

## Overview

The Devine Code of Conduct (**the Code**) outlines the standards of behaviour we require from all officers and employees of Devine Limited (**Devine**) and its subsidiaries (**the Devine Group**) (**the Group**), regardless of role or location.

We expect you to:

- Act in accordance with the Code and **The Devine Way** being the corporate principles of Integrity, Commitment, Excellence, Care and Innovation. Comply with all Group and Operating Company policies and procedures.
- Comply with all applicable laws wherever we operate.
- Seek advice if you have any doubt about the right course of action.

Where the Code or a policy sets higher standards of behaviour than local laws, rules, customs or norms, the higher standards will apply.

The Code provides a framework, but cannot describe every situation, law or policy that may apply to you. You need to exercise good judgement, justify your actions, and try to prevent any potential breaches.

Before you make a decision, try this test:

- Does it comply with the Code?
- What would your family, colleagues or manager think about your decision?
- How would you feel if your decision was reported in the media?
- Would you be confident explaining your actions to senior management or external authorities?
- How would your behaviour be viewed in one or five years from now?
- Would you be happy if you were treated this way?

If you are in doubt about the right thing to do, you should raise your concern with your Manager, or other contacts outlined in the Code.

With regard to any potential breaches of the Code, policies or laws you must:

- Immediately raise known, or suspected, breaches.
- Cooperate in investigations of possible breaches.
- Support anyone reporting a breach.

The Group monitors compliance with the Code, and all reported breaches will be investigated. If a breach is found to have occurred we will take appropriate action, which may include dismissal and reporting to appropriate authorities.

### ***Whistleblower Protections***

A whistleblower is protected against any adverse employment actions, reprisals or threat of reprisals against the whistleblower, for raising allegations of misconduct, conflicts of interest or breaches of the law unless the whistleblower is a participant in the illegal or unethical act(s).

The Company considers any reprisals against a whistleblower to be a serious breach of the Whistleblower Policy and one likely to result in disciplinary measures, including dismissal.

All reports of malpractice or misconduct are treated on a confidential basis and whistleblowers are encouraged to disclose their identity to obtain the protection afforded to them at law.

Further information is set out in the Whistleblower Policy.

### ***Questions***

If you are unsure about what any part of the Code means, have any concerns about how you should behave in a particular circumstance, or would like to report a potential breach you should:

- Immediately speak to your Manager, or
- Where this is not possible (e.g. your concern involves your Manager), speak with your Manager once removed (i.e. your Manager's Manager), or
- Contact the Devine Company Secretary.

## **People**

### ***Health and Safety***

The provision of a safe and healthy working environment for all officers and employees and those under the Group's care is vital.

You must be observant of safety issues and comply with all Group policies, applicable rules, laws and regulations.

### ***Working with one another***

The Group is committed to:

- Providing a supportive and positive working environment where officers and employees are treated fairly and with respect.
- Developing and maintaining a diverse and inclusive workforce.

The Group does not tolerate harassment, discrimination, bullying, vilification, occupational violence or victimisation 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.

You must:

- Act in accordance with The Devine Way.
- Not engage in unacceptable workplace behaviour by acting inappropriately which includes:
  - offensive conduct or remarks directed at a person
  - generating or distributing material that is generally offensive
  - sexual harassment.
- Comply with the Diversity Policy.

#### ***Privacy***

The Group regards the fair and lawful treatment of personal information with utmost importance.

You must comply with the Internal and Customer Privacy Policies.

## **Stakeholders**

#### ***Environment***

The Group is committed to undertaking business activities in a manner that respects the environment and contributes to the sustainability of our business.

You must:

- Take responsibility for meeting applicable environmental laws, regulations and contractual obligations.
- Prevent adverse environmental impacts.
- Respond to and report any environmental incident.
- Comply with all applicable policies, rules, laws and regulations.

#### ***Community***

The Group understands that, wherever we operate, we potentially impact the local community. We are committed to building relationships and working collaboratively with the communities in which we work.

#### ***Sponsorships and charitable donations***

The Group may support local community groups and charities through sponsorships and donations that are legal, ethical and further the interests of the Group.

When considering sponsorship and donations, officers and employees must comply with the Delegations of Authority.

#### ***Rejection of child labour***

The Group does not tolerate child labour or any form of exploitation of children or young people and will comply with the International Labour Organisation (ILO) with respect to under-age workers.

#### ***Rejection of forced labour***

The Group rejects all forms of forced labour. No employee may be obliged to work by the direct or indirect use of force and/or intimidation. Only people who voluntarily make themselves available for work may be employed.

### **Working Practices**

#### ***Bribery and corruption***

The Group prohibits, and has zero tolerance for, all forms of bribery and corruption. You must obey all relevant laws and regulations, and must not participate in any arrangement which gives any person an improper benefit in return for an unfair advantage to any party, directly or through an intermediary. This includes facilitation payments (payments of cash or in kind made to secure or expedite a routine service, or to 'facilitate' a routine Government action), even if allowed under local laws or customs.

Further information is set out in the Anti-bribery and Corruption Policy.

#### ***Gifts and hospitality***

Gifts or hospitality are only to be offered or received for a legitimate business purpose – that is, if their primary objective is to build a good business relationship, and that relationship is consistent with the business plan of the relevant business unit. Gifts or hospitality that are reasonably considered to impair effective judgement, improperly influence a decision or create a sense of obligation must not be offered or accepted by any employee.

The following gifts or hospitality (each being a **Prohibited Gift/Hospitality**) are prohibited in all circumstances:

- cash or gift vouchers
- gifts or hospitality given or received with the intention of unduly influencing business decisions
- hospitality of an inappropriate nature or at inappropriate venues
- gifts or hospitality in exchange for business services or information, loans, cash or product/ service discounts not available to all officers and employees
- facilitation payments, even where allowed under local jurisdictional laws or business practices.

The Anti-bribery and Corruption Policy sets out where prior written approval is required before receiving or arranging to provide any non-prohibited gift or

hospitality, and the gifts or hospitality that an employee has received or arranged that must be recorded.

### **Working with third parties**

Subcontractors and other third parties with whom the Group works can make a significant contribution to our success. We aim to have effective business relationships with subcontractors and other third parties, and to encourage them to adopt similar business principles, practices and procedures to those of the Group.

The Group does not enter into any agreements in relation to services such as lobbying, facilitating client relationships, relationship management, strategic advice, or other stakeholder management services which may directly or indirectly influence decision makers considering any bid for work.

Group officers and employees must ensure that any third party understands the Group's expectations and this Code. When the Group has a controlling position in a joint venture or similar arrangement, this Code (or another code containing equivalent standards of behaviour) must be adopted for the joint venture or other arrangement. In other circumstances, the Group will remain bound by this Code and will seek to have partners adopt this Code.

Before entering into a commercial relationship with a third party on behalf of the Group, appropriate due diligence must be conducted in accordance and all contracts must be approved in accordance with the Delegations of Authority.

Each contract with a third party must be in writing. All contracts must:

- Reflect the entire agreement between the Group and the third party.
- Describe in a transparent manner and with an appropriate amount of detail the services and/or goods to be provided.
- Contain terms that provide a clear link between, and are commensurate with, the provision of goods or services and the payment of a fee or charge.

Records must be kept of due diligence, approvals and contracts.

### **Conflicts of interest**

You must ensure your personal activities and interests do not conflict with your responsibilities to the Group. It is important to avoid even the appearance of a conflict of interest.

You must:

- Disclose to your Manager any existing or potential conflict of interest that affects you.
- Avoid any dealings or relationships that may create a conflict with your obligations to the Group.
- Not be involved in any decision-making where you may not be able to make an objective decision.

- Not be directly involved in the potential or actual employment of a relative, close friend or associate.

#### ***Insider trading***

You must not use any information about the Group, a competitor, joint venture partner, customer or supplier for financial or other personal benefit, or convey this information to others before it becomes public.

You must comply with the Continuous Disclosure and Securities Trading policies.

#### ***Anti-competitive conduct***

The Group is committed to the principles of free and fair competition. The Group will always compete vigorously but fairly, and comply with all applicable competition laws.

You must maintain the independence of the Group and avoid anti-competitive conduct.

#### **Assets**

Assets that belong to the Group must not be used for illegal purposes, or for purposes that are not related to Group business.

You must:

- Only use Group assets for business purposes, unless you have appropriate authorisation.
- Take care to prevent waste, loss, damage, misuse, theft or misappropriation of assets.
- Comply with applicable policies and laws regarding the use and transfer of assets (including applicable delegated authorities).
- Respect the assets of others, whether physical or intangible (for example, intellectual property and confidential information).

#### ***Records***

The Group will comply with all applicable rules, laws and regulations governing business reporting.

All information created and maintained as a result of the Group's business activities must accurately reflect the underlying transactions and events, and follow Group reporting policies and procedures.

Financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that adequate internal controls exist to achieve truthful, accurate, complete, consistent, timely and understandable financial and management reports that are prepared in accordance with relevant laws, accounting standards, policies and procedures.

## Communication

### ***Governments***

The Group conducts business with governments in all areas of its operation and seeks to have open and constructive relationships with those governments. Any interactions with governments, regulators and public authorities must be in the best interests of the Group and information provided must be accurate and appropriate.

You must comply with the Donations & Sponsorship Policy.

### ***Political contributions and activities***

The Group will comply with all applicable policies, rules, laws and regulations in relation to its activities in connection with political parties.

You must ensure any business-related involvement in activities organised by a political party has been approved in advance in accordance with the Donations & Sponsorship Policy.

### ***Public disclosures on behalf of the Group***

The Group must meet its continuous disclosure obligations to enable investors to make informed and orderly market decisions.

The Group has a continuous disclosure policy to facilitate timely and accurate information flow from each Group Operating Company to help ensure the Group complies with the continuous disclosure requirements of the Australian Securities Exchange.

<b>Owner:</b>	Company Secretary
<b>Approved by:</b>	Chief Executive Officer
<b>Effective date:</b>	December 2019

Note: Devine reviews and updates this Policy from time to time to reflect its current information handling practices. Devine will notify changes by posting an updated version of the Policy to the Group website.