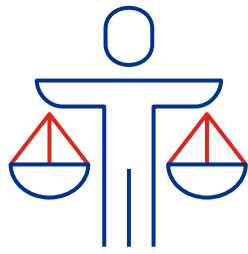




Worley
energy | chemicals | resources

Code of Conduct

.....
a guide to your business behavior



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Worley's continuing success depends on the integrity and professionalism we show in our everyday dealings with others. Our business will prosper only so long as customers trust us to deliver excellent services.

Our reputation for safety, honesty and ethical conduct is one of our most important assets. So, we are absolutely committed to complying with the law and conducting our business to the highest standards. We expect all our people and partners to uphold this commitment and safeguard our reputation every day.

This Code of Conduct (Code), which the Board has adopted, sets out the standards for professional behavior across the business. It explains:

- who these standards apply to
- why they are important
- how you can seek guidance on ethical issues
- what happens if the Code is breached.

Worley is a large and diverse organization and the Code cannot address every situation you might encounter. Instead, the Code sets out the ethical principles by which we conduct our business and it is supported in some areas by more detailed policies. It is important that you also understand these policies.

Ethical issues often involve 'gray' areas. If you are ever in doubt about whether you are 'doing the right thing', or need more information, talk to your manager or your People Leader. It is important that we have a culture where ethics can be discussed openly.

You have an obligation to report breaches and potential breaches of the Code. Don't be afraid to report any ethical concerns you have – if you suspect that behavior is unethical, please speak up. No retaliation will be permitted against those who report breaches of the Code or who raise ethical concerns.

Thank you for committing to protect and promote Worley's reputation around the world by complying with the Code.

Please use it as a guide to your business behavior every day, and always remember how critical our reputation is to our success.





Understanding your obligations

Know who the Code applies to

The Code applies to Worley Limited and its subsidiaries worldwide (Worley) and to all Worley’s people and partners:

Who	When
Our people	All directors, employees and contractors of Worley Whenever they are: <ul style="list-style-type: none"> on company business acting as our representative identifiable as our people
Our partners	All agents, subcontractors, consultants, representatives, intermediaries, suppliers and other parties who act for Worley Whenever they are acting for Worley

Where we are part of a joint venture, that joint venture must adopt the Code or a similar document that is no less stringent.

As Worley seeks out business partners who share our approach to ethical behavior, we encourage those we work with to have their own codes of conduct that align with ours. These are essential for:

- joint venture partners
- teaming partners for tenders or proposals
- entities in which we own a minority interest.

For more information on how we assess and monitor our partners, please see **Section 6: Working with others.**

Know what your responsibilities are

We do not expect you to be an expert on ethical behavior but you must understand the principles in the Code and the related policies. These documents will help you to identify potential issues so you know when to ask for help.

We expect you to uphold the Code by:

- striving to achieve the highest ethical conduct, questioning unethical behavior and reporting breaches and potential breaches of the Code
- complying with the law and avoiding conflicts of interest
- acting honestly and fairly in all your business dealings
- being open, accurate and professional in all your communications
- being economical and responsible in using company and customer resources
- respecting the rights of others, without discrimination or harassment
- supporting community values
- ensuring safe working surrounds and minimizing environmental impact
- respecting the confidentiality of any information from or about our customers and others
- being reliable and diligent in meeting your responsibilities

Please understand the policies, standards, executive directives and guidelines that support the Code. You can either access them on the intranet or ask your People Leader for copies.

Know who has specific responsibilities

The following roles have extra responsibilities to do with the Code:

Who	When
Board	<ul style="list-style-type: none"> Approve the Code and monitor compliance Ethics Committee Promote the Code in all aspects of our business Recommend improvements to the Code to the Chief Executive Officer.
Chief Executive Officer	<ul style="list-style-type: none"> Approve strategies and policies for adopting and reinforcing the Code to ensure compliance with its principles
Leaders	<ul style="list-style-type: none"> Support the Code’s principles throughout Worley and endorse it as a guide to everyday business behavior Promote a culture in which our people question unethical behavior and feel comfortable discussing ethical issues Ensure that the Code and the related policies are observed by the people they supervise and the partners we have engaged Refer breaches or potential breaches to your People Leader Maintain a gift register (location managers only)

Know what Worley’s responsibilities are

Worley is committed to achieving results that create growth, reward our shareholders and people, and contribute to our communities.

As a business, we must:

- allow fair and open competition
- prevent bribery and corruption, and not facilitate money laundering
- respect the privacy of our people, partners and customers
- honor diversity and create an inclusive, discrimination-free workplace
- meet health and safety standards for our people and customers.

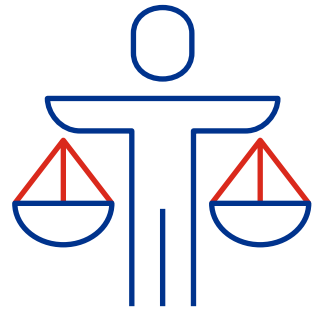
This includes complying with all local laws and regulations.

We also have corporate responsibility for:

- Human rights:** we respect the basic rights of the people we deal with and will not engage in activities that encourage human rights abuses. We do not employ or condone forced, bonded or child labor.
- Community:** we seek to have a positive impact in our communities so we are involved in local initiatives that benefit both the community and our people.
- Environment:** we seek to operate sustainably so we are continually trying to improve our environmental performance. We also try to understand the potential impact of facilities and activities on the environment and to minimize this impact.

For more information, please read our corporate responsibility statement on our website.

Assessing ethical behavior and reporting breaches



Consider what is ethical and appropriate

While 'doing the right thing' sounds straightforward, ethical issues often involve 'gray' areas. Sometimes, it will be difficult to judge what is appropriate and how you should act.

To make an appropriate judgment, first ask yourself:

- is the action legal and are you authorized to take it?
- is the action consistent with the Code and our policies?
- could the action have negative consequences for Worley or our reputation?
- how would you feel if your family, friends or colleagues became aware of the action?

If you have any concerns, please seek guidance quickly. Ethical issues are best dealt with straight away as they can become more of a problem the longer they continue.

Don't be afraid to report any ethical concerns you have - if you suspect that behavior is unethical, please speak up.

Also remember that we want to succeed because of our superior performance and never through unethical behavior, even if this approach might sometimes lose us business.

Report unethical behavior promptly

We encourage all our people and partners to question any unethical behavior they see in the workplace. You are obliged to report breaches and potential breaches of the Code.

If you believe that a breach has occurred or might occur, please contact your manager or your People Leader who will help you create a report. For this report:

- make sure you have all the facts
- 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 details of the incident
- make note if there are any witnesses who could support your report
- identify the location of any relevant equipment or materials.

If your manager is unavailable or involved in the breach or potential breach, you should ask for help from your People Leader (in some locations referred to as your Human Resources Manager).

An Ethics Helpline, 24-hour access, 7 days a week, is available to our people around the world to report breaches or potential breaches of the Code. Employees who wish to report a breach or potential breach of the Code can do so either online at our web reporting site: <http://www.worleyethics.com>, or by phone using the Ethics Helpline Access numbers provided on our intranet.

Our partners should contact those responsible for their engagement.

Please note that you will not face any consequences if you report a breach or potential breach, as long as your report is genuine. There will be no retaliation. It is important that we have a culture where we can discuss ethical concerns freely and openly.

We will 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.

Worley has procedures in place to protect whistle-blowers. For more information, please see our executive directive on ethics investigations.

Understand the consequences of a breach

When we consider that a breach of the Code has occurred, Worley will act quickly and fairly. If required, we will inform the relevant authorities of a breach of the law.

We may take disciplinary action against any of our people who breach the Code. This could include ending their employment.

Similarly, if our partners breach the Code, we might end their engagement with us and choose not to engage them in the future.

Acting lawfully and professionally

Comply with all local laws and regulations

Worley must comply with local laws and regulations wherever we operate. These laws generally relate to health, safety and environment, employment conditions, financial, and fair trading requirements.

It is essential that all our people:

- comply with all laws and regulations relevant to their work
- comply with all Worley policies and business practices
- be aware of the duties and obligations that apply to their roles.

In countries where the local laws allow behavior that the Code does not, you must comply with the Code.

As an Australian publicly listed company, Worley Limited must comply with the Australian Corporations Act and the Australian Securities Exchange Listing Rules. Please see our website for relevant policies and charters, including those on:

- continuous disclosure
- securities dealing.

Ignorance of the law is not a valid excuse for non-compliance. You have an obligation to understand the laws governing where you work. If you need advice on local laws and regulations, or more generally, advice on local culture, customs and behavioral expectations, please contact your People Leader.

Avoid conflicts of interest

You must always avoid conflicts of interest. These are situations where your external activities, personal relationships or interests conflict with your responsibilities to Worley.

They might influence your impartiality and decision-making in a way that:

- compromises your ability to act in our best interests (an actual conflict)
- suggests to other parties that this is the case (a perceived conflict).

You must report any conflicts of interest to your manager in writing. Your manager will then consider the conflict and decide how it should be managed. It might not be appropriate for you to take any part in some matters.

If you are a manager and unsure of what action to take to manage a conflict of interest, you must seek guidance from your People Leader.

Common conflicts of interest include:

- conducting business transactions with entities that you, relatives or close friends own or have a significant interest in (where this relationship could improperly influence or be seen to improperly influence your impartiality)
- being in a position where a relative or person you are in a personal relationship with reports to you or where you can influence their employment conditions
- using confidential or proprietary information that you have obtained through your role for personal gain
- pursuing business opportunities that have arisen because of your role for personal gain
- having an outside role that could affect your performance for Worley.

Conflicts of interest can also occur at a corporate level. We have policies for probity and external directorships so we can manage conflicts of interest for our officeholders or group companies.

Failing to appropriately deal with conflicts poses major risks to Worley and our customer relationships.

Never trade with inside information

In most countries, it is a criminal offense to deal in the securities of companies listed on a securities exchange (including Worley Limited) if you possess inside information. This is information that is:

- not generally available to the public
- price sensitive (meaning it would reasonably be expected to have a material effect on the price of the securities).

Depending on the circumstances, inside information might be:

- a change in financial performance from previous results or forecasts when compared with issued guidance or the consensus among analysts
- a change in dividend policy
- a proposed capital raising or other change in financing
- a proposed business acquisition or sale
- a legal claim, or a regulatory action or investigation by a government authority
- a change in the nature of an entity's business or its senior management
- entry into or loss of a contract.

If you have inside information about Worley Limited or another listed company (for example, a customer), you must not:

- deal in the securities of that company or ask another person to do so for you
- communicate that information to anyone when you know, or reasonably ought to know, that person might deal in those securities or ask another person to.

These rules apply even if you learned the inside information outside the course of your role at Worley.

To reduce the risk of insider trading in Worley Limited shares, our people must not deal in them during certain closed periods even if they have no inside information. However, you can seek consent to do so. Closed periods are notified to our people on our intranet.

For more information, please see our policy on securities dealing.

Be aware of sanctions

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

We must comply with applicable sanctions.

The possible application of sanctions adds extra complexity and risk to customer contracts. These risks must be identified, assessed and any necessary approvals obtained in line with our sanctions due diligence procedure before Worley commits to a customer contract.

If we fail to comply with sanctions, we could incur significant financial loss and damage our reputation.



Preventing bribery and corruption

Never give or accept bribes

Bribery and corruption undermine society and can have a devastating impact on the economic prosperity of local communities.

We must comply with all laws that prohibit bribery and corruption. If we do not, it could have serious consequences for Worley and lead to imprisonment or fines. It could also severely damage our reputation.

We expect that our people, our partners and those with whom we do business will act fairly, honestly and with integrity.

You must always bid and tender for work responsibly.

You must never attempt to improperly influence a public official, any other person or entity to favor Worley or anyone connected with us. This includes, either directly or indirectly:

- authorizing, offering or paying a bribe, financial inducement or secret commission
- making any payment in kind or giving anything of value.

You must never allow a partner to do any of these things on our behalf.

Equally, you must never accept any payment, payment in kind, gift or other benefit that might influence business decisions or compromise your independent judgment about your work.

Facilitation payments are small payments or benefits made to secure or speed up a routine or necessary government action to which we have a legal right or entitlement. Our people and partners must never make facilitation payments.

You must report all requests for facilitation payments to your location manager and location finance manager in line with our executive directive on facilitation payments. Our partners must report requests to those responsible for their engagement.

For more information, please see our executive directive on facilitation payments.

Take care giving or accepting gifts, entertainment and hospitality

Worley will only give or accept gifts, entertainment and hospitality that are for a legitimate business purpose and that foster constructive business relationships.

Giving, offering or accepting some gifts, entertainment and hospitality could damage our reputation. For instance, they could be mistaken for bribes or create a conflict of interest. Worley prohibits any attempt to improperly influence a business or government decision.

In many countries, gifts, entertainment and hospitality have cultural significance. While we respect different cultural practices, we expect you to exercise careful judgment.

Many countries also have specific rules that prohibit people giving gifts, entertainment and hospitality to government officials and staff. It is vital you follow these rules where they apply.

Worley maintains gift registers to make sure our actions are transparent. Where required, you must enter gifts, entertainment and hospitality in the gift register. These must:

- be lawful, reasonable and appropriate
- not be solicited.

The obligation to register also applies to gifts, entertainment and hospitality given or accepted by immediate family members.

Cash gifts are prohibited.

For more information, please see our policy on gifts, entertainment and hospitality.

Be vigilant against money laundering

Money laundering involves processing illicit funds so they look as though they have come from legitimate sources. It also masks ownership.

Criminals rely on money laundering to legitimize or conceal the illegal origins of their funds. They can then hide and accumulate wealth, avoid prosecution, evade taxes and fund further criminal activity, including terrorism.

It is vital that Worley does not facilitate money laundering and complies with all related laws.

To help us do this, you must be vigilant to irregularities in payments from customers or other parties. Make thorough checks on the identity of a client or other parties involved in moving money into, out of or around the company. For instance, watch for:

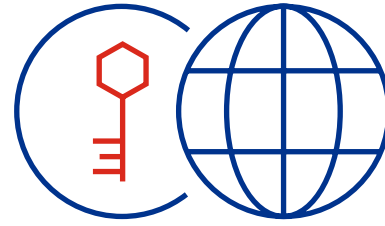
- payments received in currencies other than those specified on the invoice
- payments received from countries or intermediaries not related to the transaction
- customers who try to pay using cash or other unusual methods
- customers who exhibit suspicious business behavior or structure money transfers to avoid reporting requirements
- unnecessary or unexplained transactions or overpayments requiring refunds
- have some unusual instructions or conditions been introduced into a deal? Find out why.

Please seek guidance from Treasury if any transaction seems suspicious or irregular.

What is a bribe?

A bribe is a financial or other advantage give or received for an improper purpose.

Protecting assets, resources and information



Safeguard our property and assets

You have a responsibility to protect any Worley property and assets that are under your control. You must safeguard them from loss, theft and unauthorized use.

Property and assets include cash, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential and proprietary information, equipment and supplies.

You must not:

- steal goods, money or property
- commit fraud
- improperly use company assets
- wilfully or recklessly damage company property.

You may only use our assets for limited personal purposes with our approval.

When you leave Worley, you must return all company property, including confidential information such as business plans and customer lists.

Use our information resources wisely

We will provide information resources to help you conduct Worley business. Information resources include all the equipment, systems, software and infrastructure that we make available to you, so you can communicate, store, process and transmit information. You must use and protect these information resources and the information stored on them from loss, theft and unauthorized access or use in line with our standard on acceptable use. Please be aware that where permitted by local legislation we will monitor use.

While occasional personal use of these resources is allowed, it must not:

- diminish your or your colleagues' productivity or performance
- relate to you running a private business or other activities that may create a conflict of interest
- adversely affect the overall performance of our resources, for example by absorbing bandwidth or storage space.

You must not use our information resources to access, download, send or forward:

- material that is offensive, pornographic, obscene or sexually explicit, or that the recipient might consider inappropriate
- malware, such as computer viruses, Trojans or worms, or material that might cause data loss or disruption
- information you are not authorized to view, including anything outside the scope of your role
- company unapproved software.

You must not use our information resources to:

- access gambling or similar websites
- engage in illegal or unprofessional behavior, including harassment or discrimination
- engage in any other activities that violate any of our policies.

Our information resources have security mechanisms that prevent unauthorized access.

You must not disable, bypass or otherwise compromise these security mechanisms.

Please also safeguard your passwords and login details. You are responsible for all activities performed under your logon account. All communications sent and received using Worley information resources are the property of Worley. If the amount of personal information you store on Worley's information resources impacts their performance, this information may be deleted at company discretion and without warning.

For more information, please see our standard on acceptable use of information resources.

Apply diligence to document and record-keeping

All Worley records must precisely reflect the transactions they relate to, comply with operational requirements and be retained in line with our document retention policy or local regulatory requirements, whichever is the most stringent. Records include books, accounts, emails and file notes. To protect our interests and help prevent fraud and corruption, we have segregated and set up financial controls including audits.

You must comply with our procedures when you are preparing any documents, for example:

- timesheets and expense statements
- invoices for customers
- inventory reports
- records about procured goods
- product test results
- reports to customers and the underlying empirical data
- incident reports, for example for health and safety incidents.

You must ensure that all of your written communications are:

- accurate and not intentionally or unintentionally misleading
- professional and do not contain material that would harm our reputation if made public
- circulated appropriately and only to the intended recipients.

Errors and mistakes should be raised immediately so they can be resolved as quickly as possible.

Respect privacy and confidential information

We respect the privacy of our people, partners and customers. It is essential that any personal information we keep on file remains private and confidential. Before you distribute or share any personal information, you must seek approval. You must then take care to handle that information appropriately. While working at Worley, you are also likely to receive confidential or proprietary information. This information may have been provided by our people, partners, customers, suppliers, joint venture partners or investors.

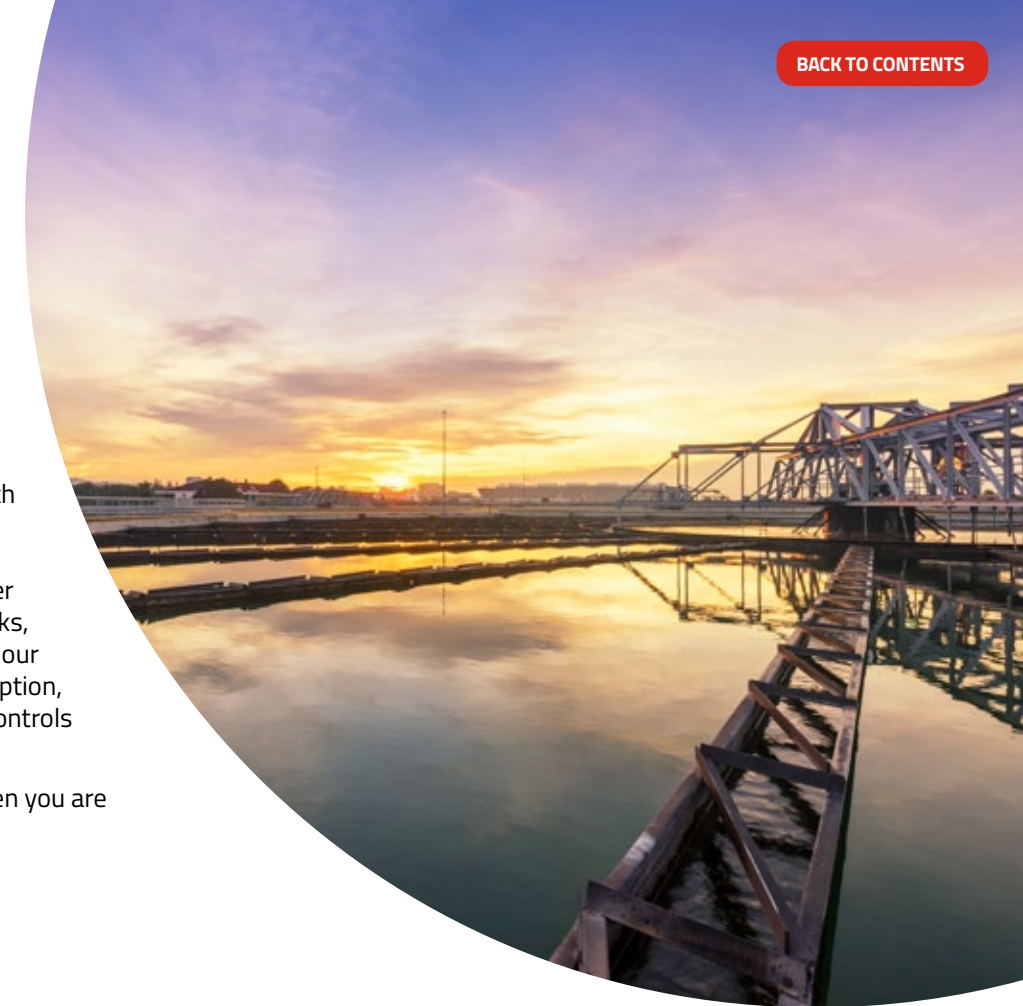
We generate confidential information during our business activities as well. Confidential information is valuable and our ability to maintain confidentiality is essential to our business. You must not disclose or use confidential information outside Worley.

As a general rule, you should only disclose confidential information to colleagues within Worley on a 'need to know' basis. You must take care when discussing confidential information in public places.

You must carefully consider what constitutes confidential or proprietary information, whether or not it is marked as such. Examples include:

- business strategies
- processes and formulas
- staff, customer and supplier lists and information
- organizational structures and charts
- financial projections, data and reports
- intellectual property such as patents applications, unpatented inventions and trade secrets.

You must protect this information even after you leave Worley.





Working with others



Assess and monitor our partners

Worley's reputation is affected by the conduct and reputation of those we engage or partner with in business. We can also be held liable for their actions.

Therefore, it is critical that we:

- conduct due diligence to assess the suitability of our partners, including their reputation and competence, before we engage them
- ensure our partners comply with the Code under the terms of their engagement
- monitor our partners to check that they remain suitable for engagement and are complying with the Code.

The steps we take to assess and monitor our partners will vary with the nature and terms of the engagement.

We seek out business partners who share our ethical values, and we encourage everyone who does business with us to comply with ethical standards no less stringent than our own. This includes our commitment to combating modern slavery.

Please also see [Section 1: Understanding your obligations](#).

Promote fair and open competition

Worley supports fair and open competition, and believes in competing for business.

In most countries, we are subject to laws that encourage competitive and fair business markets. We must comply with these laws.

Generally, these laws prohibit anti-competitive agreements or understandings between competitors. They also ban 'exclusive' supply or distribution arrangements, and misleading or deceptive conduct.

Breaching these laws has potentially serious consequences for Worley and anyone who is involved could be prosecuted.

Examples of anti-competitive activities are:

- deceiving a customer about the price or attributes of a service
- imposing conditions on the purchase of a service, such as forcing a customer to use a specified supplier of another service
- agreeing to fix prices with a competitor.

When you attend trade or industry forums, you should take care in your dealings with any competitors. For instance, talking about prices might be anti-competitive.

If in doubt, please speak to Legal.

We also support competition, integrity and fairness in procurement.

We will comply with all related laws. Where our customers engage us to conduct procurement for them, we will also comply with any rules those customers impose on us, where they are more stringent than our own.

Respect government authority

We respect the authority of governments in all countries at all levels (national, provincial, state and local), by maintaining open and honest relationships.

Sometimes, governments or their agencies will require us to share information with them. If you provide any information for Worley, you must ensure it is complete and accurate. This applies equally to any requests for information we receive.

When governments give us confidential information, we must maintain the strictest confidence.

For more information, please see [Section 5: Protecting assets, resources and information](#).

Although we work with governments, please note that we are impartial when it comes to party politics.

In some limited circumstances, our Board may authorize Worley to make donations to political parties. These must be in line with agreed protocols.

Our people may engage in political activities personally, in their own time and at their own expense. These activities must not interfere or conflict with their duties to Worley. We respect freedom of association and organization.

Take care with public communications

It is important that our communications to the public and the media are accurate and appropriate. To ensure this, communications to the public must follow our external communications protocols.

We support the opportunity social media provides for learning, discussing issues and exchanging ideas.

However, we urge our people to use social media wisely, with sound judgment and common sense. Please take care that your opinions are not construed as those of Worley or our customers.

For more information, please see our social media policy and guidelines.

Working with each other

Appreciate diversity and inclusion

Diversity and inclusion are essential to our business. One of our strengths is the diverse range of people we employ, reflecting the range of countries, cultures and contexts that our operations span.

Diversity covers race, ethnicity, gender identity, sexual orientation, socio-economic status, culture, age, physical ability, skill level, family status, religious or political beliefs, and work style.

We appreciate that all our people are distinct and we seek to harness their differences. We want our business to be productive, inclusive, and based on talent and performance. It is important that:

- everyone feels valued
- we make the most of everyone's skills
- we recognize performance.

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

It is also important that we are sensitive to other cultures, when working in different countries.

For specific instances when working with indigenous cultures please follow further guidance provided in the indigenous people's policy.

We expect you to adapt your behavior so you do not cause offense or break local laws. This applies outside working hours if you are acting as our representative or identifiable as one of our people.

For assistance, please contact your People Leader.

Never discriminate, harass or intimidate

It is vital that our workplace is free from all forms of discrimination, harassment and intimidation. We must comply with all related laws.

These behaviors can be very destructive to our work environment and everyone involved, so you must always act professionally. We will not tolerate sexual advances, bullying, hostility, abusive language, physical violence or the threat of physical violence.

This conduct is never acceptable and may lead to us ending your employment.

Please also remember that not everyone shares the same sense of humor. Consider the way your colleagues might perceive your behavior and don't make jokes or statements that could be offensive.

If you are unsure whether something might be inappropriate, be cautious and don't say it.

Be fit for work

The influence of alcohol and/or drugs can affect your ability to work safely. It is important that you are fit for work. While you are at work, Worley will not tolerate you:

- abusing legal drugs
- using or recovering from the effects of alcohol or illegal drugs.

You must never be impaired by drugs or alcohol when at work or engaged in company business. Please note that workplace drug and alcohol testing is conducted where permitted by local legislation. You must make yourself aware of local restrictions and site-specific rules for the use of drugs and alcohol, as rules will vary.

Please remember that alcohol and drug abuse are medical problems that can be treated. We will help any of our people who want to overcome these problems.

For more information, please see our standard on alcohol and drug misuse.

Protect the health and safety of people

Protecting the health and safety of people and the environment in which we work is vital for us at Worley. We all have a role to play in looking out for and supporting each other to be safe at work by:

- identifying health, safety and environmental risks
- discussing and deciding on controls to prevent injury, illness and environmental impacts.

No business priority takes precedence over the health and safety of our people or others who might be affected. No task is so important or urgent that it cannot be done safely.

Our policies and procedures provide the minimum standards to help us assure that our service delivery consistently:

- prevents harm to our people and assets, and environmental incidents
- operates within ethical, regulatory, legal and other relevant codes of practice
- meets our customers' and our own health, safety and environmental expectations
- is supported by efficient and effective operations.

Our assurance and knowledge systems capture incidents and best practices to enable us to report and leverage insights and learning to continually refine / improve how we protect our people at work. We expect all our people to show the leadership and commitment required to meet our standards for health and safety.



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