EarthCheck Code of Conduct

EARTHCHECK

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1. Introduction

This Code of Conduct sets out the standard which the Board, management, employees and independent contractors of EarthCheck Pty Ltd trading as EarthCheck ("EarthCheck") are required to comply with when dealing with customers, clients, government authorities, creditors and the community as whole as well as other employees.

The Code applies equally to everyone whether based in a Queensland office, interstate or an international office.

The Code does not attempt to provide an exhaustive list of what to do in every possible situation. Nor does the Code replace Australian and State legislation. Instead the Code presents a broad framework of ethical conduct that you have an obligation to uphold.

2. Principles

EarthCheck is committed to embracing, respecting and supporting human rights wherever we operate. EarthCheck is also committed to maintaining a work environment which is free from discrimination as well as a healthy and safe workplace that is, so far is reasonably practicable, free from workplace harassment. EarthCheck complies with the Australian Federal Legislation relating to human rights and respects international human rights principles. EarthCheck also complies with the Australian Employment Law.

Employees of EarthCheck have an obligation to the business, its clients and themselves to observe high standards of integrity and fair dealing. Unlawful and unethical business practices undermine employee and Client trust and will not be tolerated.

3. Commitment to the Code

The Board, management and all employees of EarthCheck are committed to implementing the Company's core principles and values as stated in this Code of Conduct when dealing with customers, clients, government authorities, creditors and the community as a whole as well as other employees.

EarthCheck is dedicated to delivering outstanding performance for investors, customers, consumers and employees. EarthCheck aspires to be the leader in its field while operating openly, with honesty, integrity and responsibility and maintaining a strong sense of corporate social responsibility. In maintaining its corporate social responsibility EarthCheck will conduct its business ethically and according to its values, encourage community initiatives, consider the environment and ensure a safe, equal and supportive workplace.

4. Values

The values of EarthCheck define the character of the company.

EarthCheck Values

- 1. Integrity
- 2. Pride in what we do/can do
- 3. Responsiveness to client needs
- 4. Growth into a global business
- 5. Deliver of world-class sustainability and development outcomes
- 6. Career pathways and learning for staff
- 7. Socially-acceptable returns for shareholders
- 8. Engagement with business partners who share our values
- 9. 'Walk the talk' in sustainability and corporate social responsibility

5. Business Integrity

The Code of Conduct is based on maintaining:

- 1. A high standard of integrity and professionalism;
- 2. The responsible management of Company information, data, equipment and facilities;
- 3. Being respectful of the environment in which we operate;
- 4. Exercising fairness, equality, courtesy, consideration and sensitivity in dealing with employees, clients and suppliers;
- 5. Avoiding possible conflicts of interest;
- 6. Performing duties with skill, honesty, care and diligence;
- 7. Abiding by policies, procedures and lawful directions that relate to employment with EarthCheck;
- 8. Working against business corruption; and
- 9. Supporting open communication with all staff

EarthCheck is committed to a process of continual improvement.

6. Conflicts of Interest:

All employees must dedicate their best efforts to the success of EarthCheck. These efforts cannot be compromised by potential conflicts of interest. Employees are required to disclose all potential

conflicts of interest and to promptly take action to eliminate a conflict should EarthCheck request such action.

An example of a conflict of interest is where a decision can be influenced by your position of employment with EarthCheck and where you or a person with whom you have a relationship can derive personal gain or benefit from that decision. Such a situation could bias outcomes which may not be in the best interest of EarthCheck.

7. Employment:

EarthCheck will:

- 1. provide safe working conditions so far as is reasonably practicable that comply with the spirit, as well as the letter, of workplace health and safety laws;
- 2. treat employees with dignity and respect;
- 3. act fairly and ethically;
- 4. provide an encouraging working environment;
- 5. maintain a commitment to environmental responsibility in daily operations;
- 6. not tolerate the offering or acceptance of bribes, inducements or unauthorised commissions by any of its employees or officers; and
- 7. not tolerate the misuse of alcohol or drugs (either prescription or illegal drugs) while on Company premises or while at work off Company premises.

7.1 Ethical Employment Practices

EarthCheck will abide by ethical employment principles including:

- 1. employment decisions are based on merit;
- 2. employees are treated fairly and reasonably;
- 3. equal employment opportunity is offered; and
- 4. employees have a reasonable avenue of redress against unfair or unreasonable treatment.