

Policy (Board Approved)



Title: Code of Conduct – The Way We Work at Stanwell Document Number – GOV-POL-30

It is important for all employees of Stanwell to maintain fair, just and ethical standards, in keeping with our vision of being Australia's safest, most responsible and most commercially focussed energy provider. In achieving our vision, we will:

- observe our obligations under all laws and regulations that are applicable to our business; and
- never compromise our ethics or integrity.

In line with this vision, Stanwell has a Code of Conduct that applies to Stanwell's directors and employees, and to all contractors working for or at Stanwell sites (our people).

In applying the guidelines of the Code of Conduct, our people are expected to:

- through our behaviours, demonstrate our values of being safe, responsible and commercially focussed;
- set an example for and recognise others who also demonstrate these behaviours; and
- speak out when you believe the Code of Conduct, values or related behaviours are being compromised.

1.0 What is the Code of Conduct?

The Code of Conduct sets out standards and expectations for the way we work at Stanwell, both with each other and our stakeholders. The Code provides a set of guiding principles to help you make decisions in your day-to-day work. It is not intended to be exhaustive and cannot anticipate every situation which could provide ethical challenges to you or the organisation. Our people are expected to apply their common sense and sound judgement along with these guiding principles.

Stanwell's Code of Conduct is made up of seven principles:

1. We contribute to a safe workplace and strive to achieve 'zero harm' today;
2. We act ethically at all times;
3. We treat others with fairness and respect and value diversity;
4. We identify conflicts of interest and manage them responsibly;
5. We respect and maintain privacy and confidentiality;
6. We comply with this Code, the law, Stanwell's contractual commitments and Stanwell's policies and procedures; and
7. We immediately report any breaches of this Code, the law or Stanwell's policies and procedures.

The Code is supported by a number of more detailed policies that form part of the Stanwell Code of Conduct Framework (listed in this document and available from the Stanwell intranet)

WRITTEN BY: ENDORSED/CHECKED BY: APPROVED BY: DATE:
NAME: K.Buckley NAME: People and Safety Committee NAME: Board

Doc No: GOV-POL-30	Revision No: 3	Revision Date: 29.06.2016	Page: 1 of 5
--------------------	----------------	---------------------------	--------------

Approved via Board Memorandum Number: BD-16-08-6.3

THIS DOCUMENT IS UNCONTROLLED IN HARD COPY FORMAT

1.1 We contribute to a safe workplace and strive to achieve ‘zero harm’ today

Stanwell is committed to achieving a zero harm workplace where no one is injured or harmed. To achieve this, our people are encouraged to be safety leaders and always put their safety, and that of their colleagues first.

You have a responsibility to:

- Comply with all safe systems, policies, procedures, instructions and directions from Supervisors if reasonable to do so,
- Come to work in a fit capacity to perform your role,
- Not perform work that is unsafe,
- Report all incidents, injuries, and unsafe acts, and
- Actively address and report identified hazards.

More detailed information on your obligations with regard to safety can be found in the “Health and Safety Policy”.

1.2 We act ethically at all times

Through our people, we are committed to ensuring that we conduct the activities of Stanwell with honesty and integrity.

To act ethically at all times, ensure you undertake your official duties with care and diligence. You are accountable for the decisions you make and the actions you take, including the following:

- Use all Stanwell’s systems, resources and equipment appropriately and for proper purposes. This includes tools, equipment, your time, e-mail, messaging, internet access and mobile phone usage;
- Not engage in misleading or deceptive conduct, including unacceptable tendering practices and falsifying or withholding information; and
- Immediately report any suspicions of fraud or other Reportable Conduct;

For more detailed information on what your responsibilities are, please read through the following Code of Conduct Framework Policies:

- CEO Manual of Authorities
- Fraud Prevention Policy
- Information Systems Policy
- Whistleblower Protection Policy.

1.3 We treat others with fairness and respect and value diversity

We all have a right to be treated fairly and with respect at work and to work safely and free of harassment or bullying. To achieve this, we must accept and show empathy and tolerance for the diversity that exists among our people. Stanwell does not tolerate unfair treatment, harassment, vilification or bullying, or any other unlawful discrimination.

Be aware of your own actions and those of others. Make sure that you:

- Treat people fairly and with dignity and respect;
- Make employment decisions based on merit and not on attributes that are irrelevant to employment or performance;
- Never unlawfully discriminate, harass or bully people. We all need to be aware that some behaviour, comments or attitudes that you find acceptable may be hurtful or unacceptable to others; and
- Never treat people less favourably because they have brought or intend to make a genuine disclosure about Reportable Conduct.

More detailed information on your obligations can be found in the following Code of Conduct Framework Policies:

- Fair Treatment Policy
- Whistleblower Protection Policy

1.4 We identify conflicts of interest and manage them responsibly

You are expected to manage conflicts of interest and never place yourself in a situation that puts, or appears to put, your own private interests before those of Stanwell.

Stanwell is committed to having our people:

- avoid any conflicts of interest;
- identify any actual, potential or perceived conflicts of interest; and
- address and manage any identified actual, potential or perceived conflicts of interest in an open and transparent manner.

To align your actions with this commitment, make sure that you:

- Are alert to any actual, potential or perceived conflicts of interest and disclose them to your supervisor or manager;
- Disclose any outside business interests which are in conflict or which have the potential or could be perceived to be in conflict with Stanwell's interests;
- Disclose any personal relationships you have with a third party, if you are evaluating or negotiating with them on behalf of Stanwell. This includes for employment, as a customer or supplier or for any other reason;
- Never accept a gift or benefit if it could create any obligation or expectation that could conflict with your duties to Stanwell; and
- Notify and disclose any gifts or benefits you are offered or receive.

For more detailed information on your obligations, please see the following Code of Conduct Framework Policies:

- Conflict of Interest Policy
- Gifts and Benefits Policy

1.5 We respect and maintain privacy and confidentiality

During your work with Stanwell, you may come across private and confidential information relating to the organisation, our people, customers, suppliers or other third parties.

It is important that we maintain the confidentiality of this information and you are expected to do your part to help achieve this:

- You must not disclose confidential or private information to anyone outside of Stanwell;
- On some occasions you may not be able to disclose confidential information to other Stanwell employees or contractors;
- You must never use or disclose confidential information to gain a benefit for you or someone else;
- You must never trade in securities if you have information that may affect the price of the security and this information is not publicly known or generally available; and
- Maintain any confidential information for which you are responsible in the manner required by Stanwell.

For more detailed information on your obligations, please see the following Code of Conduct Framework Policies:

- Confidential Information Policy
- Privacy Policy
- Trading in Securities Policy

1.6 We comply with this Code, the law, Stanwell's contractual commitments and Stanwell's policies and procedures

Stanwell will observe its obligations under all laws and regulations that are applicable to its business. Our people are expected to be familiar with and act within the relevant laws and regulations that apply to your role at Stanwell. We have designed systems and processes that comply with the law, and have provided relevant policies and training to help guide you.

You are responsible for ensuring that you:

- Do not take any action or fail to take any action that may breach this Code, the law, Stanwell's contractual commitments and Stanwell's policies, procedures or practices;
- Complete all required training and education programs to build and maintain your awareness and understanding of relevant laws, regulations, policies, procedures and practices; and
- Seek guidance from your supervisor or manager if you are unsure whether a particular law, policy or procedure applies.

For more detailed information on your obligations, please see the following Code of Conduct Framework Policies:

- Legal and Regulatory Compliance Policy

1.7 We immediately report any breaches of this Code, the law and Stanwell's policies and procedures

You are required to comply with this Code and report any conduct that may breach it, the underlying Policy Framework or any other Stanwell policies or procedures.

Any disclosure of a breach of the Code will be taken seriously and investigated appropriately by Stanwell. It is important that all disclosures are based on truth and fact. If you make a disclosure in good faith, you will not be disadvantaged personally or in your employment, even if the conduct reported is later found not to be a breach of this Code. Making an intentionally false or misleading disclosure, may breach this Code, which may result in action being taken.

In most cases, you should raise breaches of the Code, the law or policies and procedures with your line manager or the most senior Human Resources Advisor at your site.

Where this is not appropriate or you wish to remain anonymous, matters may be reported to the Company Secretary (Whistleblower Protection Officer) by the methods listed below:

Phone:	1800 671 902
Email:	company.secretary@stanwell.com
Mail:	Feedback C/- Company Secretary GPO Box 800 Brisbane QLD 4000

It is your responsibility to:

- Report information about suspected breaches of this Code, the law or Stanwell's policies and procedures; and
- Make disclosures in good faith. This means that you must make the disclosure with a genuine belief in its truth.

Please see the following Code of Conduct Policy for more information on reporting breaches in good faith:

- Whistleblower Protection Policy

2.0 Breaches of the Code of Conduct

Stanwell takes any failure to comply with the Code of Conduct seriously. In certain circumstances breaches of the Code could be referred to an appropriate authority, such as the Australian Securities and Investment Commission or the Crime and Corruption Commission, for investigation. A number of consequences could come from a breach, including disciplinary action which could result in termination of employment or contract and prosecution.

Remember...if in doubt talk with your line manager, or Human Resources representative.

3.0 Definitions

Our people	Stanwell Directors, employees and all Contractors working for or at Stanwell, in your capacity as a director, employee or contractor of Stanwell.
------------	---

Stanwell	Stanwell Corporation Limited
----------	------------------------------

4.0 References

Code of Conduct Framework Policies

- GOV-POL-27 - Confidential Information Policy
- GOV-POL-26 - Conflict of Interest Policy
- PEO-POL-21 - Fair Treatment Policy
- GOV-POL-32 - Fraud Prevention Policy
- GOV-POL-13 - Gifts and Benefits Policy
- OHS-POL-01 - Health and Safety Policy
- FNC-POL-04 - Information Systems Policy
- GOV-POL-20 - Legal and Regulatory Compliance Policy
- GOV-POL-02 - Privacy Policy
- GOV-POL-28 - Trading in Securities Policy
- GOV-POL-29 - Whistleblower Protection Policy
- FNC-MAN-FIN-01 - CEO Manual of Authorities

5.0 Revision History

Rev. No.	Rev. Date	Revision Description	Author	Approved. By
0	29.02.2012	Code of Conduct created to reflect the Stanwell Corporation after the merger of Stanwell Corporation, TEC and the CS Energy sites Mica Creek and Swanbank	K.Buckley	Board
1	22.08.2013	Annual review of Code of Conduct for appropriateness.	K. Buckley	Board
2	05.09.2014	Minor amendments made to reflect new name of the Crime and Corruption Commission and the Information Systems Policy	K Buckley	K Buckley (acting under authority delegated by the Board on 8 July 2014)
3	29.06.2016	Biennial review of Code of Conduct, with one minor change – removal of "workplace" harassment	S Naughton	