept for that purpose in accordance with a relevant Business Process.

4.1.8. Intellectual Property

Unless otherwise specified, all Intellectual Property developed in the course of the business relationship between the Company and the Business Partner remains the property of the Company or, where contractually specified, the property of its Clients.

Business Partners are required to comply with all applicable laws, rules and regulations Company policies and procedures and contractual policies and procedures of Clients covering Intellectual Property rights.

4.1.9. Scientific integrity

The Company is committed to the highest standards of scientific integrity when performing any science-based and research-oriented work. These include ensuring that research and science-based work is grounded in documented approaches, is supported by validated data and information, and that results and conclusions are independent and unbiased.

Business Partners are required to ensure that there are no actual or perceived Conflicts of Interest that might bias work they are undertaking or otherwise call into question the validity or accuracy of their work. Business Partners will not falsify, fabricate, or misrepresent data or results, even if pressured to do so by internal or external sources. Due credit must be given when the work is not the Business Partner's own. If the Business Partner is involved in any research work involving human subjects, then it must follow the highest standards, ethical considerations, laws, rules and regulations applicable and take great care to interact with any human subjects with empathy and respect.

4.1.10. Fraud/waste/abuse

The Company does not tolerate fraudulent activity, waste of Company or Client resources, or abuse of authority by Business Partners. Business Partners are required to prevent, detect, and report Fraud, waste, abuse, or any other Prohibited Acts about which they know or reasonably should have known. The Company Whistle-blower mechanism is available to report confirmed or suspected violations and Business Partners and their employees are expected to cooperate fully if and when investigations are undertaken.

4.1.11. Conflicts of Interest

The Company believes in open and transparent business dealings. Business Partners must separate their own personal interests from those of the business transaction with the Company. Conflict of Interest arises when, for example, a Business Partner, their employee or any member of his or her immediate family, his or her partner, an organisation that employs or is about to employ any of the above, has a financial or other interest in, or will receive a tangible personal benefit from, an action taken by the Business Partner. Actual or potential Conflicts of Interest must be reported immediately to the Company so that action can be taken to manage and mitigate the Conflict of Interest, including but not limited to the exclusion of the Business Partner from any relevant decisions.

Sexual relationships between Business Partners, their employees and/or with others connected with the Company's projects or suppliers may be a Conflict of Interest and are strongly discouraged. Accordingly, any and all such relationships must be disclosed to the Company.

In the event that a Business Partner is subject to codes or rules of conduct other than those contained in the Company Policies, Guidelines, SOPs or Business Processes (such as other professional codes), and a conflict arises between these codes, it is the Business Partner's responsibility to bring the conflict to the attention of the Company for resolution.

4.2. Privacy and Information Protection

4.2.1. Privacy Protection, Responsibilities and Expectations

The Company's Privacy Policy sets out the details of the collection, storage, use, disclosure, access to, and correction of Personally Identifiable Information by the Company.

Protecting sensitive and Personally Identifiable Information and preventing its misuse are essential to ensure that the Company maintains the highest standards of professional conduct, including complying with data protection legislation wherever the Company carries out its business. Business Partners, Clients and beneficiaries have a right to be protected against unwarranted infringement of their privacy resulting from the collection, maintenance, use and dissemination of their personal information. The Company is dedicated to the protection of the information we hold and to the prevention of actions that could result in harm, embarrassment, inconvenience or unfairness to anyone with whom or with which the Company has a relationship.

All Business Partners are responsible for protecting sensitive and Personally Identifiable Information from unauthorised exposure and reducing the volume and types of Personally Identifiable Information to only that which is necessary for business functions. Business Partners must protect the Personally Identifiable Information they collect, handle, maintain and transmit and they must use proper collection, storage, transmission and disposal methods. Further, Business Partners must not access Personally Identifiable Information they do not need to complete their job functions and must not disclose Personally Identifiable Information to unauthorised parties.

Failure to protect Personally Identifiable Information may result in immediate termination of all business relationships with the Company. All Business Partners are obligated to notify the Company if they discover any actual or potential privacy breaches.

Users of Company information systems have no reasonable expectation of privacy. This means that any information transiting or stored on a Company system can be monitored, intercepted, searched and seized by the Company. Further, any information transiting or stored on a Company system may be disclosed or used for any lawful governmental purpose including law enforcement, public health or security purposes.

4.2.2. Access to and Protection of Information

In the performance of their duties, Business Partners may be granted access to many sources of information, confidential or otherwise. Any information provided as part of a Business Partner's duties or any information to which the Business Partner has access must be used only for official purposes. Business Partners will not make any unauthorised, improper, or unlawful use of any information made available to them in the performance of their duties. Further, Business Partners will not access information without an official purpose related to the performance of their duties.

4.2.3. Access to and Protection of Resources

In the performance of their duties, Business Partners must also protect Company resources. Business Partners are expected to:

- ❑ Use or manage both human and material resources efficiently and effectively;
- ❑ Avoid waste, misuse, and abuse of Company resources and conserve and protect Company assets;
- ❑ Ensure that all facilities, physical resources, and other property belonging to or leased by the Company are given due care and maintenance; and
- ❑ Budget honestly.

The Company reserves the right to immediately terminate any business relationships for violations relating to access to and protection of information and misuse of Company resources.

4.2.4. Information Communication Technology Systems Use

All Company information communication technology systems, including email and any connected computer communications network, server, individual computer workstation, laptop, or Smartphone may only be used for business purposes, subject to the following. The Company will permit limited personal use of the information technology systems as long as the personal use does not interfere with the Business Partner's work or incur an unreasonable expense to the Company. Business Partner use of information technology systems is a business privilege and, as such, the Company reserves the right to immediately terminate any business relationship for violations relating to use of the information technology systems.

The following are some examples of unacceptable and, therefore, prohibited actions involving the Company information technology systems. Actions include, but are not limited to:

- ❑ Excessive use of Company information technology systems for personal use;
- ❑ Intentionally inefficient or wasteful use of Company assets or resources;
- ❑ Unauthorised access or use of any information technology system;
- ❑ Intentional disruption of the Company's internet service, a third party's internet service, and/or the global internet;
- ❑ Compromising or damaging the integrity of or misusing any host/server information technology assets or resources;
- ❑ Compromising the privacy of any Company or third party users;

- ❑ Violating information rules, regulations or policies in the jurisdiction in which the Business Partner is registered or performing work;
- ❑ Compromising corporate proprietary or otherwise sensitive information; and
- ❑ Using information communication technology systems to violate corporate policies or procedures, including sending or forwarding emails that violate any of the Company's policies.

Although the Company has software to detect known viruses, Business Partners must be aware that pirated software, email or basic internet use can introduce viruses into their computer, the corporate network and broader information technology systems. Caution should be used when opening emails and files from unknown senders and downloading content from the internet.

Business Partners who are unsure of their obligations in relation to any aspect of information communication technology system use in the workplace should contact the Company for advice and assistance.

4.3. Respectful Workplace

The Company supports Diversity and Inclusion and is committed to nurturing a positive workplace environment in which all Representatives and Business Partners are treated with respect and dignity. We foster a culture that is diverse, inclusive and respectful. The Company encourages a workplace free of Discrimination.

All Business Partners are expected to demonstrate professional and respectful behaviours in the workplace, at Company events, and/or under any circumstances when representing the Company. This includes business travel and time spent at Company related social events, whether held on or off Company premises and whether during or outside working hours.

Discrimination, Harassment and Bullying, in any form, are unacceptable. Business Partners are expected to adhere to the requirements of this Code of Conduct and to proactively report on Discrimination, Harassment, Bullying or other breaches of the Company's policy.

Management of poor performance or poor conduct does not constitute Discrimination, Harassment or Bullying when it is conducted in accordance with the relevant Company Guidelines.

4.3.1. Anti-Discrimination

The Company values Diversity and employs and partners with individuals and organisations from a diverse range of backgrounds, cultures and races. The Company is committed to an open, inclusive and Discrimination-free workplace.

The Company is dedicated to promoting an accessible and inclusive workplace where all reasonable accessibility requirements and requests will be considered and, where reasonably possible, accommodated.

Business Partners must not engage in any Discrimination including, but not limited to, the following:

- ❑ Refusing to hire or promote Representatives on the basis of any personal characteristics that are not relevant to the requirements of the role;
- ❑ Terminating Representatives on the basis of any irrelevant personal characteristics;
- ❑ Refusing to provide reasonable accommodations for those Representatives with disabilities; and
- ❑ Refusing to excuse Representatives for documented, medically necessary appointments related to a personal characteristic.

4.3.2. Anti-Harassment

Harassment of any kind is unacceptable and is not tolerated inside or outside of the workplace. It can include a one-off incident or a series of incidents. Business Partners must not engage in any form of Harassment.

4.3.3. Anti-Bullying

Bullying is unacceptable and is not tolerated inside or outside of the workplace, or inside or outside working hours, when the parties involved are also colleagues or Business Partners.

4.3.4. Grievances

The Company encourages an open environment in which all Business Partners can raise their work-related concerns, complaints or grievances fairly, honestly and responsibly. The Company acknowledges that to achieve a fair, equitable and productive work environment, there must be a transparent and consistent process for resolving grievances. The Company aims, as far as practicable, to achieve a fair and prompt resolution to individual grievances raised by Business Partners in the course of their employment or interaction with the Company.







4.4. Safeguarding

The Company commits to work with internal and external stakeholders to protect the safety and welfare of the beneficiaries and communities with which we work, our Representatives, and our Clients. We foster a culture of Safeguarding at all times and support those who have experienced abuse.

4.4.1. Child Protection

The Company is committed to upholding the values and purpose of the UN Convention on the Rights of the Child, which requires that Children will be protected from performing any work that is likely to be hazardous, interfere with a Child's education, or is harmful to a Child's physical, mental, spiritual, moral or social health. Regardless of the jurisdiction in which the Business Partner is registered or doing business, these activities are prohibited.

The Company has a zero tolerance of Child abuse and expects the same commitment to Child protection from Business Partners. Specifically, Business Partners will:

-  Establish and maintain an environment that promotes and enables Children's participation and is welcoming, culturally safe and inclusive for all Children and their families;
-  Involve Children in making decisions about activities, policies and processes that concern them, wherever possible;
-  Treat Children and their families with respect and value their ideas and opinions regardless of race, colour, gender, sexual orientation or identity, physical or mental health, language, religion, political or other opinion, national, ethnic or social origin, property, birth, or other protected and/or irrelevant characteristic;
-  Whenever possible, ensure that another adult is present when working in the proximity of Children;
-  Use any computers, mobile phones, video and digital cameras, personal electronic devices, and social media appropriately, and never to exploit or harass Children or to access Child exploitation material through any medium;
-  Refrain from physical punishment or physical discipline of Children;

- ❑ Refrain from hiring Children for domestic or other labour;
- ❑ Comply with all applicable laws, rules, and regulations concerning Child protection, including laws in relation to Child labour;
- ❑ Respond to any concerns or complaints of Child abuse in line with the complaints handling procedure; and
- ❑ Immediately disclose to the Company all charges, convictions and other outcomes of any offences that relate to Child exploitation and abuse, including (in countries where this is applicable) those under traditional or customary law.

Business Partners will not:

- ❑ Use language or behaviour towards Children (including via online communication) that is inappropriate, harassing, abusive, sexually provocative, demeaning, or culturally inappropriate;
- ❑ Engage in any activity that is likely to physically, sexually or emotionally harm a Child;
- ❑ Engage Children in any form of sexual activity. Mistaken belief in the age of a person is not a defence;
- ❑ Arrange personal contact, including online contact, with Children associated with the Company's project or activity for a purpose unrelated to that project or activity;
- ❑ Invite unaccompanied Children into the Representative's home or place of residence;
- ❑ Be alone with a Child unnecessarily or sleep close to unsupervised Children;
- ❑ Supply alcohol or controlled drugs to Children except medications under an approved administration of medication plan;
- ❑ Work with Children while under the influence of alcohol or prohibited drugs;
- ❑ Disclose personal or sensitive information about a Child, including images of a Child, unless the Child and their parent or legal guardian consent, or unless required to by the Company policy and procedure on reporting; and
- ❑ Ignore or disregard any suspected or disclosed Child harm or abuse.

When photographing or filming a Child for work-related purposes, Business Partners will:

- ❑ Assess and endeavour to comply with local traditions or restrictions for reproducing personal images before photographing or filming a Child;
- ❑ Explain how the photograph or film will be used and obtain consent from the child's parent or legal guardian before photographing or filming a Child;
- ❑ Ensure photographs and films however recorded and stored present Children in a dignified and respectful manner and not in a vulnerable or submissive manner;
- ❑ Ensure that Children are adequately clothed and not in poses that could be seen as sexually suggestive;
- ❑ Ensure images are honest representations of the context and the facts; and
- ❑ Ensure that physical and electronic labels of photographs and films do not reveal identifying information about a Child.

It is the responsibility of Business Partners to use common sense and good judgment to avoid actions and behaviours that could be construed as Child abuse.

Business Partners are required to report concerns or allegations of Child abuse, or other conduct inconsistent with this Policy, to the Company through any means including Company email, telephone, or the Whistle-blower mechanism.

4.4.2. Prevention of Sexual Exploitation, Abuse and Harassment

Sexual Exploitation, Sexual Abuse, and Sexual Harassment are unacceptable and prohibited conduct for all Business Partners. For example, it is prohibited for Business Partners to engage in:

- ❑ Any act of sexually humiliating, degrading or exploitative behaviour;
- ❑ Any type of sexual activity with Children. Mistaken belief in the age of a person is not a defence;
- ❑ Exchange money, employment, goods or services for sex regardless of whether or not this is illegal in the relevant country;

All Business Partners must encourage an environment that prevents Sexual Exploitation, Abuse and Harassment. Managers at all levels have responsibilities to support and develop systems which maintain this environment. All Business Partners must report any concerns regarding Sexual Exploitation, Abuse, and Harassment through established reporting mechanisms.

4.5. Environment, Health and Safety

4.5.1. Sustainability and the Environment

Business Partners will engage in environmentally sustainable development, promote conservation and sustainable use of natural resources, conservation of bio-diversity and heritage sites and disaster risk reduction planning, ensuring Compliance with environmental protection legislation in the countries where the Business Partner is registered and the countries where the Business Partner works.

4.5.2. Health and Safety

Business Partners will provide a safe working environment that protects the health and wellbeing of their employees. The Business Partner will comply with all work health and safety legislative requirements and, in doing so, focuses on actions to prevent harm and ensure reasonable care of all employees.

4.5.3. Anti-Narcotics and Drug-Free Workplaces

The Business Partner will maintain a drug-free workplaces and not tolerate the manufacture, sale, transportation, distribution, possession, or use of any drug or narcotic substance deemed to be illegal in the countries in which the Business Partner is registered or is performing work. The Business Partner will use its best efforts to ensure that payments provided to or by the Business Partner do not provide direct or indirect support or resources to entities and individuals involved in drug trafficking.

4.5.4. Antipersonnel Mines

The Company does not do business with Business Partners who are engaged in the sale or manufacture of antipersonnel mines or components used in the manufacture of such mines. The Business Partner confirms that it is not involved in the sale or manufacture of these items.

4.6. International Governance

4.6.1. Political Activity

The Company respects and supports Business Partner's rights to engage in civil society in their personal capacity. Business Partners are free to engage in political activity in their country of citizenship providing that their involvement is not in conflict with their obligations to the Company or is during work hours and does not use Company resources. Business Partners who engage in political activity are prohibited from representing that the Company endorses or is in any way associated with their political activity or other political activities of any type.

4.6.2. Human Trafficking

The Company does not tolerate or condone the transportation, sale or otherwise Trafficking of human beings for profit or otherwise. Regardless of the jurisdiction in which the Business Partner is registered or doing business, these activities are prohibited.

Business Partners will prohibit transactions with, and the provision of resources and support to, individuals and organisations associated with human Trafficking. Further, Business Partners must not:

- ❑ Engage in any form of Trafficking in persons;
- ❑ Procure a Commercial Sex Act; or
- ❑ Use forced labour in the performance of any work.

4.6.3. Terrorism

The Company does not tolerate or condone the engagement, directly or indirectly, in terrorism or in the financing of or support to terrorists. Further, the Business Partner must use its best efforts to ensure that payments provided to or by the Business Partner do not provide direct or indirect support or resources to entities and individuals involved in terrorism. Transactions with, and the provision of resources and support to, individuals and organisations associated with terrorism are prohibited.

4.6.4. Sanctions

The Company expects Business Partners to abide by the sanctions put in place by the international community including but not limited to the United Nations, the European Union, the United States Office of Foreign Asset Control, the United Kingdom Foreign and Commonwealth Office, and the Australian Department of Foreign Affairs and Trade.

The Company expects Business Partners to abide by sanctions related, but not limited to:

- ❑ Counter Narcotics Trafficking;
- ❑ Counter Terrorism;
- ❑ Non-Proliferation;
- ❑ Rough Diamond Trade Controls; and
- ❑ Transnational Criminal Organisations.

Updated sanctions lists can be found here:

<http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>

<https://www.gov.uk/sanctions-embargoes-and-restrictions>

<http://hmt-sanctions.s3.amazonaws.com/sanctionsconlist.htm>

<http://www.un.org/sc/committees/consolidated.htm>

<http://dfat.gov.au/international-relations/security/sanctions/Pages/consolidated-list.aspx>

5. Duty to Comply

It is the responsibility of each Business Partner to comply fully with this Policy. Failure to comply may result in immediate termination of any business relationship or other appropriate action.

6. Reporting

Business Partners are required to report violations of this Policy to the Company or through the Company's Whistle-blower mechanism.