



Code of Conduct



Contents

1	Contents
3	Managing Director and Chief Executive Officer's Message
4	Introduction
6	Statement of Commitment
9	Behaviours
9	Conflicts
10	Information
10	Property
12	Anti-bribery and Corruption
14	Health and Safety
14	Communications
16	Compliance
17	Diversity and Inclusion
18	Breaches of Rules
19	Framework for Ethical Decision Making
20	Conclusion

By embracing this code, we acknowledge that we understand what we are required to do and the way we are obligated to do it.



Managing Director and Chief Executive Officer's Message



The Macmahon Code of Conduct (the Code) applies to all employees of Macmahon Holdings Limited ("Macmahon") and is the overriding document which governs our behaviour.

This document sets out the guidelines that we all must follow – as directors, senior executives and employees – to maintain high ethical standards, appropriate corporate behaviour and accountability across the Macmahon Group.

In providing an appropriate framework to safeguard the interests of our shareholders, the Code ensures that we comply, through openness and integrity, with procedures that reflect the highest standards of corporate governance.

By embracing this Code we acknowledge that we understand what we are required to do and the way we are obligated to do it (as well as the consequences if we do not follow this Code).

Michael Finnegan
Managing Director
and Chief Executive Officer
June 2022

This document sets out the guidelines that we must follow to maintain high ethical standards, appropriate corporate behaviour and accountability across the Macmahon Group.

Introduction

This Code specifies the standards of behaviour required by employees in the performance of their duties. In general terms the following principles must guide employee behaviour:

- a) to act with honesty, integrity and professionalism, and consistent with the spirit, intention and letter of Macmahon's Statement of Values, in the performance of their duties and in the proper use of Macmahon information, funds, equipment and facilities;
- b) to exercise fairness, proper courtesy and consideration in all their dealings in the course of carrying out their duties;
- c) to comply with all laws and regulations that apply to Macmahon and its operations; and
- d) to avoid real, apparent or perceived conflicts of interest and to act in the best interests of Macmahon.

The Code supplements the other formal policies and procedures of Macmahon ("Policies and Procedures"), which employees are also required to adhere to in the conduct of their roles.

If you become aware of any conduct that does or could breach any aspect of the Code, or is otherwise inconsistent with Macmahon's Statement of Values, please notify the person set out in the section titled "Breaches of Rules: How to make a report or disclosure" immediately. Refer to the section titled "Breaches Of Rules" generally for details about how to report actual or suspected breaches of the Code or other ethical concerns.

For the purposes of this document, "employee" or "employees" refers to all directors, senior executives and employees of Macmahon whether or not in a full/part time, temporary or permanent capacity, and all persons employed by Macmahon through any joint venture or alliance project. This will also apply to independent contractors engaged by Macmahon who are required to follow the Code. All such employees will receive appropriate training on their obligations under the Code.

The Code supplements the other formal policies and procedures of Macmahon, which employees are also required to adhere to in the conduct of their roles.



Statement of Commitment

COMMITMENT TO THE CODE OF CONDUCT

Macmahon is dedicated to delivering outstanding performance for investors, clients and employees. Macmahon aspires to be the leader in its field while operating openly, honestly, with integrity and responsibility and maintaining a strong sense of corporate social responsibility. Macmahon will conduct its business lawfully, ethically and responsibly, and in accordance with the standards set out in the Code.

The Code will be periodically reviewed to ensure that it is operating effectively, having regard to its objectives and the support it provides to Macmahon's Statement of Values, and to consider whether any changes to the Code are required.

COMMITMENT TO OUR EMPLOYEES

The employees of Macmahon are critical to the overall success of the organisation and remain its most important resource. Macmahon is committed to providing a safe and healthy work environment that promotes consultation and participation at every level and ensures that its employees are kept informed of Macmahon's activities. Macmahon will respect its people, encourage their input and ensure that they are treated in a fair and honest manner free of harassment, bullying, hostility, discrimination and offensive behaviour.

COMMITMENT TO SHAREHOLDERS AND THE FINANCIAL COMMUNITY

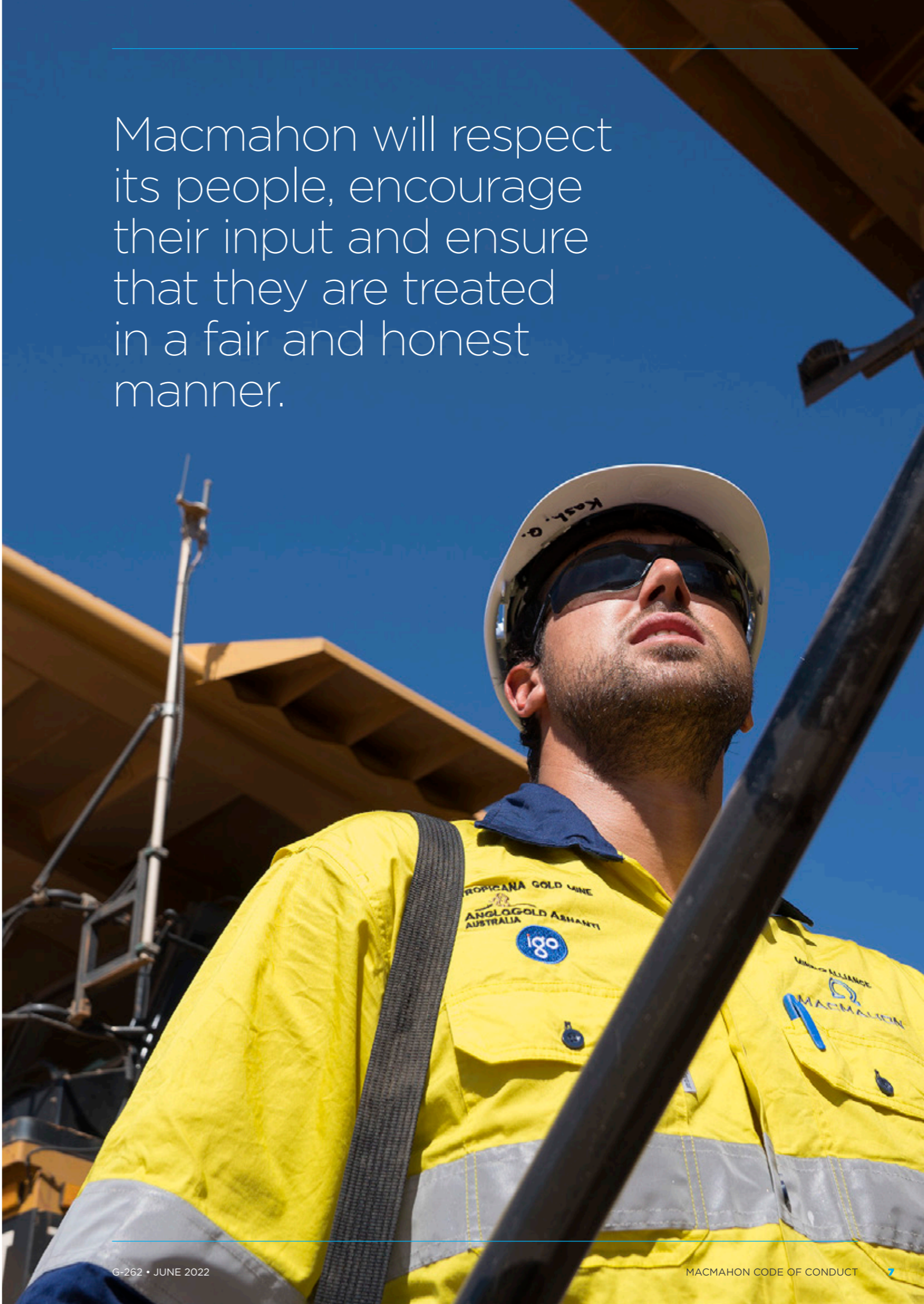
Macmahon is committed to delivering value to its shareholders and to representing its growth and progress truthfully and accurately. Macmahon will comply with the spirit and letter of all laws and regulations that govern shareholders' rights.

Macmahon is committed to safeguarding the integrity of its financial reporting and promotes a structure of review and authorisation designed to ensure the truthful and factual presentation of its financial position. Macmahon will prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which Macmahon conducts its business.

COMMITMENT TO OUR CLIENTS AND SUPPLIERS

Each employee has an obligation to use his or her best efforts to deal in a fair and responsible manner with Macmahon's clients and suppliers. Each employee will assist Macmahon in the delivery of superior service and product quality to each client and will follow the Macmahon procedures to ensure the safety of goods produced. Macmahon regards ethics, honesty and clear communication as the cornerstones of its reputation, which enables Macmahon to build successful and lasting business relationships. Macmahon is committed to providing clients with value and expects to be fairly remunerated for the services it provides.

Macmahon will respect its people, encourage their input and ensure that they are treated in a fair and honest manner.



Macmahon expects its employees to act in accordance with Macmahon's Statement of Values.



Behaviours

GUIDELINE TO EXPECTED BUSINESS BEHAVIOUR

Macmahon is committed to providing a safe workplace that is free from harassment, discrimination and bullying and where diversity and inclusion is valued and supported. Macmahon achieves this through adherence to the Company Values of United, Courage, Integrity and Pride. These Company Values define the expectations placed on Macmahon employees and are the foundation of Macmahon's work culture.

EMPLOYEES' BEHAVIOUR

Macmahon expects its employees to:

- a) perform their duties with skill, honesty, care and diligence;
- b) provide accurate information and give prompt attention to tasks;
- c) use authority in a fair and equitable manner;
- d) abide by policies and procedures, instructions and lawful directions that relate to their employment and duties;
- e) take all reasonable care to ensure their own safety and health while at work and to avoid adversely affecting the safety and health of others;
- f) treat people they deal with in the course of their employment with dignity, courtesy and respect;
- g) not engage in bullying, harassment, discrimination, vilification, victimisation, or any other behaviour that will lead to psychosocial harm;
- h) behave in a manner that maintains or enhances the reputation of Macmahon;
- i) ensure dress and appearance is appropriate for the performance of their duties, including wearing a uniform where one is provided or where safety standards specify;
- j) comply with the laws and regulations that govern our business and activities;
- k) deal with clients and suppliers fairly;
- l) act lawfully, ethically and responsibly and with high standards of personal integrity;
- m) act in accordance with (the spirit, intention and letter of) Macmahon's Statement of Values;
- n) not take advantage of the property or information of Macmahon or its clients or suppliers for personal gain or to cause detriment to Macmahon or its customers; and
- o) not take advantage of their position or the opportunities arising from their position for personal gain.

Conflicts

CONFLICT OF INTEREST

A conflict of interest arises when an employee has a direct or indirect interest in a property, investment, supplier or transaction in which the employee knows or believes that Macmahon has an interest. An indirect interest includes but is not restricted to:

- a) an interest of a member of an employee's family; and
 - b) an interest of a corporate entity or other legal entity associated with the employee or the employee's family.
- A conflict of interest may include any of the following or a combination of them:
- a) actual - when the interest is known to exist;
 - b) potential - when the interest is believed to be under consideration or discussion; or
 - c) perceived - where there is not, or may not be, an actual conflict of interest, but there is either a perception of such conflict, or a perception that the interest could otherwise influence the employee's ability to discharge their role and function in the best interests of Macmahon.

Employees must disclose to their manager and the Company Secretary any personal, financial or other interest which may represent an actual, potential or perceived conflict of interest. Express written approval must be obtained from Macmahon before proceeding further with any transaction or interest which gives rise to the conflict.

Information

USE OF INFORMATION

Employees must not use or disclose any commercially sensitive or confidential information that they obtain through their employment with Macmahon, other than in the proper performance of their duties or as required by law. This includes information about clients or their projects. If unsure, employees must discuss the matter with their General Manager. Information obtained at work or held in Macmahon records, including client or customer information, should not be used to obtain financial reward or any other benefit, or to take advantage of another person. All documentation stored electronically or in any other form relating to the employee's work or the business or affairs of Macmahon is the property of Macmahon unless otherwise agreed. On termination of the employee's employment with Macmahon, no documentation or information relating to the employee's work or to the business or affairs of Macmahon is to be removed for any reason.

INSIDER TRADING

All employees of Macmahon must ensure that any trading of Macmahon securities that they are involved in complies with the Australian Corporations Act and Regulations (particularly the prohibitions on insider trading) and the Macmahon Securities Trading Policy.

In general terms, insider trading occurs when a person trades in the securities of a company when they are in possession of information concerning that company which is not generally available, and which, if made public, would be likely to have a material impact on the price of those securities.

If an employee is unsure whether an activity is, or could be perceived to be, insider trading, the employee should discuss the matter with the Company Secretary.

INTELLECTUAL PROPERTY

Macmahon intellectual property includes information, processes and technology developed by employees as part of their roles. Macmahon relies on its intellectual

property to give it an advantage in this highly competitive industry. It is the responsibility of every employee to protect the intellectual property of Macmahon.

Customer or client or supplier intellectual property includes information, processes and technology developed and owned by Macmahon's customers / clients / suppliers. It is the responsibility of every employee to protect the intellectual property of Macmahon's customers / clients / suppliers and to only use such intellectual property for the purpose for which it is provided.

RELEASE OF INFORMATION

Employees must not disclose information about or belonging to Macmahon or information of its clients or customers which is not public, or make public comment in respect of Macmahon or its clients or customers, directly or indirectly, without the prior approval of the Manager – Communications. If employees are solicited by the media for information, they should direct the media to the Manager – Communications.

Property

USING MACMAHON PROPERTY, MONEY, GOODS OR SERVICES

Macmahon property, funds, facilities and/or services should be used efficiently, economically, for authorised purposes only and in accordance with designated financial authority.

TRAVEL AND ENTERTAINMENT

Travel and entertainment should be consistent with the needs of the business and in line with the travel guidelines and policy. It is the intent of Macmahon that employees neither lose nor gain financially as a result of business travel and entertainment.

Employees who approve travel and entertainment expenses are responsible for the propriety and reasonableness of expenditures, ensuring that expense reports are submitted promptly and that receipts and explanations properly support reported expenses.



Anti-bribery and Corruption

Macmahon's Statement of Values expects, and Macmahon requires, that all employees act lawfully, ethically and responsibly. Giving or receiving bribes or other improper payments or benefits is a serious criminal offence and can damage Macmahon's reputation and standing in the community, and may result in Macmahon (or the relevant person) incurring serious criminal and civil penalties.

All employees will be required to complete appropriate training in respect of anti-bribery and corruption, and that training will have regard to the environments and jurisdictions in which those employees are operating (on behalf of Macmahon); it being acknowledged that Macmahon requires that all its employees and representatives comply with the Code of Conduct no matter what country they are in or what local practices may be.

USE OF OFFICIAL POSITION

Employees must not use their position to seek or obtain any financial or other advantage for themselves, their family or any other person or organisation. Employees must not use their position to harass or disadvantage another person.

GIVING AND/OR ACCEPTING GIFTS, GRATUITIES OR OTHER BENEFITS

Employees are strictly prohibited from giving or receiving any sort of gift, gratuity or improper payment, directly or indirectly, in order to obtain an advantage, be it personal or business. Examples of such payments, also called bribes, are fees, commission, credit and gifts resulting in favourable treatment in a business transaction. However for the purpose of developing or maintaining good client relations it is generally acceptable for employees to take up invitations to sporting and social events. If those invitations will involve flights, accommodation or have a value in excess of \$250 over any 6 month period, employees must obtain prior approval from their General Manager before

accepting them (or from the Managing Director and Chief Executive Officer if the employee reports to the Managing Director and Chief Executive Officer). If approval is given for the invitation to be accepted, the employee must provide details to the Company Secretary for inclusion in a central register. Care must be taken not to obtain any perceived advantage for Macmahon or the employee when offering gifts, entertainment or other benefits to customers or clients, particularly if they are public officials.

BOARD MEMBERSHIPS

Employees wishing to serve on the board of an external company or government/public body must receive approval from the CEO and the Chair. Serving on boards for community or not for profit organisations does not generally require approval and is encouraged, providing it does not impose on the employee's work commitments.

OVERSEAS BUSINESS RULES

It is Macmahon policy that its business affairs and operations should at all times be conducted legally, ethically, and in accordance with community standards of integrity and propriety.

Macmahon recognises that in some countries generally accepted business practices are different from those in Australia. However, as a responsible corporate citizen, Macmahon requires that all its employees and representatives comply with the Code of Conduct no matter what country they are in or what local practices may be.

For international business dealings, the following standards of conduct and legal requirements must be observed:

- a) All applicable laws must be followed. If there is a conflict between applicable local law and applicable Australian law, legal advice must be sought in order to resolve the conflict.
- b) In particular, business dealings must be conducted in accordance with Australian and other applicable anti-bribery laws. These laws generally provide that it is a criminal offence to bribe a public official to obtain an advantage that is not legitimately due to you. Further information about what constitutes a bribe is outlined below, however if you are unsure, contact the Macmahon legal department for advice.
- c) The making of other types of payments to public officials in their personal capacities to induce them to perform their official duties in a particular way is also not allowed by Macmahon. This includes facilitation payments (small, non-official payments to expedite routine actions), and applies whether the payment is made directly or through agents. However, where there is a legitimate business purpose, it may sometimes be acceptable to provide travel, entertainment, hospitality or meals to public officials provided this occurs in accordance with the requirements of the Code of Conduct. The value and nature of such expenditure must always be modest and appropriate to the circumstances. Further information on this issue can be obtained from the Macmahon legal department.

BACKGROUND: ANTI-BRIBERY LAWS

Most countries have local laws which prohibit bribery of public officials in those countries. In addition, many countries including Australia, the United States, the United Kingdom and Canada have anti-bribery laws which criminalise the bribery of foreign public officials. These laws are "extra-territorial" which means they can apply to you even if the act of bribery takes place in another country. Some countries also extend their anti-bribery laws to cover the bribery of private parties.

PRACTICAL GUIDANCE: WHAT IS BRIBERY?

Bribery can take many forms and need not involve the payment of money. Non-monetary forms of bribery could include providing:

- a) Gifts
- b) Hospitality
- c) Lavish entertainment
- d) Travel
- e) Support for a favoured cause or political party
- f) Employment
- g) Education for family members.

The definitions of bribery in the Australian, UK and US laws are similar. In the context of public officials, the laws generally prohibit planning, offering, or giving:

- a) an undue benefit
- b) to public officials
- c) with the intention of influencing their actions or inaction for business advantage.

WHAT IS AN UNDUE BENEFIT?

- a) A benefit that is not legitimately due to the person who received it;
- b) Includes benefits given to any person, not just to the public official (e.g. the benefit may go to a close relative);
- c) "Undue" means that it is not an official part of doing the job. The benefit is undue when it is intended as a personal offering rather than being a necessary part of the person's official duties.

WHO IS A PUBLIC OFFICIAL?

A public official can include:

- a) anyone employed by or acting on behalf of a government, government-controlled entity, or public international organisation;
- b) any political party, party official or candidate;
- c) any individual who holds or performs the duties of an appointment, office or position created by custom or convention; and
- d) any person who holds him/herself out to be the authorised intermediary of a Government Official.

Note: Your health and safety is paramount

Macmahon considers the health and safety of its employees to be paramount. If you consider there is a direct or potential threat to your health or safety and make a payment or give a benefit to avoid this threat, Macmahon will not consider this to be a breach of the Code of Conduct, provided that any and all such payments or benefits must be reported to your in-country finance manager immediately.

Business books and records must be maintained in a proper, responsible and honest manner which will allow Macmahon to comply with the laws applicable to it.

Note that under the Australian criminal law detailed records must be kept of any facilitation payments. You should therefore provide the in-country finance manager with the following details for any facilitation payments:

- a) the value of any facilitation payment;
- b) the date on which the conduct occurred;
- c) the identity of the foreign public official involved;
- d) the particulars of the routine government action that was sought to be expedited or secured by the facilitation payment; and
- e) your signature or some other means of verifying your identity.

Employees must ensure that a record of all payments to foreign government bodies or foreign public officials are maintained in such a way that they are easily visible to management and auditors (that is, so that they do not blend in to the general population of supplier payments).

Health and Safety

SAFETY AND ENVIRONMENT

At Macmahon, safety and health is an integral part of our everyday activities. Our priority is ensuring that the safety and health of our employees, contractors, visitors and stakeholders is a priority in our efforts to achieve an injury free work environment. For this reason, all employees are required to comply within the Macmahon Safety and Health Policy.

To work effectively in a diverse range of environments and social settings, Macmahon recognises the importance of integrating environmental management into how we do business. Our environmental policy objective is to minimise the adverse impact on the environment as a result of our business activities.



Communications

ELECTRONIC COMMUNICATIONS

Macmahon issues employees with the standardised computer equipment and accessories required to effectively perform their duties, whilst also providing any technical assistance required.

The computer equipment and software assigned to employees remains the property of Macmahon and shall be used in accordance with the IT Conditions of Use (available on the Macmahon Document Library). By using such equipment employees agree to comply with these conditions.

Macmahon does not expect these resources to be used inappropriately. Accessing illegal or offensive websites (including sites of a pornographic or racial/ethnic nature) is prohibited, and employees must not transmit illegal, offensive or defamatory emails.

The downloading of unauthorised software or the transgression of Group software licenses is strictly prohibited as this is a breach of international copyright laws.

Employees are provided the IT Conditions of Use at the time of employment and failure to comply with these conditions will result in their system access being restricted or disabled and, in some cases, disciplinary action being taken.

Macmahon has a legal obligation to report any illegal violations to the appropriate authorities.

RECORDING OF CONVERSATIONS

Many jurisdictions make it illegal to secretly record private conversations. The definition of a private conversation varies between States, but in Western Australia, this means any conversation carried on in circumstances that may reasonably be taken to indicate that any of the parties to the conversation desires it to be listened to only by themselves.

The penalties for breaching the laws against recording can be high, so as a result Macmahon's policy is that employees in any location should not record any conversation without the express consent of all parties involved.

This requirement applies to all conversations, whether they occur in person, by phone, via video conferencing, or through apps like Zoom and Teams. Where there is a legitimate interest in recording a conversation for administrative purposes (for example, to facilitate minute taking), this recording should only be made once all parties have expressly consented to the recording.

BRANDING

The Macmahon brand is an essential part of Macmahon's public identity.

All Macmahon names and/or logos must be approved by the Manager – Communications if they are intended, or have the potential, to be accessed externally.

Employees must report unauthorised use of Macmahon's name and/or logo to the Manager – Communications.

The safety and health of our employees, contractors, visitors and stakeholders is a priority in our efforts to achieve an injury free work environment.



Compliance

COMPETITION

The *Competition and Consumer Act 2010* (CCA) is a Commonwealth law that promotes competition by prohibiting anti-competitive trade practices such as bid-rigging, market sharing and price-fixing. The CCA also protects consumers through a range of measures including the prohibition of misleading or deceptive conduct, and prohibiting certain unfair marketing practices.

It is Macmahon's policy to comply with the CCA and any similar legislation in other countries in which Macmahon operates, with the Australian legislation being the minimum standard.

Employees should not engage in anti-competitive trade practices such as discussing tenders or prices with competitors or agreeing with competitors on whom to deal with or not to deal with.

Employees should reject and report to the General Counsel any attempt to collude on tenders or to engage in any anti- competitive conduct such as price-fixing, and should ensure all agreements or arrangements with competitors are reviewed by the legal department for legal risk.

EMPLOYMENT AFTER LEAVING MACMAHON

An employee who is about to leave Macmahon for other employment or to conduct his or her own business must not use his or her position or confidential information of or about Macmahon to the benefit of that employee's future employer or business, nor to disadvantage Macmahon in commercial or other relationships.

CONTINUOUS DISCLOSURE

As a publicly listed company, Macmahon has continuous disclosure obligations to ensure trading in its shares is conducted on a fair and fully informed basis. Macmahon is obliged (subject to specific exceptions) to advise ASX of any information that a reasonable person would expect to have a material effect on the price or value of Macmahon issued shares ("market sensitive information") promptly and without delay.

All employees should immediately bring to the attention of their General Manager information which may be market sensitive information and may require disclosure. General Managers are responsible for providing this information to the CEO, Chief Financial Officer, Company Secretary and General Counsel (**Disclosure Officers**) as soon as possible.

If the Disclosure Officers believe information must be disclosed, the Disclosure Officers must seek approval from the Board for disclosure of the information (providing the Board with a reasonable opportunity to consider the form and content of the ASX announcement in which the disclosure will be made), unless that is not possible or practical having regard to all the circumstances and the requirements of the ASX Listing Rules.

Where it is not possible or practical to seek the Board's approval (recognising the requirement to disclose market sensitive information promptly and without delay), at least two of the Disclosure Officers will determine whether particular information should be disclosed to the ASX, and the form and content of any disclosure.

INTERNAL CONTROLS

Macmahon has established various financial and accounting control standards to ensure that assets are protected and properly used. Employees share the responsibility for maintaining and complying with the required internal controls and are required to maintain accurate and reliable financial records and reports.

Further information on this issue is contained in Macmahon's fraud control plan.

Diversity and Inclusion

Diversity and Inclusion is fundamental to Macmahon. All employees must be aware of the Diversity and Inclusion Policy and the responsibility it places on employees to respect the rights of individuals and to support and promote equality of opportunity. All Macmahon employees are responsible for upholding this policy and eliminating any practices or behaviour which are discriminatory or which could lead to discrimination, workplace bullying or harassment in the workplace.



Breaches of Rules

BREACHES OF THE CODE

All employees have a responsibility to observe the letter and spirit of the Code and to ensure its requirements are not breached. Those in positions of leadership and management (including Directors and senior executives) have a particular responsibility for setting an appropriate example for others in the organisation; by speaking, acting and otherwise behaving in a manner consistent with the Code (and Macmahon's Statement of Values). However, it is Macmahon's expectation that all employees take responsibility for behaving in a manner consistent with the Code (and for upholding Macmahon's Statement of Values).

If an employee does not follow the standard of conduct outlined in the Code then he/she will be subject to disciplinary action and potential termination of employment.

WHAT TO DO IF YOU SUSPECT A BREACH OF THE CODE OR NEED TO DISCLOSE SOMETHING

Employees are strongly encouraged to report any suspected breach, or any other ethical issues raised by the Code, to Macmahon. Macmahon has established a Whistleblower Policy to ensure that employees who make such reports are supported, and wherever possible, are protected from any detrimental consequence as a result of their disclosure. A copy of the policy is located on the Macmahon Document Library and is also linked to the corporate governance section of the Macmahon website.

HOW TO MAKE A REPORT OR DISCLOSURE

Employees have several options for internally reporting breaches of the Code or making any of the disclosures it requires. In summary, you can raise any issue with the General Counsel or General Manager - People; with your supervisor or management; by lodging an EEO Complaints Form (G-139) available on the Macmahon Document Library; or the appropriate nominated person below:

Potential Conflicts of Interest

The Company Secretary

Potential Insider Trading

The Company Secretary

Accepting / Giving Gifts in TSR

Your General Manager

Potential Bribes / Facilitation Payments

The General Counsel

Potential Anti-Competitive Conduct

The General Counsel

Potential Price Sensitive Information

Your General Manager / Any Disclosing Officer

All Other Potential Breaches of the Code of Conduct

General Counsel or the General Manager - People

If your concern or issue relates to one of the people on this list, report the matter to any other person on the list.

Alternatively, employees wishing to make a report or a disclosure can make a secure and anonymous report to Your Call via

- (i) Your Call's website **www.yourcall.com.au/report** (enter the unique identifier code: Macmahon) or
- (ii) the Whistleblower hotline (**1800 630 739** within Australia and **+61 8 9232 1073** outside of Australia).The Whistleblower Hotline does not require the employee to reveal their identity. For more information, see Macmahon's Whistleblower Policy.

PROCEDURE AFTER A REPORT OR DISCLOSURE IS MADE

Any employee who in good faith, makes a complaint or disclosure about an alleged breach of the Code by someone else, and follows the reporting procedure should not be disadvantaged or prejudiced because they came forward. Any report made by an employee will be acted upon, and wherever possible, kept confidential; as well as being dealt with in accordance with Macmahon's Whistleblower Policy.

A prompt investigation will take place to address the complaint or disclosure made and the employee may be informed of the outcome. The particular circumstances of each case will determine the level of detail contained in the report back to the employee.

The investigation of complaints or disclosures should be guided by the following principles and considerations:

- investigations and decision making should be fair, high- quality and efficient;
- the investigator should be, and appear to be, free from bias;
- subject to any confidentiality requirements, those alleged to have breached the Code should have the opportunity to answer any complaints or evidence against them;

- conduct which breaches the Code may have serious legal implications for the individuals involved, and Macmahon. Investigations should therefore be conducted in a way which protects the rights of Macmahon and the safety of individuals. As an example, in some countries it may not be safe for the individuals involved to make public some types of allegations of misconduct; and
- there may be obligations on Macmahon to report some breaches of the Code to authorities. If in doubt, seek advice from the Macmahon legal department on this issue.

ADMINISTRATION

Responsibility for the administration of the procedures relating to the Code lies with the General Manager - People. Any complaints or disclosures relating to the Code that are received by supervisors or managers should be forwarded to the General Manager - People for further action. Serious complaints or disclosures should be reported to the Managing Director and Chief Executive Officer and the Board.

Framework for Ethical Decision Making

EMPLOYEES ARE ENCOURAGED TO USE THE FOLLOWING FRAMEWORK WHEN DECIDING ON A COURSE OF ACTION:

1. Recognise the event, decision or issue
2. Think before acting
3. Decide on a course of action
4. Test the decision by reviewing the "ethics questions to consider" below. Also consider Macmahon's Values, policies and procedures and relevant laws and regulations
5. Proceed with confidence

ETHICS QUESTIONS TO CONSIDER

In making a decision, employees are encouraged to ask themselves the following questions:

1. Is it against Macmahon's Statement of Values or professional standards?
2. Does it feel right?
3. Is it legal?
4. Will it reflect negatively on you or Macmahon?
5. Who else could be affected by this decision?
6. Would you be embarrassed if others knew you took this course of action?
7. Is there an alternative that does not pose an ethical conflict?
8. How would it look if your decision was in the media?
9. What would a reasonable person think?
10. Can you sleep at night?

Conclusion

All employees are expected to abide by the Macmahon Code of Conduct and all Macmahon Policies and Procedures, including legal obligations and responsibilities. An Employee Code of Conduct cannot cover every situation. When in doubt, or if an employee has any questions about his or her responsibilities or the Code, it is that employee's responsibility to seek clarification from his or her General Manager.



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