



Code of Conduct

Contents

Message from the CEO	4
1 What is our Code of Conduct?	5
Why do we have a Code?	5
Who must follow our Code?	5
Where can I find our Code?	6
How do I apply it?	6
How do I know when I should seek guidance?	6
What about our other policies?	6
Personal accountability and our expectation of leaders	7
How do I raise a concern?	7
What happens if there is a breach?	7
What if I have a Code-related question?	7
2 Supporting our People	8
Health, Safety and Wellbeing	8
We treat all people with respect and dignity	8
We value diversity and inclusiveness	8
We respect human rights	10
We don't tolerate alcohol and drugs	10
We protect privacy and confidentiality	10
3 Working ethically and professionally with our Stakeholders	11
Our suppliers, contractors and clients	11
Our communities	11
Working with government	11
4 Our Business – Acting with Integrity	12
Strengthening our corporate compliance	12
Corporate governance	12
Policies	12
Internal controls	12
Internal investigations	12
Representing the Company	13
Our brand	13
Electronic communication	13
Social media	13
Sustainability	14
Fair competition and trade practices	14
Protecting our assets and information	15
Confidential information	15
Physical assets	16
Intellectual property	16
IT systems	16
Conflicts of interest	16

Gifts and entertainment	17
Anti-bribery and corruption	18
Political Contributions and Activities	18
Fraud	18
Money laundering	18
Contracts and agreements	19
Financial and Business Records	19
Financial records	19
Business records	19
Retaining records	19
Membership of professional and industry associations	19
Professional memberships	19
Individual memberships	20
5 How to speak up and raise your concerns	21
How do I make a report?	21

Message from the CEO

I am pleased to present BUMA's Code of Conduct.

Our Code defines how we do business the right way, anchored by our strong ethical culture. It is incumbent on all of us — all roles, all levels and everywhere we operate — to know it and live it every day.

One of our key values is acting with Integrity in everything we do. Integrity matters. It matters to our clients, partners, colleagues and communities. And it matters greatly to me.

It is critical to maintaining our reputation with our stakeholders, ensuring equal employment opportunities, sharpening our competitive advantage and driving long-term growth. And while a culture of integrity and ethics takes years to build, it takes just a moment to lose. So, that culture cannot be taken for granted. We must invest in it consistently.

That's why every BUMA employee must follow our Code of Conduct. By doing so, we not only strengthen our ethical culture, but we also build trust with fellow employees, clients, and our communities, helping us to win in everything we do.

Our leaders should personify this Code in everything they do, acting as role models while encouraging and supporting others to do the same. They're also responsible for creating an environment where everyone feels comfortable to ask for help when they need it, is prepared to learn from mistakes, and will speak up when something doesn't seem right.

Thank you for your commitment to this critical effort — a commitment that will help ensure BUMA remains a respected, ethical and successful company.

Barry Mckeown

Chief Executive Officer



1 What is our Code of Conduct?

Why do we have a Code?

BUMA Australia Pty Ltd.'s (BUMA's) Code of Conduct (the 'Code') is the ultimate guide for how we do things at BUMA. It describes how we work at BUMA and sets expected standards of behaviour consistent with our purpose.

The Code supports our Values of:

- Safety;
- People;
- Integrity;
- Collaboration; and
- Progress.

By following our Code, and always acting with integrity, you play an integral role in supporting our culture of ethical excellence.

Who must follow our Code?

Whatever your role is at BUMA, the principles of our Code should be at the core of every business decision you make.

The Code applies to all our people, everywhere, from our offices and sites to the boardroom, including employees, directors, and those who work alongside us (contractors, consultants and agents of BUMA).

It applies to how we interact with everyone we encounter, both at work and outside of work.

You should make our suppliers aware of the Code of Conduct. Our suppliers are expected to comply with this Code in the areas of 'Safety', 'Sustainability', 'Alcohol and Drugs', 'Human Rights' and 'Anti-bribery and Corruption'.

How can the Code help you?

The Code enables you to:

- Conduct yourself honestly and ethically
- Uphold our values and protect our reputation
- Understand what BUMA expects from you
- Make good decisions every day
- Comply with the laws, regulations, and standards that apply to our Company
- Understand where to go for assistance or guidance if you have questions.

The Code is an important part of each person's employment and engagement with BUMA and you are expected to:

- Read and familiarise yourself with the Code
- Understand your obligations under the Code
- Always comply with the Code.



BUMA expects you to complete regular training sessions about the Code to ensure that you are aware of and understand your obligations and responsibilities.

Where can I find our Code?

Every employee has access to a copy of the Code. It and other BUMA policies are also available from your supervisor or manager or on the BUMA intranet.

Although our Code of Conduct does not apply directly to our customers or partners, you should make them aware of the Code of Conduct and the spirit which underlies it. A copy is available on our [website](#).

How do I apply it?

The Code has been established to help all of us understand BUMA’s expectations of all our people. The Code does not replace any existing policies; rather it aims to provide a framework for these policies and standards, so that it is easier for you to understand the rationale behind them.

Our Code does not anticipate every situation; from time to time, our people will face situations that are not directly covered by the Code or any other policy within BUMA. If you cannot find an answer in our Code, or if you have questions on how to interpret our Code, please seek guidance.

How do I know when I should seek guidance?

If you feel that something is not quite right, ask yourself these simple questions:

- Is this decision lawful?
- Am I authorised to make this decision?
- Is this decision a reasonable management action required for the efficient operation of a business?
- Is this decision consistent with BUMA Values?
- Would I feel okay if my decision was reported in the media?
- How would I like it if someone treated me this way?
- Have I really thought through my decision and the impact it may have on my character and the reputation of BUMA?
- Would I still take the same action if it was my business, my money or my time?

If you are unsure about any of the answers to any of these questions, you should ask for help in making the right decision

What about our other policies?

BUMA has several policies which describe how we conduct our business so that we comply with our legal, regulatory and other obligations. These are available on the intranet.

All our people are expected to understand and comply with our policies, and everyone is responsible for their own conduct.



Personal accountability and our expectation of leaders

BUMA's CEO is responsible to the Board for BUMA's culture, including the way we conduct our business. Our executives and management team are committed to the BUMA Values and meeting the expectations set out in the Code of Conduct.

If you set the direction or lead the work of others, we expect you to:

- Know and meet your accountability obligations
- Set clear expectations for your team on the outcomes and behaviour they are accountable for, and provide support, recognition and training
- Be a role model for high standards, outcomes and values we expect
- Embed the Code into both the operational and people management processes in your team
- Promote risk awareness and speaking up
- Take reasonable management action that is required for the efficient operation of BUMA's business
- Upholding BUMA's Code of Conduct
- Making sure that our people understand it.

All our people are personally responsible for complying with the Code of Conduct. We all have an obligation to stop or prevent actions that could harm our people, our customers, our communities, our business or our reputation. You also have an obligation to report any action or behaviour which does not meet BUMA's Code of Conduct, or which breaks the law.

How do I raise a concern?

BUMA aims to create an environment in which our people can raise concerns about conduct which may be inappropriate, unethical, corrupt or illegal or in breach of the Code of Conduct without fear of reprisal, dismissal or discriminatory treatment.

If you see any such conduct, you are encouraged to make a report to one of our Disclosure Officers. Our Disclosure Officers are the GM Human Resources or our Head of Legal. We also have a dedicated independent, external service you can use anytime, 24/7, to report concerns. Your Call provides confidential reporting of concerns related to this policy. Reporting to Your Call also enables your report to be made anonymously if you choose to do so. **Further information on reporting a concern can be found in [Section 5](#).**

What happens if there is a breach?

The Code summarises BUMA's policies and outlines how we expect our people to conduct themselves when working for or representing BUMA.

We treat breaches of our Code and our policies seriously because we want to build a Company we are all proud of. Reported breaches of the Code will be investigated and if substantiated, will result in action being taken, including formal warnings of termination for misconduct. No one wants to see that happen, so please treat our Code seriously.

What if I have a Code-related question?

If you have any questions about the Code, you can:

- Speak with your supervisor or manager;
- Speak with your Human Resources representative;
- Contact the Legal or Risk team.



2 Supporting our People

Health, Safety and Wellbeing

Ensuring the Health and Safety of our people is an integral part of how we do business at BUMA. Our people are critical to achieving fair outcomes for customers and communities. Because this is our aim and a priority, we have policies, procedures and standards across the BUMA business which set out our expectations. Our managers and supervisors are responsible for implementing and monitoring the effectiveness of these policies, procedures and standards.

We are committed to caring for and protecting our people and believe that workplace injury and disease can be prevented. At BUMA, we work to identify and control hazards, protect our people from exposure to health and safety risks and support the health and wellbeing of our people. It is everyone’s responsibility to prevent workplace injury.

Each person working on a BUMA site must:

- Understand and follow the site safety and security procedures
- Report any actual or potential hazards
- Stop or not commence work that is unsafe.

By doing this, we can ensure that we protect ourselves, our workmates, site visitors and our business. Please contact your local Safety and Sustainability team if you have any questions about health and safety.

We treat all people with respect and dignity

We believe in the fundamental dignity of each person, and we believe that each person deserves to be treated with fairness, dignity and respect.

This means that we:

- Treat clients, colleagues, suppliers and other stakeholders with respect and dignity
- Value diversity and difference and never harass, bully or unlawfully discriminate
- Make employment decisions based on merit
- Create a safe working environment. If we see something – we do something.

You have the right to work in a place that is free from harassment, bullying or intimidation, abuse, or any acts or threats of violence. At BUMA, we do not tolerate conduct that demeans another person, unreasonably interferes with another person’s work performance or creates an intimidating, abusive, hostile or offensive work environment.

We value diversity and inclusiveness

BUMA is committed to ensuring that it has a diverse and inclusive workforce and providing equal opportunities for all our people. Our diversity makes us stronger, and we welcome different views from all our people as these help us to improve the quality of our services. This variety of ideas and views also strengthens our relationships with our customers and other stakeholders.

We aim to ensure equal treatment and equal employment opportunities for all our people, regardless of gender, race, ethnicity, religion, age, national origin or ancestry, physical or mental disability or sexual orientation.

BUMA applies our [Gender Equality, Diversity, and Inclusion Policy](#) to all our people, potential employees and applicants for BUMA roles to help ensure individuals and groups feel safe, respected, engaged, motivated, and valued, for who they are and for their contributions toward organisational and societal goals.

Q.

Several of my co-workers often tell distasteful jokes about different races and religions, but I am not comfortable telling them that these jokes are offensive to me. Does BUMA allow this sort of behaviour?

A.

No. This behaviour is contrary to our policies, and it may also contravene the law. You can raise your concerns with your manager or one of the Disclosure Officers or contact our independent service Your Call.

Q.

One of my co-workers often makes comments about my physical appearance. I'm sure this person doesn't mean any harm, but it makes me feel uncomfortable and I would like it to stop. What should I do?

A.

BUMA does not tolerate harassment in the workplace. You should tell your co-worker that their behaviour makes you feel uncomfortable and that you would like it to stop. If you are not comfortable doing this or if the inappropriate behaviour continues, you should raise your concerns with your manager or one of the Disclosure Officers or contact our independent service Your Call.

Q.

John manages a team of 12 people. John sometimes schedules team meetings at 7am with no option to attend by telephone or videoconference, knowing that meeting at that time is not essential and several of his team have caring responsibilities for children and aged parents. When queried about this, John simply says that if you have caring responsibilities that prevent you from always being accessible, you belong in a different job. Has John acted lawfully?

A.

No. John's behaviour is in breach of anti-discrimination laws and BUMA's policies. The affected team members should speak to their manager or one of the Disclosure Officers or, if that is not appropriate, contact our independent service Your Call.



We respect human rights

Human rights are the basic standards of treatment to which everyone is entitled, regardless of gender, race, nationality, economic status or religion. BUMA is committed to supporting the fundamental human rights of our people, as well as the people we work with all over the world.

At BUMA, we treat our people with fairness, respect and dignity and we follow practices that promote health and safety. We do not tolerate any form of modern slavery, including forced, compulsory or child labour. Our people, suppliers and business partners must understand our commitment to upholding human rights and should ensure that they comply with these commitments when they are performing work for BUMA or when representing BUMA.

We don't tolerate alcohol and drugs

BUMA has a zero-tolerance approach to alcohol and illegal substances in the workplace and at any time our people are performing any work for BUMA. You must not possess or consume alcohol or illegal substances in any BUMA workplace or vehicle, and you must not distribute these substances at any BUMA worksite. Our suppliers, contractors and agents must also comply with this policy.

You must not perform any work for BUMA if you are under the influence of alcohol, illegal drugs or any substance that could prevent you from performing your job safely or effectively. You may be asked to undergo random drug and alcohol testing. BUMA's workplaces and vehicles are smoke-free environments, and we expect that our people comply with this policy. Employees can access the Employee Assistance Program (EAP) for assistance with drug and alcohol problems.

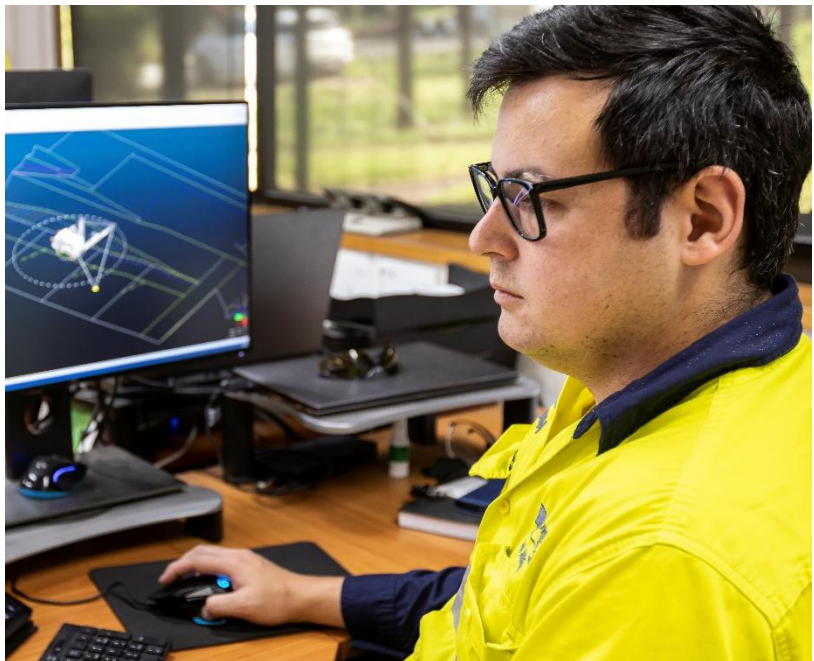
We protect privacy and confidentiality

BUMA respects the privacy of our people, customers and stakeholders. We are committed to complying with our legal obligations to ensure that personal information is handled appropriately.

Personal information means information or an opinion about an individual whose identity is apparent, or can reasonably be ascertained, from the information or opinion.

We handle personal data with great care and respect the rights of individuals to privacy. BUMA will only collect, use and disclose personal information that is required to meet our business requirements, where authorised, or as required by law.

We take extra care if handling sensitive personal data. We only share personal data with others when we have a legitimate business interest, when we need to comply with the law, or when the concerned person requests it. To the extent permitted by law, BUMA may monitor or audit the use of our information systems and access electronic communications, or information stored on these systems.



3 Working ethically and professionally with our Stakeholders

Our suppliers, contractors and clients

At BUMA, we treat our suppliers, contractors and clients fairly, respectfully and honestly. We expect that they will treat us in the same way. You are expected to be professional and courteous when working with our suppliers, contractors and clients. You are required to comply with obligations under any arrangements BUMA has with its suppliers, contractors and clients, as well as with relevant policies and procedures.

We want our suppliers, contractors and clients to reflect our expectations when doing business with and for us. Our suppliers and contractors may use the Your Call service to report any inappropriate, illegal, corrupt or unethical behaviour. They can also report behaviour which breaches any agreement or arrangement they have with BUMA.

Our communities

At BUMA, we understand the value of strong and enduring relationships with the communities in which we operate. and we are committed to engaging with these important stakeholders. When making decisions that affect our communities, we apply our Values and our key policies to achieve the outcomes we expect. We work constructively with local communities at all stages of an operation’s lifecycle to enhance socio-economic resilience.

We aim to provide appropriate and tangible social benefits, while ensuring that all community initiatives are aligned with our values. We identify actual and potential impacts of our activities on our host communities and broader society and take action to avoid or, where this is not possible, mitigate them. We report, investigate and respond to community complaints and grievances. We strive to create livelihoods and resilient communities.

We are committed to open, two-way communication with local stakeholders, and we support the development and sustainability of robust regional economies by creating jobs and, wherever practicable, commissioning the local supply of goods and services. We are sensitive to the cultural diversity of the locations in which we conduct our business. We expect all our people to understand the laws and customs of the locations in which they work, and to ensure that they carry out their responsibilities in a sensitive and respectful way.

Working with government

At BUMA, we respect and cooperate with government agencies and authorities, and we aim to have an honest and transparent relationship with them. Our people must forward all non-routine communications and requests for information received by BUMA from government agencies and regulatory authorities to the Legal Team as soon as they receive them.



4 Our Business – Acting with Integrity

Strengthening our corporate compliance

At BUMA, we obey the letter and spirit of the law in every place where we do business. This applies to our people, our contractors, our suppliers and our agents. If you are concerned that any proposed work, or any work you are currently undertaking may not be legal, or if you have a concern about the legality of any matter, you are responsible for consulting with the BUMA Legal team before any potentially illegal acts have taken place.

Breaking the law is a serious matter, and disciplinary action, including reporting to the relevant authorities, and termination for misconduct, may be taken against any person who carries out an action (or fails to carry out an action) which results in breaking the law.

Corporate governance

BUMA's corporate governance framework provides the platform from which:

- The Board is accountable to shareholders for the operations, performance and growth of the company
- BUMA management is accountable to the Board
- BUMA's business risks are identified and managed
- We effectively communicate with our shareholders and the investment community.

Policies

BUMA has several policies which help us to ensure we have a robust and effective system of corporate governance. These policies are available on our intranet. All our people are expected to understand and comply with these policies. You must also ensure that any agents representing BUMA, and any associates of BUMA, are aware of and comply with our policies.

Internal controls

BUMA has a system of internal controls and reporting mechanisms which are designed to protect our assets and operations. These processes also provide management and the Board with accurate and timely information about the business. BUMA's internal and external auditors provide independent oversight of BUMA's internal control systems.

Internal investigations

BUMA is sometimes required to conduct investigations into its business, operations or the conduct of our people.

As an employee of BUMA, you must:

- Cooperate fully with the investigation team throughout the course of an investigation
- Disclose all relevant information in a complete and truthful manner
- Not discuss the investigation or any details relating to the investigation with any person (including other BUMA employees) except with the investigation team.

Representing the Company

Our brand

Our brand is important to us and to our customers, partners, the market and other stakeholders. Our brand tells people who we are and reflects key information about BUMA.

We are committed to ensuring that any information which bears our brand is appropriate and does not harm the reputation of BUMA in any way. You must not use BUMA's brand or our legal trademarks unless you are authorised under the Brand Guidelines to do so.

Electronic communication

We use email and other forms of electronic communication every day to communicate with each other, our stakeholders and third parties. All information contained in any of BUMA's electronic communication systems, including all communications and information created, received, saved or sent on BUMA's systems, belongs to BUMA.

All electronic communication which is carried out on BUMA's communication and electronic systems is subject to monitoring, with or without notice and regardless of whether our systems are accessed in or out of the workplace or whether the communications pass through our server. BUMA performs surveillance of electronic communication, systems and usage by our people periodically and on a random basis.

All workplace conversations, whether conducted in person, via phone, or through digital platforms, must not be recorded unless all participants are notified, and consent is obtained before recording. This applies even in cases where recording may be legally permitted. Failure to notify all parties of a recording may result in disciplinary action.

Social media

While social media has for some time been an everyday communication tool in our personal lives, BUMA also recognises the significant value of social media in the workplace. It helps us to attract and retain top talent, improve employee and community engagement by facilitating open communication of ideas and influences our reputation and informs our customers with less need for advertising.

We must ensure there is no confusion between our opinions or personal interests and those of the Company. So that we can all continue to enjoy the benefits of social media in the workplace, our people must ensure that they understand and comply with the [Social Media Policy](#).



Q.

My friends and I sometimes exchange personal emails. Most of the time they are harmless, but I worry what my supervisor would think if they knew. Should I stop doing this?

A.

Emails and other electronic communication are official BUMA records. BUMA regularly monitors emails and internet usage. This means that all of your emails, even personal emails, can be checked and read. If you don't want people to read personal messages, send those messages from your own computer and your personal email address

Sustainability

Our goal is to always maintain our social licence to operate and have a positive influence on the local communities in which we operate. We strive to design and implement innovative projects that minimise the impact and enhance the activities of our customers so that they deliver sustainable value. We continue to deliver energy efficiency programs that will sustain our natural environment for future generations and lower our carbon footprint.

Understanding and managing the environmental impact of our business is fundamental to our long-term business success. At BUMA, we are committed to environmental stewardship and to minimising harm to the environment through responsible resource management across our operations. We develop, implement and maintain robust environmental management systems that exceed our regulatory obligations. We take actions to reduce our carbon footprint.

We identify and assess the potential impacts of our activities on our shared natural resources, including land, air, water, energy, and biodiversity and take actions to mitigate them. We engage with stakeholders on environmental risks, opportunities, and our performance, to ensure we operate in an appropriate manner. We have policies, procedures and standards across all of BUMA which set our environmental expectations, and we expect you to ensure any work you perform complies with these.

Many of our people also work on sites owned, controlled or operated by third parties. In circumstances where we perform work on non-BUMA sites, you are expected to comply with BUMA's policies as well as the policies and standards of the third party who owns, controls or operates a site.



Pictured above: Rehabilitation at Meandu Mine

Fair competition and trade practices

At BUMA, we strive for competitive advantage through superior research, marketing, execution, quality and service, never through unethical or questionable business practices, and we do not engage in unfair or illegal trade practices. We don't engage in collusion, and we don't agree with our competitors, formally or informally, to:

- Fix prices
- Limit supply
- Allocate customers or markets
- Rig bids
- Collectively boycott customers or suppliers.

We don't exchange commercially sensitive information with our competitors except when we have a legitimate need to do so. If in doubt, contact Legal.

We select suppliers based on open competitive bidding and ensure that all supplier offers are compared and considered fairly and without favouritism. We are transparent about the bidding process and ensure that our ethical expectations are understood and respected by all suppliers wherever they operate. We must take special care when we participate in trade associations or other industry meetings where competitors are present.

You must not engage or be involved in any conduct that breaches competition or anti-trust laws. Breaching these laws can have serious consequences for BUMA and our people. So, you must ensure you understand the obligations BUMA has in each jurisdiction in which we conduct our business and must comply with all our legal obligations under these laws.

We understand that even the perception of a breach of these laws will have a serious impact on the reputation of BUMA and our people. If you think the conduct of any of our people, agents, stakeholders or any third party could result in a breach of these laws, please speak with your manager, or contact Legal.

Protecting our assets and information

Physical assets such as facilities and equipment, as well as non-physical assets like information, software and intellectual property are essential to our success. We safeguard our assets against theft, loss or damage, misuse and unauthorised access.

Confidential information

We recognise that business information, knowledge and intellectual property are valuable resources. Confidential information includes financial information, internal correspondence and correspondence with customers, suppliers, contractors, regulators and other stakeholders, operating methods, potential tender/contract wins, marketing plans, research results, employee data, information about relationships with customers, suppliers, contractors and other stakeholders and legal information.

Information will be confidential even if it is contained in an email, on a memory stick, or on the BUMA intranet. Information is confidential if it:

- Would cause BUMA to breach our legal or regulatory obligations if disclosed
- May be harmful to BUMA if it is publicly disclosed
- Could be helpful to our competitors
- Breaches the privacy of any of our people, suppliers or our customers.

You must treat all information you deal with (including information you prepare or receive) as confidential information. You must not disclose or give confidential information to anyone outside BUMA. In some cases, you must not discuss confidential information with other BUMA employees or contractors.

Q.

I just returned from a meeting where I learned about new exciting BUMA projects and excellent financial results that will be announced soon. I'm very proud of our success and I'm eager to share the news. Can I tell my family?

A.

No. This information has not been released to the public and is confidential information. If you disclose this confidential information to anyone outside of BUMA, even your family, your actions could have serious consequences and can even result in BUMA breaching the law. You should never disclose confidential information to anyone outside BUMA.

Physical assets

We are all responsible for protecting BUMA's physical assets, including our financial assets, vehicles, office supplies, equipment, computers and telephones. We use our assets appropriately and for its intended purpose. When using our assets, you should exercise good judgement and should not abuse any privileges or benefits which you might receive as an employee of BUMA.

You must not:

- Loan, borrow, donate, sell or dispose of any BUMA property
- Use BUMA's assets (or your position with BUMA) for personal gain
- Take part in any action that involves theft, fraud, embezzlement, extortion, damage, loss, unauthorised access, or misappropriation of BUMA's property
- Use BUMA credit cards for personal purchases.

Intellectual property

Although our brand, our know-how and our intellectual property are not physical assets, they are still considered to be our property in the same way as plant, equipment, machinery and other physical assets. One of the ways we protect our brand is to prevent the improper use of the BUMA name, trademarks, know-how or other intellectual property.

All our people are responsible for ensuring that our brand, our know-how and our intellectual property are protected and used properly. You can do your part by following our policies and using good judgment. Be aware that any information you create, share or download onto Company systems belongs to the Company, and we reserve the right to monitor system use at any time, to the extent permitted by law. You are not permitted to take sensitive and confidential Company data with you when your employment has ended.

IT systems

Our information technology and communications systems, programs and the data on our systems are a very important part of our business and should always be used according to BUMA's IT usage policies. We count on every employee to appropriately utilise electronic assets (including computers, hardware, software, mobile devices and other media). We must use systems and applications responsibly, including email and internet services. Reasonable or incidental personal use of BUMA's IT and communications systems is acceptable.

We must safeguard all accounts and passwords and report all security breaches or incidents. We must not:

- Download unlicensed software on to any BUMA computer
- Copy or use copyrighted software without consent from the copyright owner
- Use our IT systems, computers or networks in a way that could compromise the security or integrity of our confidential information or business records
- Use our IT systems, computers or networks to access, receive or transmit material that is inappropriate, illegal or may violate any of our policies.

Conflicts of interest

You must avoid any situation in which a conflict of your personal interests and the interests of BUMA could arise. Even the appearance of a conflict can be damaging, it is also important that you avoid any situation which could cause a perception of a conflict of interest, leading others to doubt our fairness or integrity.

Situations that may cause a conflict of interest include:

- Benefits (e.g. gifts and entertainment) which may influence the objective exercise of our professional duties;
- Outside activities and employment which may influence the performance and objective of your job;
- Ownership and directorships in, or personal relationships with, business partners or competitors of BUMA;
- Working with relatives or close personal relations in a direct or indirect reporting relationship; and
- Not declaring that you know a job applicant, and you are in a position to influence the decision process.

You must report any actual or potential conflict of interest to your supervisor or manager as soon as you become aware of the conflict.

Q.

My brother owns a company which he believes can supply higher-quality and less expensive supplies to BUMA than our current supplier. Can we use his company?

A.

This situation can result in a conflict of interest because it is your brother's company. You should always notify your manager, or the BUMA person who is responsible for making purchasing decisions for BUMA, and you should not take part in any tender process. These types of situations will be considered on a case-by-case basis because each situation will be different.

Q.

I want to invest my money in shares but the company that I think is the best investment is one of BUMA's key suppliers. Would this violate any of BUMA's policies?

A.

While this does not automatically create a conflict of interest, others may perceive you as having a conflict of interest because of your financial interest in that supplier and the potential for you to influence decisions made by that supplier in its dealings with BUMA at some point in the future. Before proceeding, you should first notify your manager, supervisor or Legal.

Q.

I have developed a friendship with a supplier, and I am considering entering into a partnership with him in a business venture unrelated to BUMA. Would this violate any of BUMA's policies?

A.

Yes, it most likely would. Even if you are able to keep your personal and financial dealings from affecting your judgement on behalf of BUMA, others may perceive that you are biased. Before taking any action, you must discuss your plans with your supervisor, manager or Legal.

Gifts and entertainment

Exchanging gifts and entertainment can help build understanding and improve working relationships, but they can also cause a conflict of interests between personal interest and professional duty. We ensure all gifts and entertainment are in good faith, occasional, reasonable and appropriate and that they are not given with the intent of influencing the recipient's decision making or gaining an improper business advantage.

The Anti-Bribery and Corruption Policy sets out the obligations of our people, including:

- Never soliciting or requesting any gift or benefit in connection with your position with BUMA
- Never giving or accepting any gift, entertainment or other benefit if it:
 - Is cash or a cash equivalent
 - Could be seen to influence you in carrying out your duties, induce or reward improper performance
 - Is to or from anyone in a tendering process with BUMA
 - Is intended to ensure favourable treatment in the future.

The Anti-Bribery and Corruption Policy sets out the notification and approval requirements for giving or accepting any gift or benefit. If you are unsure whether a gift or benefit is appropriate, please speak with your supervisor or manager, or Legal before taking any action.



Q.

I have been invited to a sporting event by an important supplier. Should I attend?

A.

You should check that tickets to the sporting event are of modest and reasonable value. If the ticket is above AUD\$400 or you have received a gift or benefit from that supplier in the last 12 months, approval will be required from the Company Secretary to attend.

You should also consider whether the invitation will include a reasonable degree of business building.

Anti-bribery and corruption

BUMA is committed to compliance with the law in all jurisdictions in which we operate, as well as maintaining our reputation for ethical practice. Corruption is prohibited in all the locations in which we operate, particularly where representatives of public authorities are involved. We do not engage in corruption, and we never pay bribes regardless of who we are dealing with or what the local custom or practice is.

We never request, accept, provide or authorise bribes of any kind, including facilitation payments. Facilitation payments are small payments to a government agency to fast track or secure the performance of an action that is ordinarily and commonly performed. A bribe can take the form of gifts, entertainment, travel, job offers, rebates or ‘kickbacks’, loans, fees, services, donations or favours. BUMA is especially careful in its dealing with public officials to avoid and perception of bribery, including in the exchange of any gifts and entertainment with them.

We don’t contribute to any political campaign, party, candidate or their affiliated organisations. We set realistic business objectives and do not expose our people to bribery and corruption risk by putting pressure on them to meet unrealistic targets or deadlines. Our Anti-Bribery and Corruption Policy sets out our expectations around bribery and corruption. Where the Anti-Bribery and Corruption Policy is different to the local laws, you must comply with the higher standard.

It is important to understand that even the perception of a breach of these laws will have a serious impact on the reputation of BUMA and our people.

Political Contributions and Activities

BUMA does not make political contributions in cash or in-kind to any political party, politician, elected official or candidate for public office in any country and does not participate directly in the activities of political parties, without prior approval of the CEO or Chairman. This includes paid attendances at events or activities organised by a political party, politician or an organisation affiliated with a political party or politician.

Charitable donations in certain circumstances can be seen as a form of corruption. For example, ‘donating’ to illegitimate organisations can be used to conceal corrupt payments. Care must be taken to ensure that the charity or cause is legitimate.

Fraud

We don’t engage in fraudulent behaviour, and we do not knowingly assist or facilitate any third party to commit fraud.

We are honest and do not engage in intentionally deceitful behaviour such as:

- false expense claims
- forgery, destruction, manipulation or alteration of documents, records or claims.

We understand the importance of our role in detecting and preventing fraud. BUMA is committed to providing ways for our people, our partners and our stakeholders to report such practices and behaviour. You can use our dedicated, independent Your Call service anytime, 24/7, to report concerns.

Money laundering

We are aware that third parties may exploit us to engage in money laundering. We take steps to protect ourselves against it and comply with all applicable laws. We don’t accept money or other assets if we become aware they derive from

criminal activity, and we don't assist any third party in money laundering. We watch out for unusual or suspicious arrangements which could expose us to money laundering and immediately report them to our manager or Legal.

Contracts and agreements

As a commercial business, BUMA and its subsidiaries enter into contracts and agreements every day. Our Contracting Principles Procedure sets out the process for reviewing and approving entry into material contracts. If BUMA is a party to any proposed contract or agreement, our people must comply with the Contracting Principles Procedure. Our people must not, and they must ensure others do not, sign or execute contracts and agreements on behalf of BUMA unless you or they have been specifically authorised to do so. If you are unsure whether you can sign or execute a contract or agreement on behalf of BUMA, please contact Legal.

Financial and Business Records

We all have a duty to make sure that all our records, financial or otherwise, are accurate. It is crucial to being able to provide transparent, regular and reliable information to our shareholders.

Financial records

We must play our part in ensuring that accurate financial records, including financial and non-financial reporting, are always maintained. This means that our people must accurately and completely record and explain BUMA's transactions, financial position and performance. We also expect that our people will fully cooperate with our internal and external auditors and provide true and accurate information when they are requested to provide information or asked questions about information provided.

Business records

It is important that our business records (including email and electronic records) accurately reflect our activities. From time to time, our business records may be made public because of litigation or regulatory investigations. You must never:

- Make false entries or alter receipts on expense reports
- Enter false information on time sheets
- Alter or falsify quality or safety results
- Understate or overstate known liabilities or assets
- Maintain undisclosed or unrecorded liabilities, funds or 'off the book' assets
- Improperly record or fail to record items that should be expensed
- Make any entry that intentionally hides or disguises the true nature of any transaction.

Retaining records

You are expected to comply with relevant statutory requirements to keep records and retain relevant documents for the statutory period (or longer, if appropriate). You are required to be aware of BUMA's obligations to keep appropriate and adequate business records for its business.

All our people must use, disclose and store these records and the information contained in them according to the relevant BUMA policies. If you are unsure whether you should save or destroy a document, please speak with Legal. You must follow internal due diligence procedures so that we can ensure that we are working with clients with legitimate activities and whose money does not come from criminal activities

Membership of professional and industry associations

Professional memberships

BUMA is a member of many trade and industry associations and our people are often requested to represent BUMA at events organised by these associations. Our people may also be required to join professional or industry memberships in their capacity as employees of BUMA.

When attending or participating in such events, our people must ensure that they do not disclose or discuss any market sensitive, confidential or commercially sensitive information. If you are concerned about a discussion taking place at such an event, or you believe that any market sensitive, confidential or commercially sensitive information has been or may have been disclosed, you must leave the discussion and immediately contact Legal.

Individual memberships

Some of our employees hold individual memberships of trade and industry associations. If you attend or participate in events organised by these associations as an individual member in your personal capacity, you must make it clear that you are attending in your personal capacity and not as a representative of BUMA.



5 How to speak up and raise your concerns

BUMA aims to create an environment in which all our people, suppliers and contractors feel free to raise concerns about conduct which may be contrary to the Code, or illegal, inappropriate, unethical, corrupt, or against BUMA’s policies.

BUMA’s Speaking Up Policy sets out how we deal with reports of such behaviour and how we protect our people.

If you are unsure what is the right thing to do, refer to the ‘How do I know when I should seek guidance’ test in this document.

How do I make a report?

We encourage you to speak up and report misconduct or other behaviour which does not meet the expectations set out in the Code. You are encouraged to make a report to one of our Disclosure Officers.

Our Disclosure Officers are:

Name	Role	Email	Telephone
Kate Van Kempen	Global Head of People & Culture	kate.vankempen@buma.com.au	0474 797 305
Matthew Keane	Head of Legal	Matthew.Keane@buma.com.au	0417 063 022

Alternatively, you may make a report using our whistleblowing service, Your Call. Your Call is a secure, external, independent provider that provides confidential reporting of concerns related to this policy.

Your Call is staffed by consultants qualified to respond to your concerns. Your Call makes it easy for anyone who has a concern to report actual or suspected misconduct confidentially and anonymously if you so wish, without fear of retaliation, reprisal, dismissal or discriminatory treatment.

You can make a report to Your Call:

- (a) Online: <https://www.yourcall.com.au/report> You will be required to enter BUMA’s unique identifier code ‘BUMA’.
- (b) By phone using Your Call’s external reporting hotline: 1300 790 228 (7am to midnight AEST on business days).

When reporting misconduct, we expect you to have reasonable grounds to suspect that the misconduct has or is about to occur. You can be assured that any concerns will be taken seriously and treated confidentially.

How Your Call works

Your Call uses an online message board which you will have access to after making the report. The message board allows you to:

- communicate with Your Call and with BUMA with or without revealing your identity;
- securely upload any relevant documentation and/or material that you wish to provide;
- receive updates; and
- request support or report detriment.

If your report relates to a Disclosure Officer, Your Call will exclude that person from all communications when Your Call provide information about your report to us.

