

# Code of Conduct

Clough is committed to being a good corporate citizen. Clough's ability to meet this commitment requires everyone that works at Clough to comply with internal and external standards. Our Code of Conduct (**Code**) sets the mandatory standards for the decisions we make and the way we work at Clough.

The Code is fully endorsed by the Clough Board of Directors and the Executive Committee.

The Code applies to everyone that works at Clough. As such, everyone at Clough, including our directors and all employees, contractors and consultants, must comply with the Code.

Breaches of the Code are treated very seriously and those responsible may face disciplinary action, including termination of employment.

The guiding principles to assist you in making decisions in your day to day work at Clough are:

*Safety is paramount - Target Zero*

*We pursue excellence*

*We act with honesty and integrity*

*We act professionally and respectfully*

*We work as a team*

*We comply with laws and our policies, expectations and standards*

*We avoid and manage conflicts of interest*

*We protect Clough's confidential information and intellectual property*

In exercising these principles, everyone that works at Clough must also adhere to Clough's Values.

An explanation of the guiding principles and the conduct to which you must adhere to is set out below. The events or circumstances listed below are non-exhaustive. Where a specific event or circumstance is not listed then you must act at all times in accordance with the corresponding guiding principle.

## *Safety is paramount - Target Zero*

Clough is committed to providing an environment that enables us to achieve our vision of Zero Harm. Clough values the health and safety of everyone that works at Clough. Clough has a reputation among our clients and the community as a whole as an organisation that looks after the safety of its people.

What you must do:

- Protect your own health and safety and the health and safety of others in the workplace.
- Take all necessary steps to prevent workplace injuries and illnesses.
- Speak up when you see unsafe work practices.
- Understand and follow relevant health, safety and environment (HSE) requirements under law and the HSE requirements of client's we work for.
- Comply with Clough's internal policies and procedures for HSE.
- Have a blood alcohol level of 0.00% at all times when working, whether at site or in an office or when operating any plant and equipment.
- Do not excessively consume alcohol when conducting Clough business or at a Clough social function.



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- Do not misuse drugs. Do not allow, consume or offer illegal drugs under any circumstances. Do not enter the workplace while under the influence of illegal drugs or drugs which may impair your ability to carry out your role.
- Do not smoke in the workplace.

## *We pursue excellence*

The Pursuit of Excellence is the philosophy that drives the Clough culture. It is the 'Clough Way'. Through the Pursuit of Excellence, we aim to provide superior value to our shareholders by taking pride in our work and not settling for outcomes that are less than excellent.

What you must do:

- Take pride in everything you do.
- Seek to improve your skills and knowledge to pursue excellence in every task.
- Do not back away from challenges and do not settle for outcomes that are deemed to be less than excellent.
- Implement strong systems and processes that produce consistently excellent outcomes for safety, environmental, people and financial goals.
- Strive for execution excellence resulting in flawless project start up and successful operations for clients.
- Aim to provide superior value to shareholders.

## *We act with honesty and integrity*

It is important to maintain the trust of our clients, our stakeholders and the community. To do this, we must act with honesty and integrity at all times. Acting with honesty and integrity helps guide us to make the right decisions. Acting with honesty and integrity is relevant in what we do and in what we must not do (such as choosing to report dishonest conduct).

What you must do:

- Do not use Clough's resources for your own benefit and do not allow others to do so.
- Act honestly and report dishonest behaviour.
- Do not seek, accept or offer bribes or financial inducements of any kind and speak out when you see or suspect others engaging in corrupt activity.
- Do not give, seek or accept gifts unless the value of the gift is less than approximately A\$300 and it is seen as a common courtesy associated with general commercial practice. The provision of non-business travel, accommodation and entertainment, including meals is to be considered a gift and therefore covered by the same rule. All gifts or entertainment given or received with a value of greater than A\$300 must be entered into the Gift & Entertainment Register.
- Never structure a transaction to conceal or misrepresent the involvement of a party to a transaction (e.g. to conceal money laundering or the involvement of sanctioned countries, entities or individuals).
- Do not tolerate nepotism at any time and particularly in the selection of staff and/or the people and organisations Clough works with.

## *We act professionally and respectfully*

We are ambassadors for Clough. As such, your conduct in the work environment and at work related social functions must be professional and respectful at all times towards our clients, our colleagues, our stakeholders and the community.

What you must do:

- Behave appropriately in the work environment and at work related social functions.
- Be accountable for your own decisions and actions.



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- Ensure activities are carried out in a manner which removes or responsibly manages the potential for harm to the environmental and/or the communities in which we work.
- Do not disparage people or spread rumours.

## ***We work as a team***

We want a working environment where everyone is happy to come to work and achieves their full potential. As part of this, we work as a team and encourage and support our colleagues.

What you must do:

- Do not engage in or tolerate bullying, harassment, unlawful discrimination, violence or threat of violence.
- Treat each other with respect and kindness.
- Support each other.
- Speak up when you see others doing the wrong thing.

## ***We comply with laws and our policies, expectations and standards***

Clough operates in a number of different legal jurisdictions. Everyone that works at Clough must understand and adhere to their obligations under the relevant laws and regulations in the jurisdictions that Clough operates.

Clough has adopted a series of policies, management expectations and operating standards which govern how we do business and help us comply with these laws and policies. When working at Clough you must understand and adhere to your obligations under the policies, management expectations and operating standards. You must immediately report any breaches of the law or of Clough's policies, management expectations or operating standards.

## ***We avoid and manage conflicts of interest***

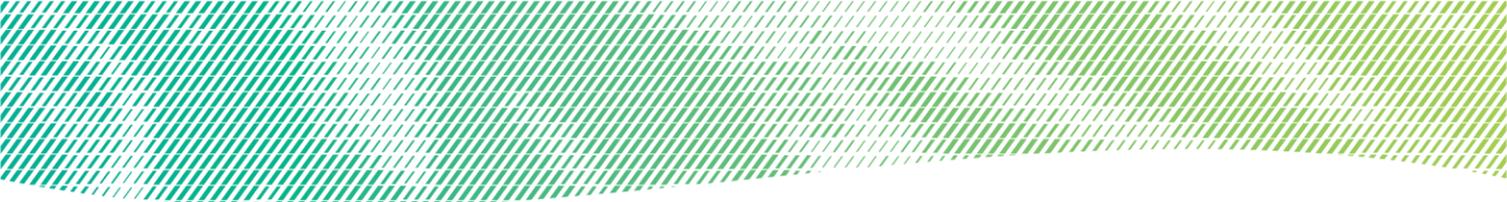
Conflicts of interest can affect Clough's ability to maintain its status as a good corporate citizen and cause reputational damage. We strive to avoid and manage actual and potential conflicts of interest and when they arise, we deal with them responsibly.

What you must do:

- Never improperly use and disclose any personal interests you have in a client's or supplier's business to senior management.
- Do not participate in any outside employment which may interfere with your role at Clough or draws upon information obtained through working with Clough.
- Report actual or potential conflicts of interest to senior management for investigation and resolution.
- Do not engage in favouritism in the selection of staff and/or the people and organisations we work with.
- Comply at all times with all applicable competition laws which are designed to protect consumers.
- Do not directly or indirectly agree or reach an understanding with competitors to fix a price or any other trading condition or discuss confidential details of bids with competitors.
- Do not engage in collusive tendering.
- Do not inappropriately or illegally obtain proprietary information about competitors either directly or indirectly by improper means.

## ***We protect Clough's confidential information and intellectual property***

When working at Clough we will be exposed to confidential information as well as intellectual property owned by Clough and our clients and partners. We understand that this information is important and often valuable and as such, we do not misuse or disclose confidential information and/or the intellectual property of others.



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What you must do:

- Keep confidential and do not misuse any information obtained through your employment with Clough.
- Do not disclose Clough's confidential information without ensuring the recipient is bound by a duty of confidentiality.
- Return confidential information obtained through Clough at the end of your employment with Clough.

## Education and Training

Successfully completing the online Code of Conduct training is a mandatory requirement on induction. Furthermore, everyone that works at Clough is required to successfully complete the online Code of Conduct training once every 12 months.

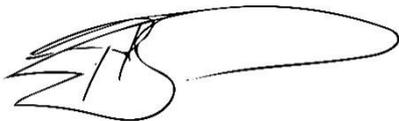
## Reporting Violations

Breaches or suspected breaches of the Code must be reported to your next up manager or head of department. In some situations, it will not be appropriate to report a breach or suspected breach to your next up manager or head of department. In this scenario, an external, confidential hotline (**Ethics Hotline**) run by KPMG may be contacted to report breaches of the Code anonymously. The Ethics Hotline is a toll-free number which is 1 800 500 965 for calls within Australia and +61 2 9335 8785 for calls outside of Australia.

Alternatively, a breach or suspected breach may be reported via email - [faircall@kpmg.com.au](mailto:faircall@kpmg.com.au); the internet - <http://faircall.kpmg.com.au>; or by mail addressed to The Faircall Manager, KPMG Forensic, PO Box H67, Australia Square, SYDNEY NSW 1213

## Consequence of Violations

Clough will undertake disciplinary action against anyone who violates the Code. Depending on the severity of the violation, the disciplinary action taken may range from informal warnings, performance management, formal warnings or termination of employment. Illegal activities may also be reported to authorities. Any person who approves a violation of the Code by another person or who is aware of a violation of the Code by another person and, without good reason, fails to report or take appropriate remedial action may also have disciplinary action taken against them. Clough will not pay any penalties imposed as a result of an individual breaching any applicable laws or regulations where the liability arises because the individual has failed to act in accordance with Code.



**Peter Bennett**

Chief Executive Officer & Managing Director  
Clough Limited  
November 2018