

CODE OF CONDUCT



AUGUST 2021

Our Code of Conduct

Overview

Our Code of Conduct (“Code”) sets out the key standards of ethical conduct and behaviour required by the Tonkin + Taylor group of companies (“we”/“us”/“our”) of each of our people and suppliers (“you”/ “your”).

Under Our Pathway, our purpose is that: Together we create and sustain a better world.

Our Pathway identifies our key values as being:

- Everyone matters
- Empowered to deliver
- Excellence every day

To fulfil our purpose and strategy, and live our values, we commit to doing the right thing and acting with integrity.

Our Code governs the way we do business and how we conduct ourselves with our clients, our colleagues, our suppliers, and the communities we operate in. It provides a framework for ethical decision making to help you successfully navigate issues and to do the right thing, consistent with our values. It is the way we live Our Pathway and support execution of our strategy.

Our people are the face of our business and the Code is a commitment that our people will lead the way and commit to:

- Speaking up
- Acting with integrity and in accordance with our values
- Upholding professional standards
- Complying with applicable laws
- Making ethical decisions
- Supporting the environment and community we operate in
- Ensuring our legacy and reputation is protected and enhanced

All our managers and leaders are responsible for leading by example and supporting us to ensure that our people and suppliers are aware of and adhere to their obligations under this Code (and supporting policies).

Our Ethics Committee, which comprises senior officers and directors of our business, is responsible for periodic monitoring and review of this Code (and supporting policies) and investigating any incidents. The Ethics Committee may report matters related to this Code and supporting policies directly to our T+T Group Board of Directors.

Our internal audit department will periodically audit compliance with this Code (and supporting policies), or as may be otherwise requested by the Ethics Committee or the T+T Group Board of Directors.

Who does this Code apply to/ What are my responsibilities?

This Code applies to all our:

- Full time, part time and casual employees and directors (“our people”); and
- Suppliers, contractors, subcontractors, subconsultants, joint venture partners, business partners and agents (“our suppliers”) as relevant to their relationship with us, as further detailed in our Procurement Policy and processes.

It is our expectation that you will:

- Read and understand this Code and supporting policies, and adhere to them;
- Seek advice on any aspect that may be unclear or for advice on the best course of action to take when in doubt;
- Report any suspicions or allegations of behaviour inconsistent with this Code and supporting policies, including any possible or actual breaches of this Code or supporting policies by any of our people or suppliers, (refer “Speak up” below);
- Immediately disclose to us if you have any conviction for any offence under applicable laws relating to this Code, or supporting policies, or have been charged with or are being investigated for any such offence, either before or during your employment with us or undertaking any work for us.

From time to time, you may receive enquiries or requests for information from statutory or other authorities or private parties in relation to laws covered by this Code of Conduct. It is important that any such enquiries or requests are referred to our Ethics Committee, and that no one releases any information in relation to any such enquiry, even verbally, without prior clearance from our Ethics Committee. It is our policy to cooperate with applicable authorities, however we have certain legal rights which we are entitled to rely on without compromising our position.

Our Code of Conduct

What is the scope of our Code of Conduct?

This Code sets out our key standards of ethical conduct and behaviour. As well as this Code, our business has a number of supporting policies and processes that are issued and updated from time to time.

This Code and our relevant policies and procedures cannot describe every situation, law or policy that may apply. You need to exercise good judgment, always act in a manner consistent with this Code, and seek advice when appropriate. Before you make a decision, it is useful to apply the following tests:

- How would you feel if you were treated in this way?
- How would your actions be reported by the media?
- How would your actions be viewed by your friends and family?
- Would you be confident in explaining your actions to colleagues, senior management or relevant authorities?

In some cases, complying with this Code or our relevant policies and procedures may require doing more than the law requires. To the extent of any inconsistency between relevant requirements, the requirement imposing the higher standard will apply.

Sometimes we are required to comply with third party policies and procedures, such as client policies as required by our client contracts, and policies of landowners or other parties in control of a site that we are accessing. With our support, it is the responsibility of all of our people and suppliers to be familiar with applicable policies and processes and comply with them.

Why is it important to comply with this Code?

Non-compliance with this Code, our relevant policies and procedures, or applicable laws can substantially harm our reputation or our people. We could be excluded from participating in public procurement or be blacklisted by clients. We could also be subject to legal proceedings or investigation and sanctions by regulators.

A breach of this Code, our relevant policies and procedures, or applicable laws may also, after investigation, be considered as misconduct or serious misconduct and result in appropriate action which may include disciplinary action, dismissal (or immediate termination of your engagement with us if you are a supplier) and/ or reporting to appropriate authorities. Individuals may face substantial fines and/ or imprisonment if convicted of illegal activities, civil legal proceedings to recover losses, as well as investigation and sanctions by regulators and professional bodies.



Our Code of Conduct - Our Ethical Principles

We speak up

We promote openness and a culture of care, courage and collaboration, where everyone feels comfortable asking questions, speaking up, and working towards solutions.

If you have any questions in relation to this Code, or are in doubt about the right thing to do in a particular circumstance, we encourage you to seek advice from your manager, the People + Capability Team, or the Risk Team as appropriate, or, if you are a supplier, our contact person for your engagement.

If you are aware of any known, potential or suspected breach of this Code, it is important that you speak up promptly to:

- Your manager or, if you are a supplier, our contact person for your engagement; or
- Where it is not practical for you to notify the above person (e.g. because your concern involves that person), email our Ethics Committee (ethics@tonkintaylor.co.nz), or contact us on +64 9 355 6000 and ask to speak to a member of our Ethics Committee.

Any of our people or suppliers who raise a genuine concern in relation to any known, potential or suspected breach of this Code has a right to remain anonymous, with their identity treated confidentially unless they have provided their prior written consent or as authorised or required by law.

All concerns raised will be taken seriously, and all reported actual, potential or suspected breaches will be investigated in good faith promptly, thoroughly, and consistent with applicable law. The person who raises the concern will be kept informed of the progress and outcome.

We will not tolerate any form of victimisation, unfair disadvantage, or retaliatory action against any person for reporting genuine and reasonably held concerns in relation to this Code. Any such victimisation will itself be a serious breach of this Code.

This Speak Up policy is not intended to apply to or take the place of our separate policies and processes in relation to resolving employee relationship problems (including personal work related grievances) raised by employees, such as:

- an interpersonal conflict between you and another employee;
- a decision about your engagement, transfer, promotion, or terms and conditions of engagement;
- a decision to suspend or terminate your engagement or commence another discipline process.

We are dedicated to professionalism and excellence

“Excellence every day” and “Empowered to deliver” are values under Our Pathway. These support our strategy to *“continually strive to be better – for our people, our clients & our communities”*. Our reputation is highly dependent on the general conduct of our people and suppliers and on their professionalism in all facets of service.

You must perform your work and act at all times in a manner that will not bring our business into disrepute. We expect you to undertake your work to a high standard, with integrity and in an honest and professional manner, in accordance with the standards and code of ethics of any relevant professional organisations and according to the conditions of your individual contract with us.

It is important that you ensure that appropriate quality assurance and risk management procedures are applied to all output creation, in accordance with our policies and processes.

You must maintain the qualifications and accreditations applicable to your relevant profession/nature of work you do and/ or be supervised as required by law or any higher requirement under our policies.

Our Code of Conduct - Our Ethical Principles

We comply with the law

With our support, it is expected that at all times (including when working overseas) you will perform your work in accordance with applicable country laws, and in a manner that allows us to comply with such laws.

There may be times when the laws of our home country conflict with the laws of another country we are working in. If you discover a conflict, please consult with your manager or the Risk Team or, if you are a supplier, our contact person for your engagement, so that an appropriate solution can be determined.

We prioritise health, safety, and wellbeing



To live our value “*Everyone matters*” under Our Pathway, it is vital to prioritise health, safety and wellbeing. It is about ensuring a safe and healthy workplace where everyone is treated with courtesy and respect and goes home safely.

You must keep health, safety and wellbeing at the forefront of activities, and comply with or exceed the requirements of all applicable laws, best industry practice, and our policies and processes. You must also comply with the lawful health and safety policies and procedures of third parties such as those of our clients, land-owners, or other parties in control of the site. It is critical that you are not impaired by alcohol or drugs (prescribed and non-prescribed) or any other substances that may compromise your own safety or the safety of others.

We commit to avoiding adverse human rights impacts through our operations, and seek to prevent or mitigate adverse impacts through our business relationships. We do not tolerate bullying, harassment, discrimination, violence, victimisation, forced labour, modern slavery, child abuse, or any other offensive, illegal or inappropriate conduct.

If you become aware of any health and safety incident, you must immediately notify us.

We embrace diversity and inclusion

Consistent with our value under Our Pathway that “Everyone matters”, we are committed to ensuring a diverse, inclusive, supportive and positive workplace. All our people are expected to treat others with dignity and respect at all times, and exhibit conduct that reflects inclusion and equal employment opportunity in accordance with our Diversity & Inclusion policy and associated processes.

We positively impact the environment and the communities we touch

Under Our Pathway, our purpose is that “together we create and sustain a better world”. Alongside that, our strategy includes “being sustainable is embedded in everything we do”. We are committed to achieving this through reducing negative impacts and maximising positive impacts on our environment and communities in our work with clients and in our own operations.

In undertaking your work we want you to consider the environmental, social, cultural, and wider economic outcomes that result from our activities. You must comply with all applicable rules, laws, regulations, and policies and processes, including our Sustainability Policy and related policies and processes, and those of relevant third parties such as our client, land owners, or other parties in control of the site, that we have been made aware of as part of our contractual obligations.

We are committed to taking reasonably practicable steps to eliminate (or if elimination is not reasonably practicable, to minimise or mitigate) risks of harm to human health or the environment from pollution or waste.

If you become aware of any actual or potential environmental incident (such as a spill causing pollution), you must immediately notify us.

Our Code of Conduct - Our Ethical Principles

We respect privacy and confidentiality

In your role, you may be entrusted with personal, confidential or sensitive information relating to our business or others. You must respect that trust and not improperly use or disclose any personal or confidential information. Except as may have been authorised by the provider or permitted by law, in relation to any confidential information and personal information, you must generally:

- Only collect or access information that you need for the agreed purpose;
- Only use information for the agreed purpose;
- Only disclose information to authorised persons who have a need to know for the agreed purpose;
- Not post the information on the Internet or any publicly accessible systems; and
- Take appropriate measures to protect the information and keep it secure.

You must also ensure you comply with project-specific confidentiality arrangements which may contain more specific and/or restrictive requirements concerning the security of confidential information, including for the secure transfer of this information.

If you receive confidential information about an issuer of public shares or other securities (such as a company with shares listed on a stock exchange), and that information would, or would be likely to, materially affect the price of the public issuer's shares (being "inside information" or "material information"), you must not purchase or sell (or advise or encourage others to purchase or sell) those shares or securities while you are in possession of such inside information.

In the event that you become aware of an information security incident or inadvertently receive or are exposed to confidential or personal information, you should immediately notify us.

Refer to our related policies for further information.

We manage conflicts of interest

A conflict of interest is a situation where a person's (or organisation's) interests or obligations conflict with the responsibilities of their role, such that their independence, objectivity, or impartiality can be called into question. A conflict of interest may be internal (i.e. a conflict between your personal interests and the responsibilities of your role within the organisation) or external (i.e. a conflict that may impact the company's responsibilities to another party).

You must:

- Be aware of any dealings or relationships that may create or give the appearance of a conflict of interest;
- Disclose to us any existing, potential or perceived conflict of interest that affects you (including any other business or employment interests you may have); and
- Obtain our prior written agreement as to how any conflicts will be managed or mitigated.

As relevant to your position, you must also ensure that as a business we disclose to, and obtain prior written agreement from, our clients or other parties as relevant to any actual, potential or perceived conflicts of interest. This should be considered as part of our pre-bid assessment and project assessment processes for any bid for a client project.

We are committed to fair and ethical procurement

We are committed to fair and ethical procurement and ensuring the values of our suppliers are aligned with ours. Our people must ensure that suppliers engaged to provide goods or services on behalf of the company are selected in an ethical manner and are engaged for justifiable purposes. Suppliers must be reputable, and competent and qualified for the purpose for which they are engaged.

As detailed in our Procurement Policy and associated processes, we require suppliers to read this Code and commit to complying with it as it applies to their relationship with us.

Our people must comply with our Procurement Policy and associated processes and guidelines when engaging third party suppliers.

Our Code of Conduct - Our Ethical Principles

We compete, communicate, and operate in a fair, honest and lawful manner

We are committed to competing, communicating, and operating in a fair, honest and lawful manner.

You must avoid any activities that may constitute anti-competitive conduct in breach of applicable laws, such as price fixing, collusive tendering or bid rigging, market sharing, boycotts, restricting outputs, exclusionary provisions, or arrangements that substantially lessen competition or take advantage of market power.

You must communicate in an honest and accurate manner. You must not engage in any misleading or deceptive conduct (whether through acts or omissions) or make any false or misleading statements or representations.

We are committed to operating in a fair and reasonable manner. We recognise that in some cases our clients will be entitled to rely on specific remedies under consumer protection laws. You must act in a fair and reasonable manner and not engage in any unconscionable conduct.

Any external communications (including reports, public speaking, interviews, media requests, social media posts, marketing material), whether from company or personal systems, must be in accordance with this Code, meet the requisite professional standard, comply with relevant laws, and not contain any information in breach of confidentiality obligations. Refer to our Fair Dealings and External Communications Policies for further guidance.

We do not tolerate corruption

We are committed to operating in accordance with high standards of integrity and honesty. We do not tolerate any involvement, whether directly or indirectly (e.g. through an intermediary), in bribery, coercion, deceit, embezzlement, extortion, fraud, money laundering, theft or other criminal or corrupt activities.

You must not participate directly, or indirectly, in any arrangement which involves giving, receiving, offering, promising, accepting, soliciting or obtaining a benefit to improperly influence or induce actions or in return for an improper advantage to any party (a benefit can include any payment, gift, hospitality, or any other thing of value). Payments made to expedite or ensure the performance of routine government actions (known as “facilitation” or “grease” payments) are prohibited.

Any gifts or hospitality must only be offered, provided or accepted for legitimate business purposes when permitted by the other party’s policy as well as our policy. Any gifts or hospitality that may reasonably be considered to be excessive, improperly influence a decision, or otherwise inappropriate, must not be offered or accepted by any of our people or suppliers.

We do not tolerate involvement in any money laundering activity or illegal transactions.

All our people must be aware of transactions or activities which appear unusual or out of the ordinary, or where you are asked to do something that does not strictly comply with this Code of Conduct or our related policies and procedures.

Refer to our Anti-corruption Policy for further guidance.

We use property and systems in an appropriate manner

In your role you may have access to property and resources of the company or that of our clients or other parties, including intellectual property (including copyright), information and data, company credit cards, corporate networks, corporate information technology resources, and other equipment.

Any such property remains the property of the relevant owner and must be protected from loss, damage, misuse, theft and waste. Your use of any such property must be in accordance with the purpose for which it is made available to you, appropriate to the workplace and in compliance with applicable laws and relevant policies and processes.

You should always ask your manager before you remove any property for work or use organisation property for a purpose other than business purposes.

When using our network and corporate IT resources, you must comply with our Information Technology acceptable use policy.

In accessing any land owned by our client or other parties in order to undertake your activities for us, you must respect property rights of such third parties and ensure appropriate land access arrangements and permits are in place and are complied with.

Our Code of Conduct - Our Ethical Principles

We protect our intellectual property and respect the rights of others

One of our most valuable assets is our intellectual property. This includes our systems and processes, ideas and concepts, know how, standard documents, trade secrets, trademarks and patents. We need to ensure that the value of our intellectual property is maintained, and enhanced, during delivery of our projects.

Unless we agree otherwise in your contract with us, all intellectual property rights created, developed or under development arising from or in connection with our activities (including in connection with your activities for us) belongs exclusively to the Tonkin + Taylor group of companies.

We are committed to respecting and acknowledging intellectual property rights. We must never misappropriate intellectual property we do not own or pass off others' intellectual property as our own.

We involve the appropriate people in decisions and keep accurate records

You must act in a manner that ensures that all records and reporting (including financial transactions and other information in relation to our business activities) are created and retained in a manner that is transparent, accurate, timely and sufficiently detailed to conform to legal requirements, security requirements, accounting standards, and our policies and procedures. We do not tolerate falsification of records. Records must be retained in accordance with our legal and contract requirements, and must not be destroyed contrary to our obligations.

Our people must comply with our relevant policies regarding internal approval, control, recording and monitoring of transactions.

Related policies & processes

This Code (together with our other policies and processes that support this Code) is available on our intranet. In addition, this Code (together with our supporting policies relevant to suppliers) is also available on our public website.

Training and communication of this Code

Training and communication is an important part of the effective implementation of this Code and supporting policies and processes.

We expect our people to read this Code and participate in training and other engagement around this Code. We expect you to be responsible to keep yourself up to date by participating in any refresher training or engagement that we may roll out from time to time.

With our suppliers, communication and awareness of this Code will be in accordance with our Procurement Policy and supporting processes (including through supplier pre-qualification, supplier agreements, and our websites).

Certifications

Our people and suppliers must periodically certify in writing that they have received and understand our Code of Conduct (and applicable policies), that they have acted in accordance with it, that they will continue to comply, and that they are not aware of any violations of it.

Review and Changes to this Code

Any amendments to this policy will be approved by the Tonkin & Taylor Group Limited Board of Directors following consultation with the Risk & Assurance Committee and the revised policy will be posted on our intranet and public website.

This policy will be reviewed every 2 years unless specific changes are required at an earlier time.

August 2021

