

# Governance & Ethics Promotion Standard

Clough is committed to promoting a culture where good corporate governance and ethical behaviour are valued. We encourage the reporting of matters that may cause financial or non-financial loss to the Company or damage to the Company's reputation. This Standard is an attachment to and should be read in conjunction with the Code of Conduct. **All employees are required to immediately report circumstances that may involve a breach of the spirit or the letter of the Code of Conduct.**

## Why Is The Standard Important?

Good corporate governance is a key element to improving economic efficiency. It provides a structure through which the Companies objective of growth in market capitalisation and earnings per share are set and the means through which these objectives can be achieved. The Governance and Ethics Promotion Standard adds another important element to the Companies Corporate Governance Framework.

## When to Follow This Standard

It is appropriate to follow this standard where the conduct of an individual or group of individuals is considered to be dishonest, fraudulent, corrupt, illegal, unethical or unsafe, or is likely to cause financial or a non-financial loss or be otherwise detrimental to the interests of the Company.

Misconduct should in normal circumstances be reported to your supervisor or manager. This standard should only be used where this is not possible.

## Who Can Use This Standard

This standard may be used by any employee of the Company, by a contractor or employee of a contractor, or by a client or an employee of a client or by any member of the public.

## What Are the Responsibilities of Using the Standard

Those using the Governance and Ethics Promotion Standard have an obligation to ensure, to the extent possible, that the issue being reported is not frivolous in nature that their actions are in good faith and are not motivated by self-interest. They also have an obligation to provide an appropriate level of information to support their allegations.

## Will I Be Kept Informed?

Those using the standard will be informed of the outcome of the investigations subject to considerations of privacy of those against whom the allegations are made and the customary practices of confidentiality.

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## Will I Be Protected If I Make A Report?

The identity of those using the standard will be kept confidential and secure within the law; however in certain circumstances the law may require disclosure of the identity of the original information source in legal proceedings.

Every care will be taken to protect those providing the information against reprisals, discrimination, harassment or victimisation. The Corporations Law provides protection from civil and criminal liability for those who make protected disclosures.

## Can I Make An Anonymous Report?

Anyone using the Governance and Ethics Promotion Standard may choose to remain anonymous however protection under Corporations Law is only available to those who identify themselves.

Anonymity reduces our ability to fully investigate allegations and prevents us from reporting the actions taken.

## Who Will Investigate a Reported Incident?

All reports made under the Governance and Ethics Promotion Standard will be investigated. Investigations will be fair and independent of the original source of the information or any person subject to the reportable misconduct. The person or persons against whom the allegations are made will be given the right to respond.

## Who Will Be Advised Of Investigation

All investigations made pursuant to this standard will be reported to the Audit & Risk Committee through Manager Business Improvement & Assurance. In these reports the identity of the information source and those whom the allegations have been made will be protected.

## How Do I Make A Report?

Breaches of the Code of Conduct should in normal circumstances be reported to your immediate supervisor or manager. There may be circumstances where for whatever reason these options are not able to be used. In these circumstances an external helpline has been established. This helpline is provided by an external service provider whose staff are trained to deal with these matters professionally and confidentially. Issues reported through this service will be reported to the Chief Executive Officer. If the Chief Executive Officer is not available or if KPMG consider the reporting of the incident to the CEO to be inappropriate they will divert the matter to the Manager Business Improvement & Assurance on the Chair of the Audit and Risk Committee. Details of how to contact the help line are available on [Clough-Net](#) and on the Company Website at [www.clough.com.au](http://www.clough.com.au)