

# Code of Conduct

A Guide to  
your Business  
Behavior

INTRODUCTION

WHAT IS THE CODE?

WE ALL HAVE  
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WE FOLLOW  
THE LAW

WE NEVER  
EVER BRIBE... EVER

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WHAT'S RIGHT

WE ACT  
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WE CARE ABOUT  
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# Our purpose is delivering a more sustainable world, and how we do that matters.

The foundation for Worley's continuing success is the integrity and professionalism we show in our everyday dealings with others, both inside and outside our organization. Our reputation for safety, honesty and ethical conduct is one of our most important assets. It's part of our brand. Our customers expect and trust us to uphold the highest standards.

We are committed to comply with the law and do our business to the highest standards. We expect all our people and partners to uphold this commitment and protect our reputation.

Founded on our values, our Code of Conduct sets out the standards of professional behavior we must follow and guides our everyday decisions.

Our behavior is defined through our words and actions. We know that sometimes we can find ourselves in situations in which our values are challenged, and

it's not always clear how we should act. Our Code of Conduct sets out what we must do, our responsibilities and the ethical standards we uphold. The Code recognizes the role that each of us plays in building trust among our stakeholders and how we should make the right decisions.

We each have a responsibility to speak up and stand up for what is right. Our own behavior sets the standard. We must actively challenge practices which don't match with our purpose and values. We must hold ourselves and each other accountable.

We do not tolerate any form of retaliation against anyone who speaks up or reports a breach of the Code.

Thank you for your commitment to keep to the highest standard of behavior in your interactions with each other, our customers, suppliers, partners and in the communities we serve. We are **Stronger together.**

Chris Ashton  
Chief Executive Officer





Founded on our **values**, our Code of Conduct sets out the standards of professional behavior we must follow and guides our everyday decisions.



## we value **Life**

We believe in the safety, health and well-being of our people, communities and the environment. Without it, nothing else matters.

We care. We recognize things don't always go right so we face into important issues with care and respect.

We know blame fixes nothing and that how we respond and learn really matters. We do the right thing.

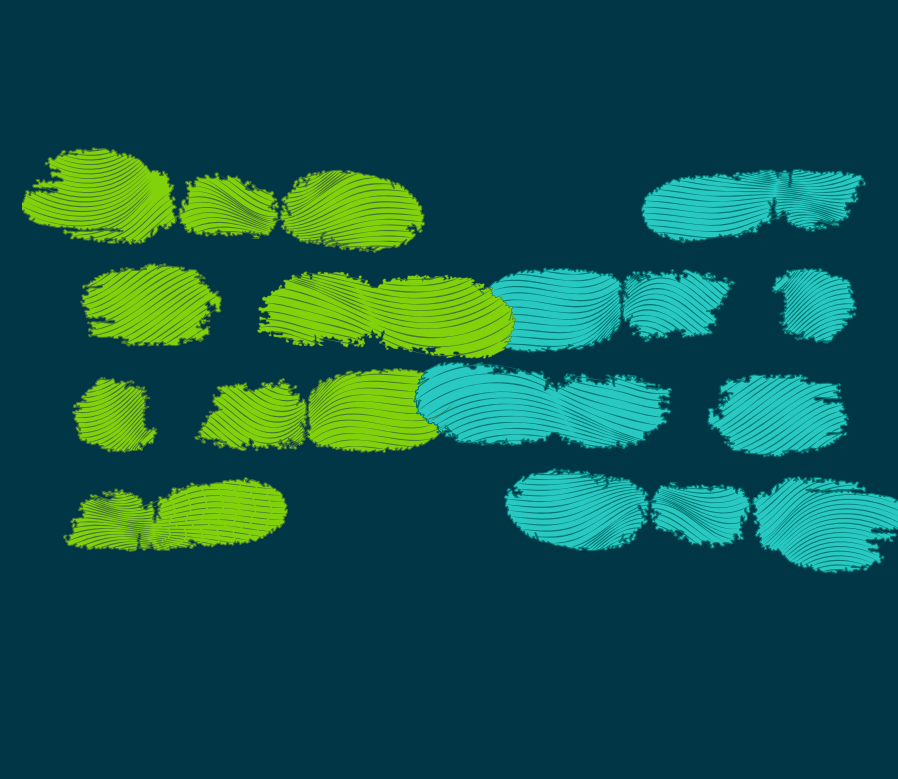


## we **Rise to the challenge**

We love a challenge. We go the extra mile delivering new and better solutions to complex problems.

Our can-do attitude makes us reliable, accountable and trustworthy.

We're agile, innovative and attentive; focused on being efficient and productive. We get things done.



## we are **Stronger together**

We thrive in real relationships and partnerships. We nurture networks and collaboration. We recognize our differences make us stronger.

We have each other's back. We mobilize in smart and ever-changing combinations. We thrive in real long-lasting relationships and partnerships.



## we **Unlock brilliance**

We are passionate about innovating and learning. We value, share and grow our expertise.

We push our thinking. When we can't change a situation, we change ourselves.

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## What is the Code?

Our Code of Conduct sets the minimum requirements for ethical standards and compliance with all laws and regulations which apply to us. Specifically, this addresses our obligation to prevent bribery and corruption and ensure ethical behavior.

We are committed to encouraging a highly ethical culture and preventing bribery in Worley. We train our people in our Code of Conduct when they begin employment and provide annual refresher training.

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## We all have responsibilities

### Does this apply to me?

Yes! It applies to all our people, Board members and anyone who represents Worley. We are Stronger together when we live by the Code.

- Employees, contractors, officers and members of the boards of Worley Limited and its subsidiaries worldwide ("Worley") must follow our Code.
- Agents, consultants, representatives, intermediaries, joint ventures and other parties who act for, or on behalf of, Worley must follow this Code or adopt a Code that does not fall below the minimum standards we set in our Code.

### Q&A

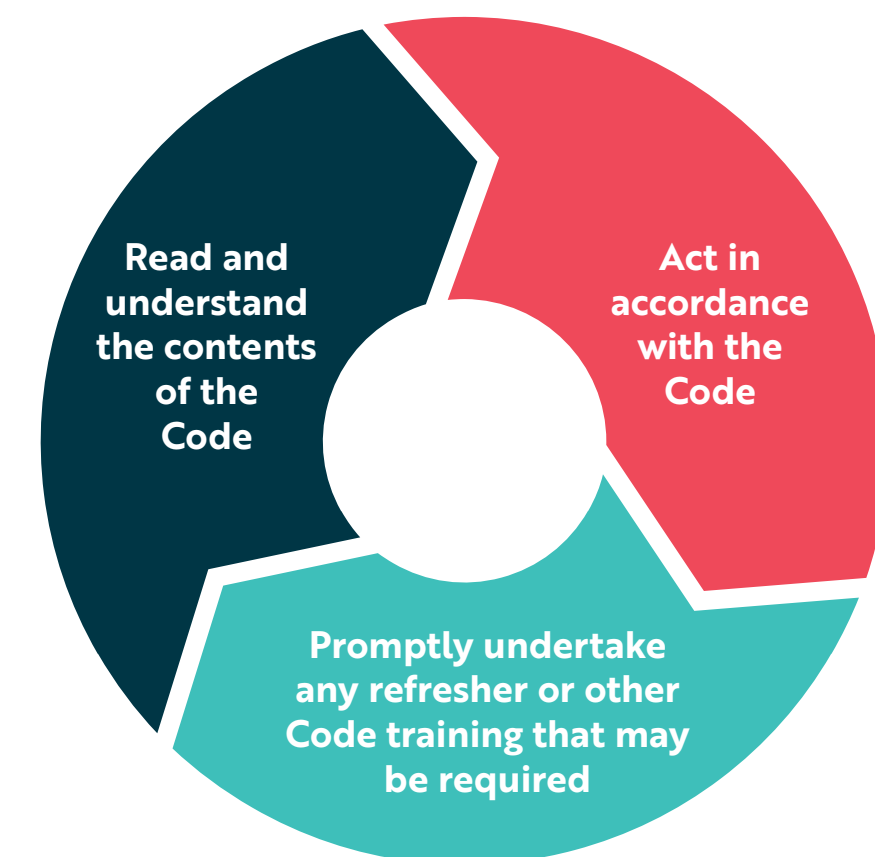
**Q: I'm seconded to a customer and they have issued me a customer laptop and their Code of Conduct. Does the Worley Code still apply to me?**

**A:** Yes, you're still employed by Worley. You must meet both the customer and Worley Code. If there's a difference between the two Codes, you must meet the higher requirements.

### You're responsible

We Unlock brilliance by sharing our experience and knowledge of the Code with others. Not knowing the contents of the Code, or any amendments to it, will never be a valid excuse for not following the Code.

Through our commitment to Life we choose what's right over what's quick and easy. We expect everyone to support and promote our Code by creating a culture where we all feel comfortable to speak up without fear of retaliation.



**DID YOU KNOW?**  
You can ask questions about the Code at any time.  
[Ethics.Questions@Worley.com](mailto:Ethics.Questions@Worley.com)

**DID YOU KNOW?**  
There are training resources on our Code in [Learning at Worley](#).







There will be no negative consequences if you make a decision that is consistent with the Code even if it results in a loss of business. We must not compromise our ethics to win work.

### **Additional responsibilities**

In addition to the responsibilities we all have, specific groups must show increased ownership, supervision and accountability for making sure everyone follows our Code.

### **Board of Directors**

Our Board is responsible for approval of this Code.

### **Compliance team**

The Compliance team is responsible for supervising and delivering the Compliance program. This includes managing the investigation of any potential breaches of this Code and informing the Board of any material breaches.

### **Leaders**

Leaders are expected to role model our values and behaviors as required by the Code. You must ensure your teams understand the expectations of the Code, create an environment where people feel safe to speak up, and support the reporting of breaches and timely follow up. Leaders also have a responsibility to report breaches of which they are aware, if not already reported.

### **CASE STUDY**

How can our leaders show commitment to the Code? You can share one of our ethical learning bites with your team or discuss lessons from recent ethics investigations. Publicly recognize and appreciate team members for speaking up or taking action to implement the Code.

### **DID YOU KNOW?**

You can find out more about our Board of Directors on **Worley.com**

### **DID YOU KNOW?**

You can find leadership resources in Learning at Worley to help you follow our values and behaviors?

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## We follow the law

### Follow all applicable laws and legislation

No one should be told to, or be expected to, carry out an illegal or unlawful act. At a minimum, we must:

- find out about the legal obligations that apply to our work
- follow all laws and regulations relating to our work
- follow the Code and all relevant Standards and Procedures

As we operate in so many countries across the globe, there may be times where local laws or customs allow something that conflicts with the Code. Whenever this is so, you must follow the Code. Don't follow local customs or practices that are in breach of the Code.

Worley Limited is a publicly listed company in Australia, and must comply with the Australian Corporations Act and the Australian Securities Exchange (ASX) Listing Rules. Our Home (intranet) gives further details on these in relevant policies and charters including those on dealing in Worley securities (shares) and continuous disclosure.

### Q&A

**Q: John works in a location where making small payments to visa officials is normal practice and not illegal. He is used to paying cash to obtain project visas. Is this allowed under the Code?**

**A:** No. Worley aligns with the principles of the UK Bribery Act, which doesn't allow facilitation payments and applies across the organization. While this law may not apply in John's location, it is the minimum standard of the Code.

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### DID YOU KNOW?

We are a member  
of the **UN Global  
Compact**

We are members of  
**Building Responsibly**



### DID YOU KNOW?

Modern slavery means  
situations in which a person  
is exploited by another for  
personal or commercial gain.

This includes forced labor,  
bonded labor, debt bondage,  
domestic servitude, forced  
child labor, sex trafficking and  
human trafficking.

### Human rights and modern slavery

We respect the fundamental human  
rights of the people we deal with  
and won't take part in activities that  
encourage human rights abuses.

Our commitment to delivering a  
more sustainable world means we  
must make sure that the people we  
work with share our commitment  
to preventing modern slavery and  
making a positive impact in the  
communities in which we operate.

### Example

Clues that modern slavery might  
be an issue may be hard to spot at  
first glance. Often you can uncover  
concerns by talking to people. For  
instance, by speaking with site-based  
personnel, you can understand more  
about their living and employment  
conditions.

### Q&A

**Q: I live in Australia; modern slavery  
doesn't happen here does it?**

**A:** Modern slavery is a global issue.  
In 2016 it was estimated that about  
15,000 people in Australia were  
living in conditions that would be  
considered modern slavery. ([https://  
www.globalslaveryindex.org/](https://www.globalslaveryindex.org/))

### Q: Where should I be on the lookout for modern slavery?

**A:** Modern slavery typically occurs  
in jobs that are seasonal, informal,  
unregulated, low paying, hazardous  
or low skilled. Examples may include  
cleaning, hospitality, construction or  
manufacturing.

### Q: What are the indicators or 'red flags' for modern slavery?

**A:** Some indicators are:

- excessive recruitment fees (which  
can lead to significant debts)
- no formal contract
- irregular contract provisions, e.g.  
no holiday leave, no indication of  
normal work hours
- irregular salary deductions
- restricting communication, e.g.  
confiscating mobile phones
- restriction on freedom of  
movement, e.g. removal of  
passports, locking workers in the  
workplace or living quarters

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## Sanctions

The United Nations and some countries impose sanctions, embargoes and other legal restrictions on trade with other countries, businesses and individuals (referred to as 'sanctions').

We must comply with sanctions which apply to us.

We must follow our internal procedures for sanctions compliance, due diligence and risk management.

Risks relating to sanctions must be identified, assessed and the necessary approvals must be in place before entering any engagement or contracts. We must not conduct business with any party without knowing who is involved right through the supply chain.

Further guidance can be obtained from the Legal group.

## Definition

Sanctions are the political and/or economic measures put in place by international organizations, regional or state bodies against the states, groups, entities or individuals. Sanctions are imposed with the aim of protecting national security, influencing the behavior of the targeted groups, stopping illicit activity and acting as an enforcement tool. Sanctions may also target some types of activities, goods, services, technologies, vessels, and aircraft.

## Q&A

**Q: I'm visiting our Houston office next week. US sanctions will not apply to me as I'm not a US citizen, is this correct?**

**A:** No. As you are physically in the US, sanctions will apply to you.

### DID YOU KNOW?

Apart from individuals or companies, sanctions regulations may apply to specific services or technologies.

### DID YOU KNOW?

Sometimes a company may be registered in one country but have an owner in a different country. This may have sanctions implications. For example, Russian ownership often needs a sanctions check even if the company is registered in India.

### DID YOU KNOW?

Violating sanctions laws can result in substantial penalties and reputational damage.

### DID YOU KNOW?

If end users of our services are sanctioned by any country, we could be at risk of violating sanctions laws.

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## Financial record keeping

We must share financial information with shareholders in a timely and accurate way. Everyone is responsible for preparing and keeping financial records that are timely, accurate and based on appropriate source documents. Additionally, proper record keeping provides a framework to support day to day operations. Falsifying records is not allowed.

We follow group financial policies and guidelines. This makes sure our external and internal financial reporting complies with the relevant laws, for example International Financial Reporting Standards (IFRS). The right business decisions can be made based on this information.

Examples of financial records that may apply to you are:

- time sheets
- expense reports
- general ledgers
- journal entries
- management financial reporting packages
- contracts
- bank accounts
- statutory accounts
- tax returns

Internal accounting controls must be followed to ensure the integrity of our reporting. Any override of these controls is strictly prohibited. These internal controls are designed to ensure consistent, open and accurate financial information that complies with our regulatory requirements.

Examples of internal accounting controls are:

- revenue is recognized in accordance with accounting policies
- following the delegation of authority
- authorization of journal entries
- balance sheet reconciliations

## Delegation of authority (DoA) and approvals

A DoA is a system for delegating authority from the Board to the CEO and cascading that authority throughout Worley.

You can only make a decision on behalf of Worley if you are authorized to do so. If you have delegation to approve or sign documents, there may be other policies and procedures that also apply to the transaction. Familiarize yourself with the Code, Worley's framework for delegations and the delegation that has been personally provided to you in your role. These delegations will take you to the procedures that may apply to your decision.



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## Insider trading

### What is insider trading?

Insider trading is when you have 'inside information' about a company (including Worley) and then 'deal' in the securities (shares) of that company. It includes buying or selling those securities or passing 'inside information' on to another person who then trades on your behalf, for others or for themselves.

Insider trading can damage the integrity of securities markets because it gives unfair advantage to those with inside information. Insider trading is damaging to Worley's reputation, and the trust investors have in Worley's shares. Not only is insider trading a serious breach of our Code, it is a criminal offense and will have legal consequences.

### How do I know if I have 'inside information'?

It's information that isn't generally available and, if it were generally available, it would be likely to have a material effect on the price or value of the securities.

Examples may include:

- award of significant contracts
- potential acquisitions and mergers
- a change in dividend policy
- raising capital
- confidential information about changes to financial market guidance on company performance

#### DID YOU KNOW?

Insider trading is a criminal offense and can lead to large fines or a jail sentence.

### Before you trade in Worley securities

If you are going to trade in Worley securities, take the 'Front Page' test by asking yourself this question:

If the market was aware of all the current circumstances, could I be thought to be taking advantage of my position in a way that isn't ethical? How would it look if my actions were reported on the front page of the newspaper?

If you have any doubts about whether you should trade, discuss the proposed trade with the Group Company Secretary.

### Q&A

**Q: You're catching up with a friend who doesn't work at Worley. You mention a deal that you're working on with a major company. Your friend buys shares in Worley, thinking the information you have given him will increase Worley's share price when it is publicly known. Is this wrong?**

**A:** Yes, your friend most likely will face potential fines or prison. You may also face these consequences even if your friend had deliberately been fishing for information and was secretive about their intention to trade. It's important that you do not repeat confidential information about Worley to anyone else. You never know who is listening or whether someone you are speaking to may trade on the basis of the information you are telling them.

#### Never

- ✗ Trade in Worley Securities during a 'closed period' unless consent is obtained under the Securities Dealing Policy and Standard.
- ✗ Trade in securities of a company, including Worley, if you have inside information about that company.
- ✗ Communicate inside information to anyone when you know, or reasonably should know, that person might trade in those securities or ask another person to.

#### Always

- ✓ Give advance notice before trading in Worley securities if needed under the Securities Dealing policy and standard. Check the closed trading period on OH.
- ✓ Keep Worley's information confidential.
- ✓ Keep our customers and other stakeholders' information confidential.

Further examples of inside information and for more information, see our Securities Dealing Policy and Standard.



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## Money laundering

It's vital we do not facilitate money laundering and we comply with all related laws. We must take extra care to fight against financial crime, identify suspicious transactions and provide confidence to our customers.

We're all responsible for making sure customers are regularly assessed for financial risk and business relationships are continuously monitored. This includes banking transactions, proper checking of data used for identification, update of relevant documents, data or information and, when necessary, identification of the source of funds involved in transactions.

If you suspect money laundering or terrorist financing in relationships with a customer, immediately record and report all suspicious activities to the Ethics Helpline. When analyzing suspect and unusual transactions, think about:

- what's suspicious about the actions, transactions or context?
- are you sure that you know your customer well enough or should you get more information about them?
- when taking a step or making a transaction involving identifying a customer or the customer's representative, you must follow the prescribed procedure. Was all the required information submitted or do you need more information or questions answered?
- have there been repeated suspicious acts and transactions?



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## DID YOU KNOW?

Be on the lookout! The following red flags may be identified upon proper transaction screening and analysis:

- politically exposed persons involved in transactions
- transactions with persons whose name, alias, date of birth or other identifiable information match with data in lists of persons subject to international sanctions, adverse media, enforcement actions, etc.
- payments from or sent to a high-risk country
- payments from multiple accounts from the customer with no specific reason given
- payment from or sent to a third-party (non-customer of the company)
- transactions in multiple currencies
- transactions without apparent lawful business reason
- payments received by a third party not directly connected to the customer or contract
- customer receipts from multiple locations / accounts

If the customer is regularly unable to provide information about the nature or purpose of the transaction, we'll address the red flag risks and reset expectations with an improvement plan. Further action may be taken to restrict or terminate the relationship if adequate improvements are not met.



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### Transaction monitoring

Monitoring and identifying unusual and suspicious transactions allows us to spot the clues to money laundering or terrorist financing by our customers. It can also identify transactions which are subject to international sanctions and involve politically exposed persons.

### Definition

Politically exposed person (individual) is defined as:

- a current or former senior official in the executive, legislative, administrative, military or judicial branches of a government
- the head of a government agency
- a member of a ruling royal family which has ties to the government
- a senior official of a major political

party, or a senior executive of a government-owned or government-funded corporation, or institution

- large city Mayors

### Example

Worley Europe Limited enters into an agency agreement to help with a potential bid for work in Kazakhstan. As part of the vetting process the customer provides bank details with an account name different to the one in the agency agreement, in a private offshore bank. Although it's not technically illegal for the agent to hold or receive funds under such an arrangement, there must be a legitimate business reason. In this case it would be wise to raise this issue to check the payment is correct.



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## We never ever bribe... ever

We never offer or accept bribes of any value. Business goals are never more important than following the law. If you are offered a bribe it must be refused and reported via our Ethics Helpline at once. This applies regardless of local customs.

Bribery breaks a number of laws which can lead to legal consequences for Worley, and possibly those involved, including heavy fines and possible jail sentences. Any act of bribery and corruption will damage Worley's reputation and place future business with many customers at risk.

### Facilitation payments

We never make facilitation payments. These are small payments made, or benefits given, to government or public officials to secure or speed up routine administrative government action to which we have a legal right. These are a form of bribery.

If your safety or welfare is under serious and imminent threat, your safety must come first. In this situation, contact R3 for immediate support and once resolved, contact Compliance at your earliest opportunity to report the situation.

### Definitions

Bribery is when an individual has their actions or judgement influenced by money, gifts, or other favors of value, either directly, or to members of their family.

Government or public official includes anyone employed by a government agency (e.g. police, customs, national oil company, passport officer) or who holds an elected position (e.g. councilor, mayor).

### Examples

A customer's site security was found to be asking for small cash payments to issue the permits for our team members to enter restricted areas for work. This is a bribe and these payments must not be made.

### Q&A

**Q: Our passport service provider said that we should make a cash payment (in addition to the published fee) to speed up a visa application for team member. What should we do?**

**A:** This is likely a facilitation payment. While this is customary and legal in some locations, we never make facilitation payments.



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# We know what's right

## Understanding ethical behavior

While doing the right thing sounds easy and straightforward, ethical issues often involve gray areas, and it isn't possible for the Code to cover every example. As a result, it can be difficult to work out what is and isn't right and how we should act in all situations.

To help you make the right decision, first ask yourself:

- is the action legal and are you authorized to do it?
- is the action honest, in line with our values, our Code and our policies and procedures, and will you be acting with integrity?
- could the action have bad results for Worley or yourself?
- could the action damage reputations for either Worley or yourself?
- how would you feel if your family, friends or colleagues knew what you'd done?

If the answers aren't clear or if you have any doubt at all, you must ask for help quickly. Ethical issues must be dealt with as quickly as possible because of the potential for severe results for Worley and you, especially if there has been a breach of the law or ethical standards.

We want to succeed on our merits, not through unethical behavior. Sometimes this might mean we lose work, but no job is worth putting our reputation for ethical conduct at risk.

## Q&A

**Q: I've read the Code and I understand it, as well as the relevant standards and procedures. However, I'm still confused about the right decision on an ethical issue. What should I do?**

**A:** Ask your supervisor or manager for guidance or get more help from the Compliance team. If you don't feel comfortable speaking to your supervisor or manager, raise the matter with People group representative. You are also welcome to raise the matter on our Ethics Helpline ([www.worleyethics.com](http://www.worleyethics.com)) or contact the Compliance team directly at [Ethics.Questions@Worley.com](mailto:Ethics.Questions@Worley.com).



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## What happens when we break the Code

The Code contains the minimum standards, aligned with our values and behaviors, that Worley requires us to follow. You must stick to the Code and behave ethically and with integrity at all times, for instance whenever you are on company business, acting as our representative or are seen as one of our people. This includes not acting in any way that may damage Worley's reputation or reduce your ability to effectively fulfill your responsibilities as a representative of Worley.

When a breach of any aspect of our Code is reported, we will investigate in accordance with the relevant standards and procedures to establish what has happened and then we will act quickly, decisively and fairly based on what we find.

Consequences for breaching the Code may include:

- counselling
- verbal warning
- written warning and final warning
- demotion
- loss of incentives
- termination of employment, even for first offences if the breach is serious

Some breaches may also be subject to investigation and prosecution by local law enforcement authorities. Worley will always comply with local laws and report breaches of the law if required.

Similarly, if our partners or agents breach the Code, we will end their engagement with us and won't work with them in the future. We'll also let the appropriate authority know if any law is broken.

## Q&A

**Q: What if my action can help the Company save time and money and is considered acceptable practice at my location but is still considered a breach of the Code?**

**A:** Our Code applies to all locations regardless of local laws or customs. Remember, we value **Life**, and should always choose what is right over what is quick and easy. We should face important issues and learn from them.

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## We act appropriately

### Conflict of interest

#### Business conflicts / probity

We must always act in our customers' best interest when doing our work.

Business conflicts can happen where the activities of one part of Worley's business causes a benefit or disadvantage to another part of Worley's business or overlaps with another part of Worley's business. This can take place in many different ways; for example:

- Worley is representing a customer in a tender process and another part of Worley is submitting a tender for the work
- Worley is providing services to a customer and those services overlap with services being offered by or provided for by a different part of Worley
- Worley enters into an arrangement which restricts the activities or work of other parts of Worley
- the current business of Worley may conflict or overlap with the business of a newly acquired Worley company

### Employee conflicts

Employee conflicts are any situation in which you or your relatives or close friends may have a private or personal interest, directly or indirectly, which (potentially) influences or appears to influence your impartiality as a representative of Worley. Please be aware:

- all conflicts must be declared
- line managers are responsible for making sure plans to manage risk are in place and regularly reviewed

#### KEY FACTS

Common signs you have a conflict of interest:

- you are running your own business during work hours
- you have a family member in your team
- you have engaged a supplier who's a friend or family member

### Examples

Shreya is a full time Worley employee. She set up her own engineering consulting company. She works for a variety of small mining companies (potentially the same customer as Worley). She uses her Worley laptop, software and mobile phone for her consulting company. This is a conflict of interest and a misuse of company assets and must be reported.

### Q&A

**Q: My brother owns a company that supplies equipment to a Worley project. Is this ok?**

**A:** Provided your brother's company has been awarded the work via our procurement process and you have not influenced the decision, it is acceptable.

**Q: Lee's daughter has applied for a job at Worley. The position is in a different department, but Lee knows the department manager well. Is this allowed?**

**A:** Lee's daughter can apply for a job at Worley providing that it is via the Worley recruitment and selection process. Lee should not participate or attempt to influence the decision of who is selected. We should always hire the best candidate for the role.

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## Public communications

We are empowered to actively take part in external forums and platforms to support Worley's brand and reputation. But what we say and how we say it matters. Careless communication or misuse of confidential information could damage our reputation or result in legal action.

It's important, when publishing your own content or posting comments on external platforms which shares an opinion or might be controversial, you add a disclaimer to show that your views are your own and not those of Worley.

Any published information becomes a permanent record, even if you delete it. When in doubt, discuss with your line manager or Corporate Affairs.

Please remember, as an ASX listed company, we have a legal obligation to disclose information to the investment market in a timely and accurate manner. Any information that an investor is likely to use to make investment decisions must first be formally disclosed by the Company Secretary through the ASX and must not be made public in any other way before a formal ASX announcement.

## Examples

When using social media, we must use our common sense and judgement and think about the following first:

- are my comments respectful and a reflection of Worley's values?
- how will my comments reflect on my personal branding, and the reputation of Worley as my employer?
- am I comfortable that my social media activity can be traced back to me and kept forever, and potentially viewed by the wider public, including my current and future colleagues, customers and employers?
- do I need permission to use the information contained in my post, including images, logos, videos and naming or referencing individuals, projects and organizations?
- is social media the appropriate platform for what I'm communicating?

### DID YOU KNOW?

A standard disclaimer is available in our Social Media Standard and our external communications approval process is found in the External Communications standard.

## KEY FACTS

How we build trust and credibility:

- our communications are accurate, timely and responsible. All material is approved before being published
- our communications are respectful and comply with local law and customs

We do not:

- share internal news and project announcements outside of Worley without approval
- comment on behalf of our customers, their projects, or the industries we serve
- share confidential information
- speak to the media unless we are an authorized spokesperson
- provide testimonials (references) for third parties, their products or services
- forecast our future performance

Ensure your written communications are:

1. Accurate and not intentionally or unintentionally misleading
2. Professional and don't contain material that would harm our reputation if made public
3. Circulated appropriately and only to the intended recipients.
4. Never talk about a specific customer unless you have both the customer's and Worley's approval



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## Q&A

**Q: I've been invited by a journalist to provide commentary on a topic in which I'm an expert. I think this is a great profiling opportunity. Can I share my thoughts and insights with the publication?**

**A:** As one of our people, you represent the Worley brand. Therefore, your messaging must be approved before speaking with the media to make sure it is accurate and consistent with our purpose and values. We encourage you to act as a thought leader in your professional field by taking part in blogs, discussion forums and other online social media platforms in a respectful and professional manner.

**Q: How should I respond when I see negative comments about Worley?**

**A:** Don't engage with these comments - sometimes the best response is no response at all. If you spot a negative conversation about the company, raise it with Corporate Affairs who will monitor the conversation and take necessary action.

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## Definitions

Public communications include but aren't limited to:

- media interviews
- public presentations, conferences and podcasts
- published papers/reports
- social media

## Gifts, entertainment and hospitality

Gifts, entertainment and hospitality between external parties and our people (including direct family members) must always have a proper business reason. They must never be for influencing a decision or outcome. Remember, these could be seen as a bribe.

### Never

- ✗ Request a gift, entertainment or hospitality
- ✗ Give or receive cash gifts

### Always

- ✓ Meet local laws, particularly in relation to government officials
- ✓ Decline anything that could be intended to influence a decision or be seen as a bribe
- ✓ Log items that exceed location reporting limits into the gift register

## Q&A

**Q: My colleague at Worley gave me a gift during the holiday season. We have been friends for over 5 years. Is this allowed?**

**A:** Yes, your colleague is not an external party. This is a gift between friends with no intention to influence a decision or outcome.

## Definitions

External party includes current or potential business relationships including (but not limited to) customers, suppliers, contractors, banks, government departments and other service providers. A Worley joint venture entity is not an external party.

Relative includes your mother, father, siblings, cousins, aunts, uncles, children, grandchildren, direct relatives of your spouse/domestic partner.

Close friends include a relationship where your friendship could compromise your impartiality as a representative of Worley.

## KEY FACTS

Proper business reason includes building business relationships and promoting our service offering. It must never be to influence a business decision.

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## Donations and charitable contributions

We care about the communities in which we work, and actively seek real long-term partnerships that create lasting benefits.

Worley's reputation for honesty, integrity and ethical practices is our most important asset. We expect our people and partners to uphold this commitment and live up to our reputation every day. That is why we must do thorough background checks on potential organizations, events and initiatives with which we are considering a relationship. Organizations with whom we choose to partner must align with Worley's brand, purpose and values.

We do not contribute to:

- individuals
- religious or politically linked organizations
- causes in locations where we do not have an office or project site
- activities with the potential to create a conflict between any of our stakeholders such as our people, customers, shareholders, government or local communities
- school activities, clubs and events unless it involves STEM education or community health

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## Q&A

**Q: My brother has founded an NGO in Myanmar to promote STEM learning among students in poor villages. He is seeking financial contributions from corporations to sustain his NGO's commitments. Can I propose for Worley to sponsor his organization?**

**A:** No, Worley makes voluntary donations and facilitates skilled volunteering only to communities where Worley has a permanent office or project site(s). In this case, Worley does not operate in Myanmar. Additionally, the fact that your brother is involved with the recipient organization poses a potential conflict of interest.

### KEY FACTS

In some parts of the world, donations and community sponsorships are expected or requested by governments and other entities to help facilitate favorable outcomes for the party making the donation or sponsorship. As such, Worley seeks to protect its people by promoting transparency and reporting in this area.

All donations and charitable contributions must be approved by a person with the necessary DoA and recorded in the appropriate Worley expense system.

## Definitions

Donations are products, services or cash gifts made to organizations with no financial benefit back to the donor.

Community sponsorships involve financial support for a local community activity (e.g. sporting team or club, or contribution to an initiative with the main objective of providing a social benefit to the local community) and are considered as if they are a donation.

## Political affiliations

While we respect all governments' authority, Worley is impartial when it comes to local party politics, and you must be the same in your business dealings.

Worley doesn't, as a rule, make donations to political parties. In very limited and special circumstances the Board of Worley Limited may authorize such a donation. Please note that no one to whom this Code applies is allowed to make or approve such a donation without first getting the approval of the Board of Worley Limited.

## Freedom of association

Worley respects the rights of freedom of association and organization. That means you are free to take part in political activities of your choice in your personal capacity, in your own time, and at your own expense. These activities must not interfere with, nor be a conflict of interest with, your obligation to Worley.

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# We care about each other

## Diversity and Inclusion

We value diversity and an inclusive workplace. One of our strengths is our diverse range of people, reflecting the range of countries, cultures and work that our operations span. We are Stronger together because we value and use this diversity to build an environment where people feel connected and that they belong.

Diversity covers all aspects of personal identity including but not exclusively race, ethnicity, gender identity, sexual orientation, socio-economic status, culture, age, physical ability, skill level, family status, veteran status, union affiliation, religious or political beliefs, and work style.

It's important that:

- everyone is respected
- everyone feels valued for being their unique self
- everyone feels safe to bring their full self to work

For more information, please see our policy on diversity and inclusion.

We expect you to be aware of other cultures and customs when working in different countries. This includes respecting people, land and community in regions where we are working with First Nations peoples.

We adapt our behavior to support the well-being of others so that we don't cause offense or break local laws. This applies outside working hours if you are acting as a representative or seen as one of our people.

## We value Life

**We prioritize the safety, health and well-being of ourselves and others.**

The health, safety and wellbeing of ourselves and those around us is fundamental to Life. Without this, nothing we do is worth doing.

We expect everyone to be curious, speak up, take action and share lessons. If something isn't right, intervene, make it safe for others to speak up, and stop if it's unsafe.

We're all responsible for making sure we're fit for work every day and don't place others at risk. This means being well-rested and physically and mentally fit to perform tasks for which we've been trained to do.

Being affected by illegal drugs or alcohol when at work or taking part in company business is not allowed. Workplace drug and alcohol testing is done where local legislation allows. We must be aware of local restrictions and site-specific rules for the use of legal drugs and alcohol, as rules will vary.



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Alcohol and drug abuse are medical problems which can be treated. We will help you if you want to overcome these problems. For more information, please see our standard on alcohol and drugs misuse.

**We choose what is right over what is quick or easy.**

We follow our best practice policies and procedures to deliver work safely. We apply our Life programs, tools and systems to help us increase the number of things that go right.

**KEY FACTS**

We expect all our people to support a work environment where everyone feels safe and acts professionally and ethically. Behavior which demeans people and prevents them from achieving their full potential, such as harassment, intimidation or bullying, will not be tolerated.

This includes:

- our Life-saving rules, Take5 for Safety, Life conversations, and Safe Driving Essentials
- the emergency response and R3 procedures which apply where we work
- reporting all work-related events. Never assume that someone else will report a risk or concern

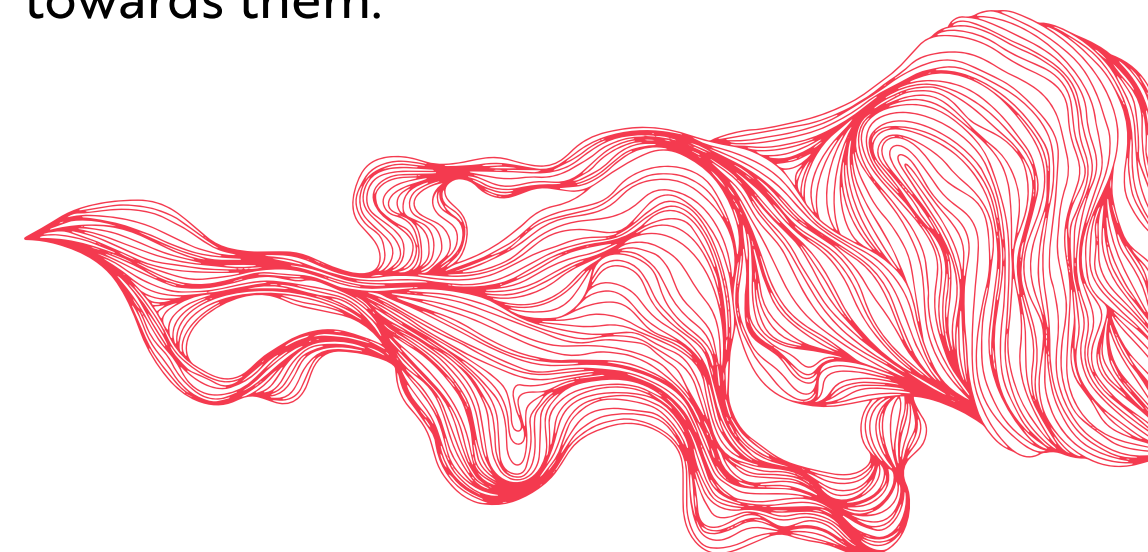
**Discrimination, harassment and intimidation**

We aim to create a working environment in which you can bring your full self to work, feel psychologically safe, welcomed and encouraged to speak up. This means a workplace free from all forms of unjust treatment, bullying or threats.

Inappropriate behaviors are against our values and what we stand for. We will hold our people accountable for their behaviors and will act against inappropriate behaviors. This may lead to us ending your employment.

We do not allow harassment of any kind (sexual or otherwise), bullying, threats or abusive language, physical violence and threat of physical violence. We won't tolerate any kind of discriminatory or exclusive behaviors based on gender, age, sexual orientation, disability, ethnicity, religion, or any other grounds.

We will listen with empathy, support and empower those involved or affected by inappropriate behaviors and make sure there's no victimization or retaliation towards them.



**Q&A**

**Q: Does a person have to be an employee to be protected from discrimination?**

**A:** Job candidates are protected by state anti-discrimination laws. We hold all our employees, contractors and supply chain to our standards.

**Q: Does sexual harassment have to involve physical or unwanted touching?**

**A:** No, sexual harassment can be verbal or non-verbal. Words/jokes or gestures can be as offensive as physical acts and contact.

**Q: Can spreading malicious rumors or gossip about a colleague be considered as bullying?**

**A:** Yes, any verbal comment that could psychologically or mentally hurt or isolate a person in the workplace is bullying.

**DID YOU KNOW?**

If a manager uses language or tone in a way that cause one of our people to feel intimidated or belittled, they may also be guilty of bullying or intimidation. You don't have to raise your voice to cross the line.

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### DID YOU KNOW?

The term 'man hours' is considered gender biased language that may offend or exclude people. We can use "people/person or staff or hours worked" instead

### REMEMBER

not everyone shares the same sense of humor. Don't make jokes or statements that can be offensive

### INTERESTING FACT

What makes the behaviour harassment is how the victim experiences it, not how the perpetrator intended it

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### Definitions

**Discrimination:** All our people are treated equally, and we don't allow any direct or indirect discrimination based on age, gender, race, religion, sexual orientation, citizenship, marital status, family status, disability or any additional ground now allowed by any applicable law. This commitment applies to all individuals or customers doing business with Worley.

**Work harassment:** Is defined as unwelcome conduct or comments either directly against an individual in the workplace or made in a general manner that contributes to an environment that is hostile, demeaning, embarrassing or otherwise offensive behavior, and includes bullying.

**Sexual harassment:** Sexual harassment is any unwelcome sexual behavior that makes a person feel offended, humiliated or intimidated. Sexual harassment can be physical, verbal or written. Examples

of sexual harassment include but not limited to the following:

- unwelcome sexual advances
- asking for sexual favors
- verbal or physical acts of a sexual nature including making sexual jokes, graphic spoken commentary about a person's body, rude or degrading remarks, leering, whistling, unwanted physical contact or assault
- asking or commenting about an individual's sex life

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## We work with ethical partners

### Business partners

We seek out business partners who share our ethical expectations. We expect everyone who does business with us to follow ethical standards no less strict than our own.

### Ethical due diligence

We conduct ethical due diligence before entering into contracts with business partners to confirm that they align with our Code. Business partners are monitored throughout our relationship. The steps we take to check and monitor our business partners will vary with the nature and terms of the contract.

Our people are expected to understand what is needed, how to set up these reviews and get approvals if needed.

Open and collaborative discussions are encouraged with our business partners as we are Stronger together when we share a common goal.

### Financial due diligence

We'll take care and undertake due diligence to protect Worley from money laundering by only working with customers and suppliers who operate within the law. We must check where funds used for their transactions come from, in addition to the usual checks based on country and customer risk profiles. That includes a check on the current banking of joint ventures and agents.

### Supporting our business partners

As part of our commitment to local content we know that some business partners may lack mature ethics programs or a Code of Conduct.

We commit to help these business partners to meet the expectations outlined in this Code.

### Definition

Business partners include our customers, joint venture partners, teaming partners, suppliers, agents, sales representatives, resellers, subcontractors, consultants, representatives, and other parties who work with Worley.

### Example

Our team in Dubai has engaged a local sponsor which is required by law. We will conduct ethical due diligence on the local sponsor before entering into an agreement to make sure they meet our ethical expectations in the Code.

### DID YOU KNOW?

Ethical due diligence includes an assessment of anything relating to our Code of Conduct. This includes bribery, modern slavery, human rights and other serious ethical issues.

### Q&A

**Q: I'm engaging a new supplier, do I need to initiate due diligence?**

**A:** Yes, we review all suppliers. Please contact your Procurement Manager to understand what is required.

**Q: How do I communicate our ethical expectations to suppliers and contractors?**

**A:** All our standard terms and conditions include a reference to the Supply Chain Code of Conduct.

Please ensure all suppliers and contractors you work with understand the requirements.

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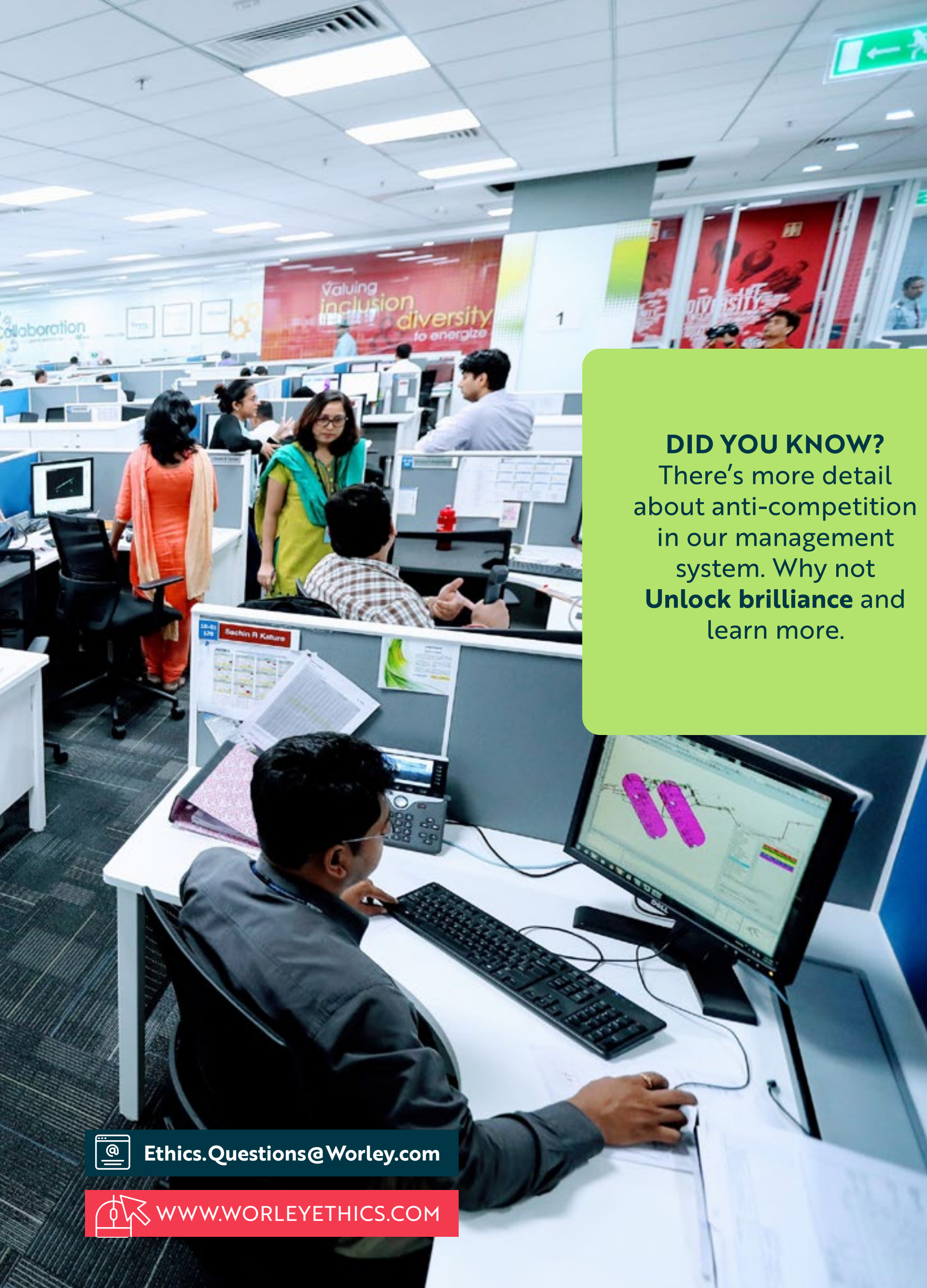
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**DID YOU KNOW?**  
There's more detail  
about anti-competition  
in our management  
system. Why not  
**Unlock brilliance** and  
learn more.

**Fair and open competition**

We support fair and open competition. In many countries, we must comply with laws which encourage competitive and fair business markets.

Anti-competitive activities can include:

- deceiving a customer about the price or features of a service
- setting unlawful conditions on the purchase of a service
- agreeing to fix prices with a competitor
- sharing confidential information that may create a competitive advantage for another party

**Definition**

Anti-competition means behavior that tries to reduce competition.

**Q&A**

**Q: If a competitor asks us to fix our minimum hourly rates for engineering services what should we do?**

**A:** Price fixing is illegal and does not follow our Anti-Competition policy. Worley would risk fines and individuals might be prosecuted. Any such requests should be refused and reported to the Ethics Helpline.

**Q: My cousin works for a supplier who is bidding on a scope of work for Worley. She asked me to tell her the prices submitted by the other bidders so she can submit a winning bid. Can I share this information?**

**A:** We're often placed in situations where our personal relationships conflict with our obligations at Worley. Sharing bid information is not acceptable. Remember, we are Stronger together in difficult situations. Your manager or the ethics team ([Ethics.Questions@Worley.com](mailto:Ethics.Questions@Worley.com)) are here to answer questions if you are unsure.

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## Working with government officials

### Respecting government authority

We respect the authority of governments of all the countries in which we work, at all levels, national, provincial, state and local.

When you're asked for information by a government department in the course of your duties, make sure that the information is accurate and complete.

## Working with government officials

You may deal with an official representing a government department providing a service we need, for example the renewal of our trade license in that location or issuing a work visa. In these circumstances, we respect the authority of the department the official represents, and we provide full, accurate and timely information to get the service. We pay the official public fee for the service and get a receipt. We never make cash payments, nor do we pay extra if the official requests, or suggests we do, to get the service. We don't provide any services the official may ask us for, unless we are properly appointed through the official channels. We will only pay extra for a faster service if this is an officially published option with the extra fee clearly stated, and for which we get a receipt.

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When our customer is a public sector entity, national oil or other resources company or similar, then all the customer representatives are government officials.

In every country, there are specific rules which govern relationships with public sector customers, from the start of the procurement process, to the employment of customer representatives after a project is complete.

## Q&A

**Q: I was at the local Trade Department Office, trying to get our license to trade in this country renewed. We have supplied all the information, but it's taking a long time. The senior official I spoke to said he'd noticed we were an engineering company, and asked if he could give me the plans of a house he's building so an engineer could check the concrete slab specs as a favor. I told him I'd get back to him – can we do this?**

**A:** No, we can't. Offering a free service, that the official would otherwise pay for is considered a bribe in law.

**DID YOU KNOW?**  
In some countries it is illegal to employ, or even discuss employing, officials (or members of their families) that were involved in the process of awarding the project to Worley, even after the project has been completed. If any official of a public sector customer opens such a discussion with you, or wants to hand you a CV or resumé of a family member, pass them to the local People group representative, and report the matter on the Ethics Helpline, so that it is dealt with professionally and in accordance with the law.

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## We use our assets ethically

### Physical assets

Worley provides you with physical assets, for example laptops, keyboards and consumables. These assets must be used for business purposes only and treated with respect and care.

### Information and data

The data, information, systems and tools which we use to do our work are known as information resources. Information and data we use or produce may create a legal or contractual obligation. It is vital we can show that our transactions are open and transparent.

When preparing information and data, we must think about the audience and how the material will be used to make sure it is:

- accurate
- complies with legal requirements
- kept and destroyed in line with our global or local legal requirements (whichever is the higher standard)

### Example

What does information and data include? All information and data held by Worley including a range of formats, locations and content type:

- format: paper and data, e-mails and documents, memos, faxes, accounts, CCTV images, microfiche, fingerprint scans, iris imaging, videos and phone recordings.
- location: database platform, server, PC, laptop, USB stick, mobile phone, Worley's infrastructure, third party service provider's server, warehouse and the cloud.
- content type: accounts, customer lists, HR records, trade secrets, project information and reports, drawings, contracts, customer supplier data, expense claims and meeting minutes, personal or non-personal data.

### Q&A

**Q: My customer often sends me emails asking for clarifications, should I respond?**

**A:** Check if the project contract sees emails as valid correspondence. Remember that a quick clarification may impact a project decision, so make sure that you have all the facts and are the correct person to be answering the query.

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## Information security

Please take care to protect our information resources from theft, loss and unauthorized access. You can help keep our information resources safe and secure by:

- always being ethical, respectful and professional in the way you access and use information resources
- not taking part in illegal or unauthorized activity
- reading communications from our Information Security team
- keeping your software and applications up to date when asked to do so
- creating strong passwords and keeping them private

For more information please refer to our IT Security Acceptable Use standard, and Privacy policy or contact our IT Information Security team.

Our standards and policies apply whether you are working from home or in the office. When working from home, we still need to protect our data. Be careful about what you print, where you have your phone calls, and other areas where data may be shared.

### DID YOU KNOW?

If you believe that you've been targeted to reveal your login details or suspect that our information resources have or could be at risk, tell our Digital Architecture & Information Security team at [support@worley.com](mailto:support@worley.com) or raise a Helpdesk ticket.

### DID YOU KNOW?

When working from home, you must ensure confidential data and conversations cannot be accessed by others.

## Privacy of personal data

Our commitment to valuing **Life** extends to the value we place on privacy. We respect and safeguard the personal information of our customers, colleagues, business partners, suppliers or other people whose information we handle.

We do this to make sure that personal information given to us does not end up in the wrong hands.

Personal information means anything which makes an individual identifiable, even where it does not name a person outright.

We must:

- use personal information only for its intended purpose

- safely store the personal information for the duration of the intended purpose
- safely destroy the personal information at the conclusion of the intended purpose
- do not keep the personal information and use it for another purpose
- follow Worley's Privacy policies
- disclose personal information only to colleagues, service providers, customers or any other third party who needs-to-know, to carry out their duties as authorized by Worley
- use personal information only when you have to, and the reasons are lawful
- report any suspected personal data breaches at once. We do this by raising a support ticket via our Service Desk or by email to [dpo@worley.com](mailto:dpo@worley.com)

If we later need to use personal data for other lawful purposes, our Data Protection Office will advise on how to safely do this.



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WE CARE ABOUT EACH OTHER

WE WORK WITH ETHICAL PARTNERS

**WE USE OUR ASSETS ETHICALLY**

WE SPEAK UP

People who are given Worley's personal data must agree to handle the data securely and according to privacy laws.

We are all responsible for protecting information, even after leaving Worley. Mishandling information may expose Worley to legal consequences. More information on Worley's privacy commitment is on our Data Protection Office site on Our Home.

### Definition

General Data Protection Regulation (GDPR) is a data privacy law in the European Economic Area. It provides sufficient privacy measures for protection of personal data. We have benchmarked our privacy compliance framework against the global data privacy laws including GDPR.

### Q&A

**Q: We are planning a survey and want to use a third party to help us. What do I need to do to make sure we are keeping to the law?**

**A:** For any survey, where we might share names or any other personal data of individuals with third parties, you must consult with the Data Protection Office at [DPO@Worley.com](mailto:DPO@Worley.com). We will help you assess the risks associated with protection of personal data involved in the survey activity. For high risk processing activities, we may assess a third party along the lines of data privacy and Information Security safeguards available.

### DID YOU KNOW?

Using the same password on multiple sites is a great way of handing it over to hackers and then hackers offering it "For Sale" on the dark web. They're a growing problem, so let's make sure we're not a victim.

 [Ethics.Questions@Worley.com](mailto:Ethics.Questions@Worley.com)

 [WWW.WORLEYETHICS.COM](http://WWW.WORLEYETHICS.COM)



## Confidential and sensitive information

Know how to handle, store and share market sensitive and personal data.

Confidential and sensitive information includes information in various forms, including paper, electronic, visual and verbal. Such information should not be disclosed to others within or outside of Worley without first getting approval from the right person or team within Worley.

Examples of confidential or business sensitive information include:

- business strategies
- trade secrets
- processes and formulas
- employee, customer and supplier lists and information
- organization structures and charts
- financial projections, data and reports

When one of our people leaves Worley, all company and customer confidential and business sensitive information must be returned to the employee's manager or other designated company representative.

### DID YOU KNOW?

Failing to protect personal data we come across at work can expose us to severe fines. We follow global data privacy standards when handling personal information of individuals.

**Q: I'm working as an integrated project management team member and have access to customer sensitive information. Can I share this with my Worley colleagues who are not on the project?**

**A:** No, we must protect our customer's sensitive information. If you are unsure, check with your project manager.

### Intellectual property

We all have a responsibility to protect the property and assets which are under our control. For our reputation and continued success, it is important we look after and protect Worley's intellectual property and confidential information as well as that which belongs to our customers, suppliers and others.

Intellectual property includes inventions, patents, trademarks, copyrights and trade secrets. Intellectual property which is developed while you are working at Worley belongs to Worley, with only limited exceptions. Our Intellectual Property Standard provides specific help on this subject. Further help can be obtained from the Legal group.



Ethics.Questions@Worley.com



WWW.WORLEYETHICS.COM



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## We speak up

### We're here to listen

Speaking up takes courage. We value **Life** and expect everyone to be curious, speak up, take action and share lessons. If you need to speak with someone confidentially or you just have a question about the Code, we're here at **Ethics.Questions@Worley.com**

### Report unethical behavior straight away

Speaking up is the right thing to do. Don't turn a blind eye. Everyone must report potential breaches of the Code, that is, when someone is doing something wrong.

You can report via the Ethics Helpline or other channels outlined in our **Whistleblower** policy.

## How to make a report:

Our Ethics Helpline is independently run by an external provider and is available 24 hours, 7 days a week for you to confidentially report breaches or potential breaches of the Code.

Report online at **www.worleyethics.com**, or by phone (helpline numbers are listed on the reporting website and translation services are available if you need them).

- ☐ record the date, time and location details of the breach
- ☐ identify any relevant contract or project details
- ☐ explain the breach or potential breach and include specific details of the incident
- ☐ make a note if there are any witnesses who could support your report





## What happens to my report?

A member of the Compliance team, or a trained internal investigator, will contact you if you make a report on our Ethics Helpline. Trained investigators, will review the matter further to understand the details of the concern and what further action is required.

We'll do all we can to keep the details of your report confidential, including your identity. However, in some cases, we might need to disclose your identity and other information to fully investigate the report and will only do so with your permission.

If you are asked to take part in an investigation, you are expected to cooperate fully and truthfully.

## We won't allow victimization or retaliation

We do not allow any form of retaliation against anyone who reports any breaches, so you can feel safe in doing so. We are **Stronger together** and have processes in place to protect and support whistleblowers. If you experience or see someone experiencing retaliation, report it on our Ethics Helpline.

For more information, please refer to our [Whistleblower](#) policy.

## Q&A

**Q: I suspect a colleague might have done something wrong but I'm not sure. If I report my concerns and they turn out to be unfounded, will I be in trouble?**

**A:** No, as long as your concerns are genuine. Genuine means only that you are acting in good faith on information you have at your disposal when you make the report. We won't take any action against you, even if your concerns prove to be unfounded. However, disciplinary action may be taken if you knowingly give false information or make false accusations.

## DID YOU KNOW?

A whistleblower is anyone who has and reports insider knowledge of illegal activities occurring in an organization. Whistleblowers can be employees, suppliers, contractors, customers, or any individual who becomes aware of illegal business activities.

## Q: How do I know my report will remain confidential?

**A:** We will only share information on a "need to know" basis and disclose your identity only with your consent.

**Q: Five years ago, when I worked for another company, I reported an ethical breach and the person I complained about seemed to know it was me and started being really difficult to work**

**with and left me out of meetings. How do I know that Worley will protect me?**

**A:** We won't tolerate victimization or retaliation. Anyone who experiences this in relation to raising an Ethics Helpline claim must inform us at [Ethics.Questions@Worley.com](mailto:Ethics.Questions@Worley.com) so it can be promptly investigated and resolved.

## KEY FACTS

- You must report breaches or potential breaches of the Code
- We won't tolerate victimization or retaliation

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**The Code is just the beginning. While it sets our framework, our knowledge and management system contains all the details.**

You must act in line with the policies, standards and guidelines that support this Code. You can find these on our intranet (Our Home) or ask your line manager or People group leader for copies.

WORLEY.COM

