



**WorleyParsons**

resources & energy

EcoNomics™

# Code of Conduct





# Our Vision

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WorleyParsons will be the preferred global provider of technical, project and operational support services to our customers, using the distinctive WorleyParsons' culture to create value for them and prosperity for our people.

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## Leadership

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- Committed, empowered and rewarded people
- EcoNomics™ – Delivering profitable sustainability
- Integrity in all aspects of business
- Energy and excitement
- Minimum bureaucracy

## Agility

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- Smallest assignment to world scale developments
- Local capability with global leverage
- Responsive to customer preferences
- Optimum solutions customized to needs

## Relationships

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- Rapport with all stakeholders
- Open and respectful
- Collaborative approach to business

## Performance

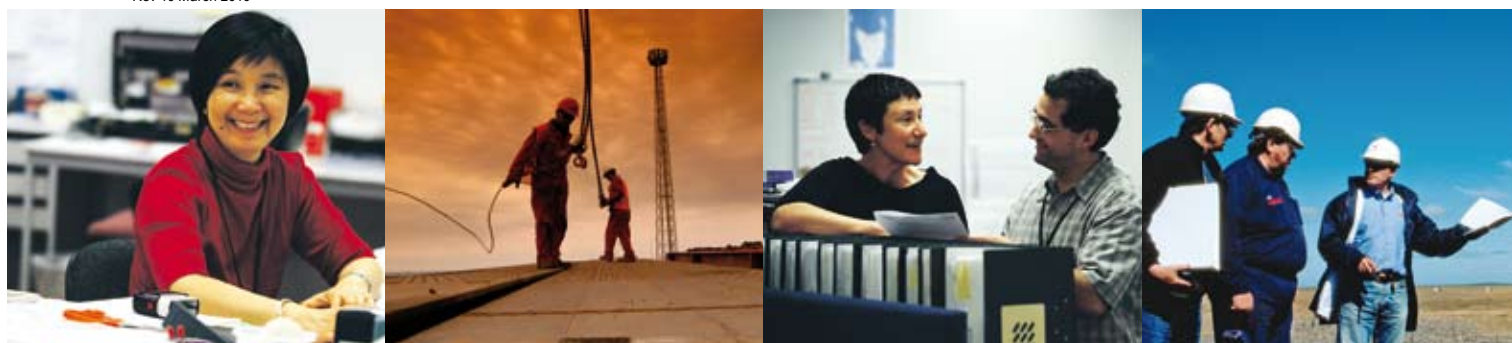
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- Zero harm
- Results for our customers and employees
- Creating wealth for our shareholders
- World-class resources, capability and experience

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# Introduction

The success of WorleyParsons depends on the integrity and professionalism that we demonstrate in our day to day dealings with others. As a business, WorleyParsons is committed to complying with the law and conducting all activities with the highest level of integrity and ethical standards.

We uphold this commitment in the global marketplace by conducting ourselves in a manner that protects the reputation of WorleyParsons, is consistent with current community and corporate standards, and complies with all applicable laws. WorleyParsons' reputation is an important corporate asset and one of the purposes of this Code is to protect this asset. In recognition of the importance of this, I have established an Ethics Committee to oversee compliance with this Code.

This Code of Conduct has been adopted by our board of directors and contains the principles that guide our business conduct. The Code applies to all our business interests and activities worldwide and to everyone working at, or engaged by, WorleyParsons.

The Code does not describe or address every situation you may encounter where decisions need to be made about business conduct.

If you are ever in doubt as to whether or not you are doing the right thing, or you need information about issues that are not covered in this Code, ask your manager, an ethics officer or your HR manager for guidance. You may also seek advice on ethical issues from the Ethics Committee. You may need to ask your manager for more information about specifics not covered in this Code, including site or location specific standards or practices.

Complying with this Code is imperative in order for you to fulfil the terms of your engagement with WorleyParsons.

Thank you for your commitment to protect and promote WorleyParsons' reputation around the world.

**John Grill**  
Chief Executive Officer

## Purpose of the Code:

- Provides a benchmark for professional behavior at all locations throughout WorleyParsons
- Supports WorleyParsons' business reputation and our corporate responsibility within the community
- Makes us all aware of the consequences if we breach the Code.

As a large, diverse and multifaceted organization, WorleyParsons' Code of Conduct outlines the standards that guide our actions. It is expected that we:

- Are law abiding and work to avoid conflicts of interest
- Act honestly and fairly in all our business dealings
- Are open and accurate in all our communications
- Are economical and responsible in utilizing Company and client resources
- Respect the confidentiality of the technical and commercial information of our clients
- Are reliable and diligent in discharging Company and job responsibilities
- Respect the rights of others and support community values and expectations.

### These standards represent

WorleyParsons' policy and by signing the declaration in this document, you indicate that you have read and understand the standards of behavior expected of you and outlined in this Code of Conduct.

# Responsibilities

This table outlines what your responsibilities are:

Role	Responsibilities
<b>The Board of Directors</b>	<ul style="list-style-type: none"> <li>• The Board reviews and approves the Code of Conduct.</li> </ul>
<b>CEO and Senior Executives</b>	<ul style="list-style-type: none"> <li>• Communicate this Code of Conduct to the WorleyParsons community and support and encourage its implementation</li> <li>• Develop and implement related policies and procedures based on the policy statements herein.</li> </ul>
<b>Ethics Committee</b> (A current list of the members of the Ethics Committee is available on the Ethics page of the intranet.)	<ul style="list-style-type: none"> <li>• Oversee the implementation of and compliance with this Code of Conduct</li> <li>• Report to the CEO/CEO's committee regarding compliance with this Code of Conduct</li> <li>• Investigate serious breaches of this Code of Conduct which are referred to it</li> <li>• Recommend changes to this Code of Conduct to the CEO/CEO's committee.</li> </ul>
<b>Managers</b>	<ul style="list-style-type: none"> <li>• Ensure that the Company's codes and policies are observed</li> <li>• The most senior manager in each location is responsible for keeping and maintaining a gift register.</li> </ul>
<b>Ethics Officers</b>	<ul style="list-style-type: none"> <li>• Communicate this Code of Conduct to employees</li> <li>• Take immediate action if there is a breach of this Code of Conduct</li> <li>• Take a leadership role in observing and promoting the behavior and standards in this Code of Conduct and related policies</li> <li>• Respond promptly and appropriately to employees' questions regarding business conduct and ethical issues and seek further advice or assistance if required</li> <li>• Refer breaches of this Code of Conduct to HR or, in the case of serious breaches, the Ethics Committee for further action.</li> </ul>
<b>Human Resources Managers</b>	<ul style="list-style-type: none"> <li>• Support and implement this Code of Conduct and related policies as required</li> <li>• Conduct induction and refresher training for employees on the Code of Conduct</li> <li>• Ensure all employees have access to Company policies and procedures</li> <li>• Refer serious breaches of this Code of Conduct to the Ethics Committee.</li> </ul>
<b>All Employees</b>	<ul style="list-style-type: none"> <li>• Comply with the Code of Conduct</li> <li>• Act at all times in the best interests of WorleyParsons</li> <li>• Comply with all applicable laws and regulations</li> <li>• Comply with all WorleyParsons' policies and business practices</li> <li>• Raise any issue and/or concern about unethical behavior initially with your manager, ethics officer or human resources manager.</li> </ul>



# Standards of Conduct

## Good Corporate Citizenship

WorleyParsons is committed to being a good corporate citizen. While recognizing the diversity of the countries in which we operate, we demonstrate this by:

- Creating and sustaining a workplace free of work related injury, illness and incident
- Acting in a socially responsible manner that respects and supports community values and expectations
- Acting in an environmentally responsible manner which promotes sustainable development of resources
- Providing a fair and equitable workplace for our employees, so that we enjoy harmonious and professional working relationships
- Acting honestly and fairly in all our business dealings and communications.

As part of the EcoNomics™ service, we work with our customers to deliver cost effective solutions to promote efficient and sustainable use of resources.

### Complying with Laws and Regulations

WorleyParsons is committed to complying with the laws and regulations of the countries in which we operate. These laws relate to health, safety and environment, financial, corporate, continuous disclosure, fair trading and other legal and statutory requirements.

All of us must:

- Comply with any laws and regulations relevant to our work
- Be aware of the duties and obligations that apply to our role.

Ignorance of the law is not a valid excuse for non-compliance. If you require advice, contact the legal department. Matters relating to taxation should be referred to your tax manager.

### Complying with the Corporations Act and Australian Stock Exchange Guidelines

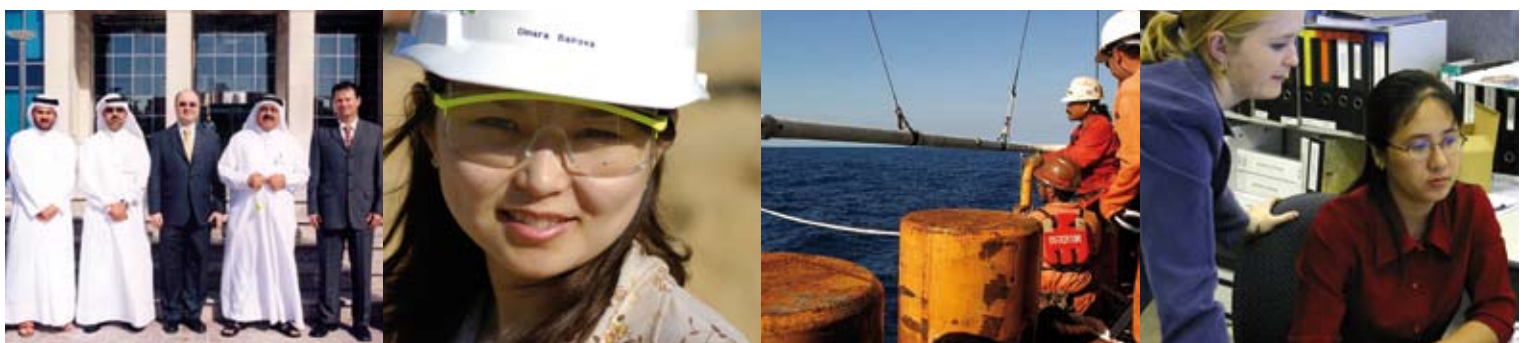
As an Australian publicly listed company, WorleyParsons must comply with the Australian Corporations Act and the Australian Stock Exchange Listing Rules. The policies and codes that are most important to our listed status are the:

- Continuous Disclosure Policy
- Guideline for Dealing in Securities
- Board Charter and Corporate Governance Code
- Code of Conduct.

These policies are available on our internet site: [www.worleyparsons.com](http://www.worleyparsons.com)

You will need to select 'Investor Relations' then 'Corporate Governance' to access the documents. Alternatively there is a direct link from the home page of the WorleyParsons intranet to 'Investor Relations'.

We must all be familiar with these codes and policies to conduct business as required. The first two policies mentioned above address insider trading.



### Insider Trading

In most countries we are prohibited by law from dealing in shares or stocks of companies listed on a stock exchange, where:

- We possess information that is not generally available to the public, and
- That information may have an affect on the share or the stock price of any company, including WorleyParsons. This is known as 'market sensitive information'.

Some examples of market sensitive information are prior knowledge of:

- Information regarding an increase or decrease in WorleyParsons' financial performance from previous results
- A proposed acquisition or sale
- Any proposed legal proceedings initiated by or against WorleyParsons
- The launch of a new business or product
- A proposal to undertake a new issue of shares or a major change in financing
- Sensitive projects being undertaken by clients, details of which could have an impact on their share price.

If you gain market sensitive information and then use it to trade shares before it is generally known, it could lead to you being prosecuted for insider trading.

**Q:** As an employee, can I buy and sell WorleyParsons' shares?

**A:** You can only buy or sell WorleyParsons' shares in a 'trading window' and if you are not privy to any price sensitive information. This 'window' is a period of one month, commencing one day after:

- The announcement of half-yearly results
- The announcement of annual results
- The holding of the annual general meeting
- The filing of a disclosure document for an offer of securities with the Australian Stock Exchange.

**Q:** If I want to deal in WorleyParsons shares outside of these 'windows' can I do it?

**A:** To trade shares outside these 'window' periods, you must contact the Chief Financial Officer and receive clearance to do so. Permission may not always be granted for these requests.

**Q:** A friend asked me to invest in a company that might eventually be acquired by WorleyParsons. If my only involvement in the new company is financial, is it still a conflict of interest?

**A:** This has the potential to be a conflict, depending on your position at WorleyParsons and the ability that you have to influence WorleyParsons' purchasing decisions. Before investing, you should obtain clearance from the Chief Financial Officer.

**Q:** I have been working on a feasibility study for a client. I know that the project will proceed. Can I buy shares in the client's company before the project is announced?

**A:** Until the project is announced and becomes public it is unlawful for you to buy, sell or deal in the shares of the client company. Also, you cannot pass the information to someone else so that they may use this information to deal in the shares.



## Standards of Conduct

*Continued*

### Acting with Professional Integrity

As employees of WorleyParsons, we have a responsibility to work for the Company's best interests. Our professional integrity is upheld through all our actions. Some of these responsibilities apply even when we are off-duty.

#### Conflicts of Interest

A conflict of interest occurs when your loyalty is divided between WorleyParsons and your own personal affairs, compromising your ability to make impartial business decisions. A potential conflict exists when a decision you make could be seen to provide you, an associate, or a member of your family with an improper gain or benefit. All business transactions must be conducted solely in the best interests of WorleyParsons.

If you are in doubt about whether a conflict of interest exists, you should disclose the issue to your manager so that it can be properly considered.

However, in relation to family members and associates, all employees should generally adhere to the following rules.

#### Companies and other entities owned by your associates and family members or in which they have a significant interest

In general, if an associate or family member owns, or has a significant interest in, a company or other entity and that entity is a competitor, customer, supplier or partner of the Company, a conflict of interest will potentially exist. In those circumstances, you should make sure you are not part of the process which will decide whether, for example, a contract will be awarded to that entity.

Note that the interest must be 'significant'. The Company does not consider the mere holding of a small number of shares in a company as a 'significant' investment.

#### Employment of family members

You should not allow yourself to be in a position where a family member will report to you or you will report to a family member. Similarly, you should ensure you are not in a position to influence, in any way, the employment conditions of a family member including their work assignments, salary or other benefits.

**Q:** Can my father do some work for the Company if his rates are the most competitive?

**A:** You should speak to your manager. Your father must bid to perform work for the Company in the usual way. You must not be part of the decision to employ your father or be in any position to supervise the work he does for the Company.

**Q:** I am currently performing a technical bid evaluation for a customer. My father works for one of the companies that submitted a bid for consideration. Is there a conflict of interest?

**A:** Even though the technical evaluation is on behalf of the customer there may be a potential conflict of interest. You should seek your manager's advice. In any event, you should not be part of the decision to recommend the bid. The company does not want a competing vendor to claim that the company is favouring your father's company.

**Q:** My son has applied for work at the Company. What do I do?

**A:** Provided the position your son has applied for would not result in you supervising him or being in a position to influence his employment conditions, his application can proceed. He will be evaluated in the same way the Company will evaluate all candidates for the role and you should not seek to influence this process.

**Q:** I work in a country where some practices could be interpreted as anti-competitive but are legal. Is it acceptable to engage in these practices even though it would breach the Code of Conduct?

**A:** Wherever possible we must comply with both the Code of Conduct and local laws. If you are working in a country with less restrictive competition laws, this is not in itself an excuse for breaching the terms of this Code. In this case, the precise circumstances need to be examined closely. You will need to discuss your actions with your manager and obtain clearance before proceeding.

**Q:** Can I engage the firm my brother works for to work on a project I am managing?

**A:** Generally, WorleyParsons prohibits business dealings between family members. Suppliers should be selected on the basis of merit. It would not be appropriate for you to engage your brother's firm yourself. You may recommend the firm but you must disqualify yourself from the selection process.

### **Financial Interests in Other Businesses**

You must avoid having a significant ownership interest in any other enterprise if that interest compromises your obligations to WorleyParsons.

In the interests of openness and transparency, if you do have a significant interest in another enterprise, tell your manager and exclude yourself from making any decisions relating to that enterprise and its business with WorleyParsons.

### **Anti-Competitive Activities**

In most countries in which we operate we are subject to laws which facilitate competitive and fair business markets. These laws outlaw anti-competitive agreements or understandings between competitors, 'exclusive' supply or distribution arrangements or misleading or deceptive conduct. Breaching these laws has potentially serious consequences for WorleyParsons and anyone who is involved could be prosecuted. Breaching these laws is strictly prohibited.

Examples of anti-competitive activities are:

- Deceiving a customer about 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
- Making an agreement with a competitor to fix prices.

### **Bribes, Financial Inducements and Commissions**

In doing business for WorleyParsons you may sometimes come under pressure to receive or make payments to individuals to induce them to give us a favorable business decision, such as awarding a contract for our services or granting permits to build or construct.

WorleyParsons does not offer, solicit or receive gifts or payments in kind.

The Australian Criminal Code, the US Foreign Corrupt Practices Act and similar laws in other countries prohibit giving anything of value to foreign officials in order to influence a decision. Improper or inaccurate accounting for the payments is also prohibited by these laws. Breaking these laws could expose you and the Company to prosecution and as such is strictly forbidden.



## Standards of Conduct

Continued

### Acting with Professional Integrity *continued*

These requirements apply equally to agents and third parties who are engaged by us and represent our interests.

You must not:

- Pay or receive money, gifts, loans or other favors which may influence business decisions or compromise independent judgement
- Pay or receive rebates, 'kickbacks' or secret commissions when winning business for or from WorleyParsons or its subsidiaries
- Facilitate payments or pay bribes to government officials to obtain favorable rulings.

#### Giving and Receiving Gifts

WorleyParsons has extensive dealings with companies based in countries where gift-giving has cultural significance and plays an important role in business relationships. While you must be aware and respectful of such cultural practices, we encourage you to exercise careful judgement, both in giving and accepting gifts.

At no time can your business judgement appear to be compromised, nor can WorleyParsons be placed in a position that would be embarrassing if the gift was made public.

A good indicator of whether a gift is appropriate or not is if it could never be construed to be a bribe or pay-off and you would feel comfortable in disclosing the gift or favor to WorleyParsons' management.

Gifts should not be excessive in value. If in doubt, seek advice from your manager, ethics officer or human resources manager. A gift register must be kept and maintained by the most senior person in each location. Details of any gifts given or received, regardless of value, must be registered.

**Q:** I received a valuable gift from a business partner in a country that traditionally provides frequent and expensive gifts. How should I handle this?

**A:** In some cultures, gifts play an important role in business relationships. It is important to understand and adapt to local customs when working in countries foreign to you. However, our policies do not allow giving or receiving gifts that could compromise our ability to make objective and fair business decisions. If you have any concerns about the legality, timing, value or intent of the gift, you should discuss the matter with your manager, human resources manager or ethics officer. If the gift is perceived to be inappropriate, you may be required to return it.

**Q:** In making an application to a government official to obtain a work permit, I have been asked to make a small cash payment. Is this a bribe?

**A:** In some countries it is common practice for a small cash payment to be requested. It is sometimes difficult to distinguish a bribe from a facilitation payment. Issues to be considered are: Is this a routine matter? Does it give any significant advantage to WorleyParsons? Is this consistent with local practice? Are you comfortable that you or the government official are not breaching any local laws? Depending on the circumstances, such a payment may be considered a facilitation payment and will not be in breach of the Code of Conduct.

## Relationships with Governments

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

On occasions we may be required to share information with governments or their agencies. Employees who act on behalf of WorleyParsons in providing this information must ensure that the information is complete and accurate.

Where confidential information is provided by governments to us, the strictest confidence must be maintained.

### Political Contributions and Activities

WorleyParsons maintains impartiality with respect to party politics. We do not make political donations anywhere in the world. Only the WorleyParsons' board of directors has the authority to make donations to political parties (although attendance at certain events hosted by political parties may be approved by the CEO).

On occasion the CEO or his delegate may engage in public debate of policy issues that impact the Company. In such circumstances the principles outlined in the Communications Policy and Continuous Disclosure Policy will apply.

**Q:** A client representative has indicated that a project will be awarded to WorleyParsons on the condition that computer equipment will be given to the client employees at the end of the project. Is this an acceptable practice?

**A:** Providing a gift of computer or other equipment is wrong if it has the purpose of influencing a client's decision to contract with WorleyParsons. In this regard, there is no difference between a cash inducement payment and a gift of property. On the other hand, some client contracts involve the acquisition of computer equipment on behalf of the client. This would be detailed in the contract.

**Q:** Does the prohibition on political activities apply to my personal participation in party politics?

**A:** You may participate in political activities in your personal time. You must not employ any of the Company's resources (i.e. time, equipment, supplies, facilities) in undertaking these activities.

You should also make it clear that your opinions and activities are your own, and do not represent the views of the Company in any way.





## Standards of Conduct

Continued

### Protecting WorleyParsons' Assets and Resources

#### Loss, Theft and Unauthorized Use of Assets

You have a responsibility to protect WorleyParsons' property and assets that are under your control. You are expected to safeguard them from loss, theft and unauthorized use.

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

You must not:

- Steal goods, money or property
- Commit fraud
- Improperly use Company assets
- Wilfully or recklessly damage Company property.

Company assets may only be used for limited personal purposes with Company approval.

When you leave WorleyParsons you must return all Company property including confidential information such as business plans and customer lists.

#### Use of Electronic Communications for Non-Business Purposes

Any use of WorleyParsons' electronic communications systems or equipment for non-business purposes must:

- Be occasional
- Not interfere with your professional responsibilities
- Not diminish productivity.

All messages transmitted by email are treated as business messages and constitute the property of the Company.

You must not use WorleyParsons' electronic communications systems to:

- Access or download material that is offensive, pornographic, obscene, sexually related or profane
- Access or download destructive material of any kind

- Access games, radio stations, music files or any other entertainment features
- Publish confidential material, trade secrets or proprietary information to non-authorized staff or third parties
- Publish information that may constitute harassment, discrimination, coercion or any other unlawful act
- Copy electronic files without permission
- Further personal business activities or engage in excessive personal (non-business) activities.

**Q:** I have a strong suspicion a co-worker has stolen Company property. How should I handle this?

**A:** Do not accuse the co-worker directly. Report your concerns at once to your manager.

#### Software

Reproducing or distributing software without authorization may violate license agreements and copyright laws. This may expose WorleyParsons to prosecution and severe penalties under copyright law and as such is strictly prohibited.

WorleyParsons is committed to fulfilling its software licensing and copyright agreements. We must:

- Use only Company approved software at work
- Not reproduce or distribute unauthorized software
- Not duplicate Company software (other than for backup or archival purposes).

## Protecting Information and Records

### Company Records

Every document created anywhere throughout WorleyParsons is considered a business record.

All Company records, books and accounts must reflect the precise nature of transactions recorded.

All documents must comply with prescribed accounting and business procedures and controls at all times. This includes:

- Preparing timesheets and expense statements
- Approving invoices
- Signing for the receipt of purchased materials
- Preparing inventory reports
- Documenting product test results
- Issuing quality control reports.

### Retaining Company Records (including emails)

Although every document created anywhere throughout WorleyParsons is considered a business record, WorleyParsons is only required to retain certain of those documents for specified periods of time. Any document that is not required to be retained should be disposed of or destroyed.

For this purpose, WorleyParsons has established a Policy which sets out the minimum requirements for document retention for all WorleyParsons entities.

I have noticed that some entertainment costs have been entered in the ledger under incorrect expense headings. I am concerned that this has been done on purpose and is not careless accounting. What should I do?

**Q:**

**A:**

Falsification of Company records is a serious issue and should be reported to your manager, ethics officer or HR manager immediately. If fraud is suspected, the internal Audit & Risk Management Department should be informed immediately.

I am concerned that my manager may be improperly using confidential information belonging to WorleyParsons, but I am not really sure. What should I do?

**Q:**

**A:**

Contact your HR manager or an ethics officer immediately. Information will be handled discreetly and confidentiality will be maintained in the investigation to the extent permitted by policy or law. If we can find no independent corroboration of your concern, no action will be taken against you for your report. Even if your manager suspects that you have reported him or her, Company policy strictly prohibits any form of retaliation against you for reporting your concern.





## Standards of Conduct

*Continued*

### Protecting Information and Records *continued*

#### Respecting Privacy

WorleyParsons respects the privacy of all staff. Any personal information kept on file must be kept confidential. Distribution or sharing of personal information should be appropriately authorized and undertaken with due care and prudence.

Employees located in countries with privacy laws are required to familiarize themselves with and comply with those laws and the WorleyParsons Privacy Policy located in our Electronic Management System (EMS).

#### Confidential and Proprietary Information

Confidential information is valuable. Client confidentiality is vitally important to our business. You must not disclose or use confidential information about WorleyParsons or its clients unless the information is already legitimately public knowledge.

You must carefully consider what constitutes proprietary or confidential information, whether or not it is marked as such. Examples of such information, for both WorleyParsons and its clients include:

- Business strategies
- Processes and formulas
- Employee, customer and supplier lists and information
- Organizational structures and charts
- Financial projections, data and reports
- Intellectual property such as patents, trademarks and copyrights.

A full list is provided in the Definitions table at the end of this document. Your obligation to protect this information extends after you leave WorleyParsons.

#### Media Statements

The only people who may make statements to the public or the media about WorleyParsons are the:

- Chairman
- Chief Executive Officer
- Chief Financial Officer
- Their delegates.

All media statements must comply with the Continuous Disclosure Policy and the External Communications Guideline.



**Q:** Is it possible for anyone else to read the emails that I send and receive from the office?

**A:** Unless prohibited by law, WorleyParsons has the right to view your email. Generally, personal privacy is not protected when using Company email. Assume that your emails can be read by multiple parties and keep this in mind when drafting them. Your emails can be saved, forwarded to others without your knowledge, and even reconstructed after deletion. Your emails can be accessed through discovery proceedings and used as evidence in lawsuits. It is important that you avoid careless, exaggerated and inaccurate email statements that could be misunderstood, or could be used against you or WorleyParsons in legal proceedings.

**Q:** Does the prohibition on drinking alcohol 'when engaged in company business' mean that I cannot have a glass of wine when I attend business lunches or dinners with clients or others?

**A:** WorleyParsons does not prohibit you from drinking alcohol during business lunches or dinners, however, we do require you to be responsible in the amount of alcohol you consume to ensure that your behavior and judgement are not impaired.

## Working with One Another

### Equal Opportunity, Anti-Discrimination and Harassment Free Workplace

WorleyParsons is committed to equal employment opportunity and a workplace free from any kind of discrimination, harassment or intimidation of employees.

A fair and equitable workplace means that we can enjoy professional and harmonious working relationships. It means being treated equally, regardless of race, gender, sexual orientation, age, religion, disability, color, national or ethnic origin.

Harassment can occur when employees create an intimidating, hostile or offensive workplace. This is destructive to our work environment and all individuals concerned.

We will not tolerate unwelcome sexual advances, abusive language, physical violence or the threat of physical violence at WorleyParsons. Such conduct is not acceptable and may result in the termination of employment.

### Cultural Sensitivity

If you accept an international assignment, you are responsible for familiarizing yourself and your family with the laws and customs of the host country. You and your family are regarded as representatives of the Company and must ensure that your behavior reflects this. We expect you to adapt your behavior so you do not cause offence or break local laws.



## Standards of Conduct

Continued

### Working with One Another *continued*

#### Occupational Health and Safety

A core value of WorleyParsons is Zero Harm. We are committed to maintaining a healthy and safe working environment. All of us must act to keep the workplace safe and minimize risk to everyone's health.

Each of us is responsible for taking appropriate steps to:

- Prevent workplace injury or illness
- Contribute to a safe working environment.

#### Alcohol and Drug Use

While on the job, WorleyParsons will not tolerate:

- The abuse of legal drugs
- The use or after effects of alcohol or illegal drugs.

Each of us is responsible for ensuring that we are not impaired by legal or illegal drugs or alcohol while at work or when engaged in Company business.

You must make yourself aware of local restrictions and site specific rules with regard to the use of drugs and alcohol, as rules will vary from place to place, site to site. On some sites you may be subject to random testing designed to identify any risks to the health and safety of employees.

**Q:**

In my country, the law states that a certain number of employees need to be of a particular race and this influences recruitment decisions. Isn't this racial discrimination?

**A:**

As a professional services company WorleyParsons' employment strategy is to employ people on merit. We also recognize and respect the cultural diversity among the many countries in which we operate. Some countries have local employment policies which are designed to create job opportunities for members of certain ethnic communities. Acknowledging and understanding this is important as it allows us to assimilate and work with the local community. Your country manager or location director is responsible for identifying potential conflicts and for providing guidelines on how best to implement WorleyParsons' strategy with sensitivity to local conditions.

**Q:**

I have been prescribed medication which tends to make me drowsy. What should I do?

**A:**

Medication which makes you drowsy will impair your ability to do certain tasks, such as operating machinery or driving a vehicle. If your job involves tasks such as these, you should advise your manager who will assign you to other duties or advise you to take leave while you are taking the medication.



# Reporting a Breach of this Code

## Reporting Unlawful and Unethical Behavior

If you believe that a breach of this Code has occurred or may occur, contact your immediate manager. He or she will assist you to create a report.

## Additional Assistance and Escalations

If this is not feasible because your manager is unavailable, or it would be inappropriate because, for example, your manager is the individual in breach of the Code or is complicit in the suspected violation, then you should seek assistance from:

- An ethics officer
- A human resources manager.

Employees located in the United States also have access to an Ethics Helpline – 866 557 0683 (toll free) or 610 855 2514.

If you believe a possible breach is very serious or you have some concerns about making a report or you are not satisfied with the response to your report, you may report the matter directly to:

- A member of the Ethics Committee
- A managing director
- The Chief Executive Officer.

The internal Audit & Risk Management Department may always be approached in instances of suspected fraud, misappropriation of Company assets, suspected cases of bribery and corrupt acts or business transactions.

## Consequences of a Breach

When it is considered that a breach of the Code of Conduct has occurred, WorleyParsons will act seriously, quickly, fairly and confidentially. If required, WorleyParsons will inform the appropriate authorities of any breach of the law.

Breaches of this Code may result in counselling, disciplinary action or, in extreme circumstances, dismissal or termination of employment or engagement of those involved in the breach.

**Q:** What if I report my concerns and they prove to be unfounded? Will I be punished?

**A:** If you have a reasonable basis for believing that there has been a breach of Company policy or standards outlined in this Code, you should raise your concerns. If you do so and it is discovered that your concern was unfounded, there will be no action taken against you.

However, if anyone knowingly provides false information or makes false accusations, the Company will consider disciplinary action.

**Q:** What is a 'serious breach' of the Code requiring escalation to the Chief Executive Officer?

**A:** All breaches of the Company policy and the Code of Conduct are important and need to be reported so that they can be investigated and addressed. In due course, most breaches will be brought to the attention of the Ethics Committee and the Chief Executive Officer.

Some breaches by their nature may need to be communicated to the Chief Executive Officer sooner in order to ensure prompt and effective action. This would be where there is a real and immediate threat to either the Company or its employees.



## Reporting a Breach of this Code *Continued*

### Breach Reporting Checklist

The checklist below provides guidance on what to include when reporting a possible breach:

### Breach Reporting Checklist

- 1.** Make sure you have all of the facts
- 2.** Record date, time and venue or location details of the breach
- 3.** Identify any relevant contract or project details
- 4.** Provide details of the potential breach with names and details of the incident
- 5.** Check if there are any other witnesses who may support your report
- 6.** Identify the location of any equipment or materials that are relevant to the incident.

**Q:**

Will I get into trouble from my manager if I report my concerns to an ethics officer or HR manager but not to her?

**A:**

**No.** Ideally, employees would raise their concerns first with their own manager. We recognize that this may not always be possible because your manager is, for example, not available or is the individual you suspect is in breach of the Code. Retaliation against you for using the reporting arrangements to air your concerns will not be tolerated.

### No Retaliation

If you raise a genuine concern regarding suspected breaches of Company policies or this Code you will not be subject to retaliation.

To the maximum extent possible, confidentiality will be maintained in relation to reports made.



# Definitions

The table below outlines the definitions of terms used in this Code.

Term	Definitions
<b>Agent</b> Agent includes, but is not limited to, a:	<ul style="list-style-type: none"> <li>• business development consultant</li> <li>• local sponsor</li> <li>• subcontractor</li> <li>• joint venture partner,</li> <li>• associate</li> <li>• adviser</li> <li>• lawyer</li> <li>• sales representative</li> <li>• broker</li> <li>• prime contractor</li> <li>• teaming member</li> <li>• counsellor</li> <li>• lobbyist</li> <li>• financial or tax adviser, or</li> <li>• public relations consultant</li> </ul>
<b>Confidential and Proprietary Information</b>	<p>Confidential and Proprietary Information means any form of non-public business including:</p> <ul style="list-style-type: none"> <li>• marketing and services plans and strategies</li> <li>• engineering and technological information</li> <li>• data relating to proposals, plans, specifications, documents, technology, know-how, methods, processes, products, projects, operations, designs, internal databases, personnel records, salary information, unpublished financial projections, data and reports</li> <li>• client lists and all employee ‘work product’</li> </ul> <p>i.e. anything generated by an employee, contractor or agent in the course of employment with or engagement by WorleyParsons</p> <p>Proprietary information specifically includes intellectual property, such as patents, trademarks and copyrights</p>
<b>Employee</b>	Employee means all employees, contractors and agents engaged by WorleyParsons
<b>Ethics Committee</b>	The Committee established by the CEO to assess, develop, implement and oversee WorleyParsons’ ethics on a global basis.
<b>Ethics Officers</b>	Ethics Officers includes Industry and Location Directors, or Personnel named as Ethics Officers from time to time
<b>ICT</b>	ICT means Information Communications and Technology
<b>Senior Management</b>	Senior Management means a member of one of the Executive Committees and their direct reports
<b>WorleyParsons</b>	WorleyParsons means WorleyParsons Limited or any of its subsidiary entities



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# Declaration

**By checking the electronic signature box and completing your personal login and password required to access your user account, you acknowledge the following:**

- I have read and understand this Code of Conduct.
- I understand that I must comply with the terms of my employment or engagement by the Company, including complying with the specific policies and procedures that are in effect, as well as behaving according to the standards outlined in this Code.
- I understand that any breach may result in counselling, disciplinary action or the termination of my employment or engagement.

.....  
**Signature**

.....  
**Name**

.....  
**Date**

.....  
**Location**



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For further information about  
this Code of Conduct email:  
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