

Number	WCEF-PO-HRS-040-01				
Reasons for Creating or Amending Document	New Authoriser; Correction of Error or Omission				
Actual Change Details	- New Authoriser - Hyperlinks corrected as previously not linking to pages				
Version	12.0.0	Published	25/02/2025	Review Date	26/05/2025

## Table Of Contents

<b>1. PURPOSE AND SCOPE</b>	<b>2</b>
<b>2. RESPONSIBILITIES</b>	<b>2</b>
2.1. EMPLOYEES	2
2.2. LEADERS	2
2.3. THIRD PARTIES	2
<b>3. INTRODUCTION</b>	<b>2</b>
<b>4. WHERE CAN YOU GET A COPY OF THIS CODE?</b>	<b>4</b>
<b>5. ADHERENCE TO THIS CODE AND SPEAKING UP</b>	<b>4</b>
5.1. SPEAKING UP	4
5.2. REPORTING OF BREACHES – WHISTLEBLOWER PROTECTION	4
<b>6. WESCEF OBJECTIVE, STRATEGIES AND VALUES</b>	<b>5</b>
<b>7. CODE OF CONDUCT PRINCIPLES</b>	<b>6</b>
7.1. HONESTY, INTEGRITY AND FAIRNESS	6
7.2. RESPONSIBILITIES TO SHAREHOLDERS AND FINANCIAL MARKETS	7
7.3. COMPLIANCE WITH LAWS, POLICIES AND PROCEDURES	8
7.4. CONFIDENTIALITY, PRIVACY, AND INFORMATION MANAGEMENT	11
7.5. CONFLICTS OF INTEREST	12
7.6. ENGAGING THIRD PARTIES (EXTERNAL PERSONNEL)	13
7.7. EMPLOYMENT PRACTICES	14
<b>8. USE OF WESCEF RESOURCES AND INFORMATION SYSTEMS</b>	<b>17</b>
<b>9. ENVIRONMENTAL SUSTAINABILITY</b>	<b>18</b>
<b>10. RELATED DOCUMENTS</b>	<b>18</b>
<b>11. DOCUMENT MANAGEMENT</b>	<b>19</b>

## 1. Purpose and Scope

The purpose of the Wesfarmers Chemicals, Energy & Fertilisers (WesCEF or the Division) Code of Conduct (the Code) is to set out the standards of behaviour expected of those employed by or working in or for WesCEF, which includes all the business units and departments in the Division. It also reflects the expectations of our customers, suppliers, the community, regulators and our shareholders.

This Code applies whenever you are at work or identified as a representative of WesCEF. In some circumstances, this will include times when you are outside of your workplace or working hours such as functions, meetings, conferences or forums.

## 2. Responsibilities

### 2.1. Employees

- Employees are expected to comply with this Code at all times when carrying out their work and should understand that any behaviour that is contrary to this Code may result in disciplinary action up to and including dismissal.
- Employees should refer any questions to their leader. Alternatively, employees may also contact Human Resources to discuss the Code and its application.

### 2.2. Leaders

- Leaders have additional responsibilities under the Code. Leaders are accountable for all aspects of the areas they supervise, and should take steps to identify and manage the risks in their area, including conduct of their team. Leaders must support their team to abide by the Code and hold them responsible for doing so.
- Leaders are also responsible for fostering a culture that encourages people to feel comfortable and safe about speaking up and raising concerns.
- Leaders are expected to take appropriate action to address business conduct issues in a fair, consistent and timely way, and to ensure the consequences of misconduct are recorded.

### 2.3. Third Parties

- Contractors, consultants, agents and other intermediaries (third parties) are expected to know and observe WesCEF standards and should be aware of this Code and any of the policies mentioned in the Code.

## 3. Introduction

WesCEF is committed to making positive economic, social and environmental contributions to society, while complying with all applicable laws and regulations and acting in a manner that is consistent with the divisional values of integrity, collaboration, customer service and accountability. WesCEF can only achieve these objectives by setting clear standards which guide decision making and hold all employees accountable.

# WesCEF Code of Conduct

WesCEF has adopted this Code to provide a set of guiding principles which are to be observed by all employees of the Division. WesCEF will keep the Code under review to ensure that it continues to evolve and reflect stakeholder expectations.

All employees are expected, at all times, to act consistently with the fundamental principles set out in this Code.

This means that all WesCEF employees are expected to:

- Do their work diligently, act in good faith, and act in the best interests of the Division.
- Promote and protect the business, reputation and general interests of the Division, and promote the values of the Division.
- Comply with all applicable local, national and international laws.
- Respect and preserve confidentiality.
- Refrain from misusing any information, assets, systems or facilities of the Division, including email and internet facilities, and ensure that these facilities are not used to access or distribute illegal, offensive or otherwise inappropriate material, or for any other purpose which may damage the reputation of the Division.
- Value, promote and maintain professionalism.
- Avoid conflicts of interest with the Division, and advise the Division of any conflict or potential conflict of interest.
- Assist the Division in operating ethically, complying with the law and making positive economic, social and environmental contributions to the communities in which we operate. This includes activation of or participation in grievance resolution, as set out in the Division's Grievance Resolution Policy and the Grievance Resolution Procedure, which are available on the WesCEF Connect intranet site.
- Approach their work in ways that minimise environmental impacts and maximise workplace safety.
- Show fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public.
- Endorse and support diversity in the Division's employment practices, including the development of employees in accordance with the Division's Recruitment and Selection Policy and Procedure and the Diversity and Equal Employment Opportunity Policy, which are available on the WesCEF Connect intranet site.
- Avoid any form of discrimination, bullying, harassment or other inappropriate workplace behaviour, take action to prevent or stop these behaviours if demonstrated by others, and report where appropriate.
- Comply with all applicable policies and procedures.
- Promote the WesCEF divisional values of integrity, collaboration, accountability and customer service in the performance of their duties.

## 4. Where can you get a copy of this Code?

A copy of this Code can be found on the [WesCEF Connect intranet site](#) and the [WesCEF Internet site](#). A copy of this Code will be provided to all new employees when they join WesCEF and will be discussed at WesCEF inductions. Contractors, consultants, agents and other intermediaries (third parties) are also expected to know and observe WesCEF standards and should be made aware of this Code when they are engaged to work with the Division. The latest copy of this Code or any of the policies mentioned in the Code can be obtained from a WesCEF representative.

## 5. Adherence to this Code and Speaking Up

Compliance with this Code is taken very seriously. Legal and regulatory requirements which apply to our activities are often complex, yet ignorance does not relieve employees of the responsibility to comply. If anyone is in doubt about the Code or its application, they should immediately seek advice from their leader or WesCEF Human Resources. If any WesCEF employee breaches this Code, that employee may face disciplinary action, including termination of employment. If the situation involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

### 5.1. Speaking Up

Employees have an obligation to speak up if there are concerns that something isn't right, or if a mistake has been made. Whilst mistakes can be made and not everything always goes to plan, what's important is how we deal with these situations. Employees should:

- Ask questions and challenge the ways things are done if there's reason to believe something is wrong or can be done better.
- Speak up if they observe breaches of this Code or genuinely feel under pressure to do something that is inconsistent with this Code or WesCEF Policies and Values.

All WesCEF employees and third parties have a responsibility to report any breaches of this Code immediately. For most matters, employees should firstly raise the concern with their leader or leader's leader. If this is not appropriate, or an employee feels uncomfortable to do so for any reason, they should report the conduct as per section 5.2 below, headed "Reporting of breaches".

### 5.2. Reporting of Breaches – Whistleblower Protection

All reports of breach of this Code of Conduct will be acted upon and kept confidential. No one will be disadvantaged or prejudiced if he or she reports, in good faith, a suspected breach of a law, regulation or the Code.

The *Corporations Act 2001* also gives special protection to disclosures about Corporations Act breaches, as long as certain conditions are met.

WesCEF has appointed Protected Disclosure Officers who are responsible for investigating reported breaches. The Protected Disclosure Officers include the people holding the following positions:

- WesCEF Chief Financial Officer (CFO);
- WesCEF General Manager Human Resources and Corporate Affairs; and
- WesCEF Head of Governance, Risk & Assurance

Further details, including in relation to how to make a report, and procedures around investigation and reporting, are set out in the *WesCEF Whistleblower Policy* available on the WesCEF Connect intranet and [internet sites](#).

## 6. WesCEF Objective, Strategies and Values

Our objective is to develop a portfolio of successful and innovative industrial businesses that deliver satisfactory shareholder returns and continually strengthen our reputation for the management of health, safety and environment.

WesCEF aims to achieve this objective through the following strategies:

- Safe Person, Safe Process, Safe Place;
- Fostering a culture that recognises our diverse people and their focus on customers as central to our success;
- Evolving through innovation and investment; and
- Enhancing our reputation.

All WesCEF employees are expected, at all times, to act consistently with WesCEF values that guide the behaviour of all employees. These are:

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>• Integrity</li> </ul>      | <p>A person demonstrating integrity is someone who acts with honesty and truthfulness; who acts ethically in all dealings and respects others and the law; who treats people fairly and equally; without bias or prejudice.</p>   |
| <ul style="list-style-type: none"> <li>• Collaboration</li> </ul>  | <p>A person who is part of the team seeks and shares ideas, knowledge and experience; works with others for better outcomes, is inclusive by accepting and valuing the diversity of people in the workplace; shares success with others.</p>  |
| <ul style="list-style-type: none"> <li>• Customer Focus</li> </ul> | <p>A person demonstrating customer focus is someone who is always seeking and implementing better ways to do things for the customer; treats customers with respect and provides solutions to their needs; improving or adding to our internal processes, systems, and products to enable us to offer more to the customer; achieves customer satisfaction by striving for customer excellence.</p> |
| <ul style="list-style-type: none"> <li>• Accountability</li> </ul> | <p>A person demonstrating accountability is someone who takes the initiative to solve problems, who takes ownership, delivers and leads by example; who embraces change so the business can continue to provide a satisfactory return to shareholders, and always does things safely and in the right way.</p>  |

## 7. Code of Conduct Principles

All employees and third parties of WesCEF are expected at all times to act consistently with the principles of this Code. These principles align to the WesCEF values of integrity, collaboration, customer focus and accountability and are described in this Code under the following headings:

1. Honesty, integrity and fairness.
2. Responsibilities to shareholders and financial markets.
3. Compliance with laws, policies and procedures.
4. Confidential information, privacy and maintenance of business records.
5. Conflicts of interest.
6. Engaging external personnel.
7. Employment practices.
8. Use of WesCEF resources and information systems.
9. Environmental Sustainability.

### 7.1. Honesty, Integrity and Fairness

Honesty, integrity and fairness are integral to the way in which our businesses operate and should guide all decision making in order to maintain the trust of WesCEF customers, colleagues, community and shareholders.

Honesty and integrity also extends to reporting any suspicious or dishonest conduct.

At WesCEF, honesty, integrity and fairness are displayed by abiding by the following principles:

- Comply with and uphold all laws against bribery and related improper conduct in all jurisdictions where the Division operates.
- Do not use funds, property, information or information systems belonging to the Division for your personal benefit, or the benefit of unauthorised third parties.
- Accurately document all business dealings to reflect the true nature of the transaction. Expenditure must be reported accurately and in a timely manner.
- Do not offer, provide or accept gifts, gratuities or entertainment in circumstances which could be considered to give rise to undue influence or are otherwise not permitted by this Code. In accordance with the WesCEF Anti-bribery Policy, gifts, gratuities or entertainment with a value in excess of \$250 (or \$20 for Supply/Procurement team members) must be approved and recorded in WesCEF's Gift Registry prior to the gift being accepted or offered and provided they are otherwise permitted by this Code. Refer to section 7.3.4 for further information.
- All discounts to customers and employees of the Division must be approved by a manager and be recorded on sales invoices, and may not be taken in the form of additional unrecorded goods, or goods of higher quality or value than those invoiced.

- Ensure that any engagement with public departments or other government officials on WesCEF's behalf is managed professionally and ethically.
- Do not make political donations at a business or divisional level (these must be authorised by the Wesfarmers Board).

Wesfarmers shareholders, customers and the communities in which we operate expect WesCEF and those who work for and represent the Division to act in a professional manner.

## 7.2. Responsibilities to Shareholders and Financial Markets

As a division of Wesfarmers, an important part of achieving WesCEF's objective of developing a portfolio of successful and innovative industrial businesses that deliver satisfactory shareholder returns and continually strengthen our reputation for the management of health, safety and environment, is to ensure that WesCEF complies with the *Wesfarmers Market Disclosure Policy*, *Wesfarmers Share Trading Policy*, Australian Accounting Standards, the Corporations Act and ASX Listing Rules obligations. These policies are available on the Wesfarmers extranet site and the WesCEF Connect intranet site.

### 7.2.1 Continuous disclosure

To enable Wesfarmers to comply with its disclosure obligations under the Corporations Act and ASX Listing Rules, a *Wesfarmers Market Disclosure Policy* has been developed to ensure that:

- Wesfarmers shareholders and the market are provided with full and timely information about Wesfarmers' activities;
- there is no selective or inadvertent disclosure of material price-sensitive information relating to Wesfarmers;
- stakeholders have equal access to information issued by Wesfarmers; and
- all disclosures are clear, concise and effective.

Persons identified as part of the Wesfarmers reporting system in the *Wesfarmers Market Disclosure Policy* are responsible for identifying and reporting potentially price sensitive issues in accordance with that Policy.

WesCEF employees must immediately report to their manager or the WesCEF Managing Director any price sensitive information relating to Wesfarmers, being information that may affect the price of Wesfarmers shares, or information material to the financial performance of the Group.

WesCEF employees must not make comments that may affect the price of Wesfarmers shares.

The *Wesfarmers Market Disclosure Policy* can be found on the Corporate Governance section of the Wesfarmers extranet site.

### 7.2.2 Insider Trading

Insider trading is illegal and is prohibited at all times.

# WesCEF Code of Conduct

WesCEF employees must never trade (or communicate to others who might consider trading) in the securities of Wesfarmers, or companies engaged in transactions with the Wesfarmers Group, where in our position we have obtained information which is not public and could materially affect the price of those securities. Such trading, dealing or communicating to others who might trade is known as 'insider trading' and is prohibited under the Corporations Act. Penalties for contravening insider trading laws include criminal prosecution and civil liability, such as an obligation to pay compensation to anyone who suffered a loss as a result of the insider trading.

WesCEF employees cannot avoid the prohibition on insider trading by arranging for a family member or friend to deal in Wesfarmers securities. WesCEF employees or their associates must not give "tips" concerning price sensitive information to others, including customers.

Similar insider trading prohibitions apply in other jurisdictions where the Wesfarmers Group operates.

Those employees who hold securities under Wesfarmers employee share or long-term incentive plans must also be aware of and comply with the rules of those plans when undertaking transactions in Wesfarmers securities.

If you are in doubt about whether you are free to deal in Wesfarmers securities, you should seek the advice of the WesCEF Managing Director or the Wesfarmers Company Secretary before trading or dealing.

The *Wesfarmers Share Trading Policy* can be found in the Wesfarmers Group Policy Manual, which is available on the Wesfarmers extranet site and provided at training for managers that require knowledge of insider trading.

## 7.2.3 Financial Reporting

Wesfarmers' accounting policies and procedures are governed by the Australian Accounting Standards. WesCEF must adhere to these standards and all other financial reporting requirements.

All employees engaged in WesCEF's financial reporting processes are required to exercise diligence and good faith in the preparation of financial information, ensuring that this information is accurate and timely, and that it presents a true and fair view of the performance and position of the Division.

## 7.3. Compliance with Laws, Policies and Procedures

WesCEF is committed to operating in a manner consistent with the laws of the jurisdictions in which its businesses operate.

Each divisional business and all WesCEF employees and third parties (as defined in Section 2) must take their legal responsibilities very seriously and must be familiar and comply with the applicable:

- laws and regulations of the work locations; and
- policies and procedures of WesCEF.

## 7.3.1 Competition and Consumer Laws

As a division of Wesfarmers, WesCEF is committed to compliance with the *Competition and Consumer Act 2010* (CCA) in Australia, and equivalent legislation in other jurisdictions in which the Division operates.

The CCA has two main purposes:

- to promote and maintain fair and open competition in the marketplace; and
- to protect the position of consumers by requiring accurate information in the marketplace and fairness in business dealings where there is an inequality in bargaining power.

WesCEF respects consumers by providing accurate information, acting in a fair manner in all business dealings and trading independently of competitors. All WesCEF employees have an obligation to actively promote compliance with the CCA (and equivalent legislation in other jurisdictions, where applicable). Employees in management or marketing roles, and those who have responsibility for deciding how to deal with suppliers, customers or competitors are required to undertake regular training.

Any breach of the law can have serious consequences for WesCEF, Wesfarmers and for the individuals involved. If anyone identifies anything inconsistent between the laws and regulations applying where they work, and WesCEF and Wesfarmers policies and procedures, then they should meet whichever sets the higher standard of behaviour. If anyone is unsure whether a particular law, policy or procedure may apply, they should raise the matter with their leader.

## 7.3.2 Anti-bribery and corruption

WesCEF's Anti-Bribery Policy (Policy) strictly prohibits its personnel from engaging in activities that constitute bribery, facilitation payments, secret commissions or money laundering. WesCEF is committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems.

The Head of Governance, Risk & Assurance is WesCEF's Anti-Bribery Officer (ABO) and has responsibility for monitoring and applying the Policy. All WesCEF personnel should be vigilant and report any breaches or suspicious activity to the WesCEF ABO or to [compliance@wescef.com.au](mailto:compliance@wescef.com.au). The Policy also outlines who to contact to make a report should there be any concerns arising under the Policy.

WesCEF employees must comply with and uphold all laws against bribery and related conduct in all the jurisdictions where the Division operates. The requirements about how WesCEF employees and external personnel acting on behalf of, or performing services for, the Division (third parties), must behave are set out in the Policy which is available on the WesCEF Connect intranet and internet sites.

The Policy requires, among other things, that:

- employees, leaders and external personnel must not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments in any form. In particular, payments to win business or to influence a business decision in WesCEF's favour (such as bribes, 'kick-backs' and similar payments) are strictly prohibited;

# WesCEF Code of Conduct

- gifts, entertainment and hospitality must not be offered or accepted by employees, leaders or external personnel unless it satisfied certain conditions which are set out in section 7.3.4 of this Code;
- all business dealings must be accurately documented to reflect the true nature of the transaction;
- employees must take all practical steps to ensure that external personnel do not engage in conduct that would contravene the Policy, this Code or any laws; and
- communication of Wesfarmers' Anti-Bribery Policy to third parties including obtaining written confirmation that they have received and read the policy, conducting due diligence enquires and completion of a due diligence report, raise any issues of concern to the relevant line manager and WesCEF's ABO, approval obtained to engage with high risk third parties from WesCEF's ABO, agreement of standard contractual terms on anti-bribery, and ongoing oversight of the work of external personnel and other controls required for external parties under the Policy and WesCEF's Commitment to Supplier Policy.

The payment or facilitation of bribes and other improper payments or benefits is not only a contravention of the Policy and this Code; it is also prohibited by anti-bribery laws that have application in Australia and in other countries including the United States, the United Kingdom and China. A breach of the Policy may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment. A breach may also expose an individual to criminal and civil liability and could result in imprisonment or the imposition of a significant financial penalty.

WesCEF's prohibition on bribery must be communicated to third parties at the outset of WesCEF's business relationship with them, and as appropriate during the course of their work for the Division.

### 7.3.3 Fraud Risk Management

WesCEF maintains zero tolerance towards fraud and corruption. Fraudulent or corrupt activity of any kind, including for the benefit of WesCEF is expressly forbidden. WesCEF is determined to ensure that fraud against the company and corruption within it, is minimised and that where it does occur, the fraud or corruption is rapidly detected, effectively investigated and appropriately dealt with, including prosecution where appropriate. WesCEF aims to minimise its losses and recover costs and goods where possible.

All employees and third parties have a responsibility to be aware of fraud risks relevant to their roles and responsibilities. The *WesCEF Fraud Risk Management Policy*, which is available on the WesCEF Connect intranet site, outlines the strategies and procedures in place to prevent, detect and investigate fraud and corruption within the division.

### 7.3.4 Gifts, Gratuities and Entertainment

WesCEF recognises that accepting or offering gifts, gratuities and entertainment of moderate value is in accordance with usual business practice. WesCEF, however, prohibits the offering or acceptance of gifts, gratuities and entertainment in circumstances which could be considered to give rise to undue influence.

Gifts, gratuities or entertainment may be accepted (or offered) where all of the following conditions are met:

- it is done only for the purpose of general relationship building;
- it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- it complies with the local law of the jurisdiction in which the expenditure is made;
- it is given in an open and transparent manner;
- it does not include cash, loans or cash equivalents (i.e. gift certificates or vouchers); and
- approved by the line manager of the employee being offered or offering the gift, hospitality or entertainment through the gift registry process.

All gifts received or offered should be recorded through the [gift register](#) for approval where the value exceeds A\$250 (or A\$20 for Supply/Procurement team members) (per employee including spouse or acquaintance as appropriate). If not approved, it must be returned (or not offered) without delay, with an explanation of the WesCEF policy on these matters.

In addition to satisfying the above conditions, entertainment of customers and suppliers provided (or received) should not extend beyond a level reasonably required to maintain a professional business relationship. Travel and accommodation offered by a supplier may not be accepted unless it is unconditional and has been approved by the employee's line manager.

### 7.3.5 Relationship with politicians and government officers

All dealings between WesCEF employees or third parties and politicians and government officers which relate to the Division and its business activities must be conducted ethically and with the utmost professionalism, to avoid any perception of attempts to gain advantage.

It is WesCEF policy that gifts, gratuities and entertainment must not be offered to, or accepted from, public or government officials or their associates (including politicians or political parties), without the prior approval of the WesCEF ABO. Political donations must not be made.

### 7.3.6 Compliance with sanctions

Sanctions are measures designed to influence the behaviour of foreign governments or certain individuals and organisations. Sanctions can prohibit certain transactions or commercial dealings, and it is an offence to engage in conduct that contravenes a sanction. You must comply with the sanctions compliance procedures set out in the WesCEF Anti-Bribery and Commitment to Supplier policies.

## 7.4. Confidentiality, Privacy, and Information Management

Employees and third parties of WesCEF that are privy to, party to or have knowledge of confidential information concerning WesCEF, which may include technical, strategic or financial information, commercial arrangements or intellectual property, must not disclose such information or misuse such information to obtain a personal benefit or a benefit for another person. WesCEF employees and third parties must:

- use confidential information solely for purposes of their duties as employees of the Division;

# WesCEF Code of Conduct

- preserve the confidentiality of confidential information, and ensure that it is not disclosed, except on a need-to-know and confidential basis, to other employees of the Division, or other authorised recipients on a confidential basis; and
- not use or modify any confidential information for their own or a third party's interest or benefit.

Compliance with these obligations with respect to confidentiality and privacy, whether it be with respect to personal information, information about suppliers or confidential information concerning WesCEF, is required to be maintained by all WesCEF employees and third parties after they have left the employ of the Division or the employ of the Wesfarmers Group.

WesCEF is committed to maintaining the confidentiality and security of information our employees and third parties become aware of in our dealings with customers, suppliers and other third parties.

All WesCEF employees and third parties must ensure that information received in the course of their work remains secure. This includes not sharing private or confidential information with other employees, unless they need it to perform their work at WesCEF. Confidential information should not be shared with those outside the Division, unless authorised or required by law.

WesCEF is committed to complying with government legislation governing privacy of personal information obtained by its businesses, and protecting and safeguarding the privacy of people who deal with the Division. All personal information that is collected must strictly be used, stored, handled and updated in line with the *Privacy Act 1988* and business unit Privacy Policies and Collection of Information Statements, which are available on the business unit internet sites.

We must ensure that we accurately and rigorously maintain all records relating to WesCEF's business and its operations in accordance with *WesCEF's Data Governance Policy* and *WesCEF Records Retention and Disposal Manual*.

## 7.5. Conflicts of Interest

The non-work interests of WesCEF employees and third parties should not conflict with any duties or obligations to WesCEF. This also extends to interests which a reasonable person would perceive as involving a conflict. A conflict of interest can arise when your interests or activities affect, or have the appearance of affecting, your judgement, objectivity or independence.

Conflicts can also arise during the course of a normal business relationship due to a change in circumstances. The examples below are intended as a non-exhaustive list, other situations may give rise to an actual, potential or perceived conflict of interest.

A conflict of interest, or perceived conflict, may arise if a WesCEF employee or third party has:

- A direct or indirect (through a Close Relative or Close Associate) financial interest in a business that has commercial arrangements (i.e. a supplier) with WesCEF;
- a non-work relationship with a direct report or other employee or third party (where your relationship could create a conflict or perceived conflict with your employment duties); or

# WesCEF Code of Conduct

- a non-work relationship with a customer or supplier that may prejudice or influence your business relationships or compromise or prevent your business securing the most commercially favourable terms for purchase or supply of goods or services.

“Close Relative” means a spouse or partner, children, parents, grandparents, or siblings, as well as the parents, grandparents, or siblings of the spouse or partner.

“Close Associate” means a business partner or colleague, a co-owner of a business or property, a personal advisor or consultant, an agent, or a representative.

Conflicts of interest, whether actual, potential or perceived, must be appropriately disclosed and managed. An actual conflict of interest already exists, a potential conflict of interest may occur in the future, and a perceived conflict of interest occurs when a third party may form an opinion that an employee’s decisions or actions may have been, or could be, influenced by personal benefit.

At WesCEF, employees must manage conflicts of interest by:

- disclosing any actual or perceived conflicts of interest through the [declaration form](#) on Connect or by email to your manager and [compliance@wescef.com.au](mailto:compliance@wescef.com.au);
- seeking approval from either the WesCEF CFO, General Manager Human Resources and Corporate Affairs, or Managing Director through submission of a [declaration form](#) or email to [compliance@wescef.com.au](mailto:compliance@wescef.com.au) before accepting any outside business interests, including non-WesCEF work, business ventures, directorships (other than to a board of a non-trading family company), partnerships, or other interests which have the potential to create a conflict of interest; and
- keeping a professional and ethical relationship when dealing with customers and suppliers including maintaining compliance with *WesCEF’s Commitment to Supplier and Fraud Risk Management* policies.

Conflicts of interest are recorded in a central register which is accessible to members of the governance, procurement and human resources teams.

A failure to declare and appropriately manage a conflict of interest may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment. A failure to declare a conflict of interest may also expose an individual to criminal and civil liability and could result in imprisonment or the imposition of a significant financial penalty.

## 7.6. Engaging Third Parties (external personnel)

From time to time WesCEF engages agents, contractors, consultants and other intermediaries (third parties), including outside Australia. It is our policy to deal fairly and honestly with all third parties and ensure that all relationships with third are based on price, quality, service and reputation. Requirements regarding engagement of third parties for the provision of goods or services is outlined in *WesCEF’s Commitment to Supplier Policy*.

WesCEF employees who deal with, or are in a business relationship with third parties, are prohibited from accepting or soliciting any private benefit that might compromise, or appear to compromise, an objective assessment of the products or services to be provided by third parties.

WesCEF is committed to the safe and ethical manufacture and supply of goods and services, and reserves the right not to do business with third parties who do not share and demonstrate this commitment.

The approval of a manager or senior executive must be obtained before the engagement of third parties, following satisfaction of the following criteria:

- a thorough examination of the qualifications and reputation of the third party has been conducted through relevant screening tools and, where required by the *WesCEF Anti-bribery Policy*, a due diligence report has been completed;
- where appropriate, WesCEF or Wesfarmers' internal (and where applicable, external) legal advisers have signed off on terms governing the proposed relationship with the third party. Where required by the *WesCEF Anti-Bribery Policy*, these should include standard contractual terms on anti-bribery;
- the proposed fee or remuneration arrangements with the third party are on an arm's length basis and reasonable for the services to be provided. Incentive based payments in connection with the securing of business arrangements or transactions for WesCEF must be authorised by the WesCEF Anti-Bribery Officer (ABO);
- a system of performance review against agreed standards (covering business conduct and commercial performance) has been established;
- termination procedures are in place in the event of improper or ineffective performance or conduct by third parties; and
- Third parties have been made aware of, and accept, the principles outlined in this Code.

Improper conduct by third parties can expose WesCEF to legal liability or reputational damage. WesCEF employees who expressly or impliedly authorise or permit improper conduct by third parties may be exposed to personal criminal or civil liability.

## 7.7. Employment practices

WesCEF has a wide range of human resources policies covering topics such as equal employment opportunity, diversity, discrimination, harassment and bullying, grievance resolution, travel, and education assistance. Full details of these policies are available on the [WesCEF Connect intranet site](#) or can be obtained from a WesCEF representative and all WesCEF employees and third parties are expected to know and observe these policies.

### 7.7.1 Creating a safe and diverse working environment

The provision of a safe working environment is a non-negotiable priority.

WesCEF recognises the importance of diversity which brings a broad mix of thoughts, skills, ideas and talent to the Division. WesCEF is committed to creating a workforce that is diverse and a workplace that is inclusive where employees are treated with fairness, equity and respect. All WesCEF employees are expected to:

- Take personal responsibility for their conduct in the workplace.
- Encourage and recognise the value of diverse thinking.

- Recognise and respect the social and cultural backgrounds of others.

Further information about diversity can be found in the *WesCEF DEIB and Equal Employment Opportunity Policy*.

As set out in the *WesCEF Discrimination, Harassment and Bullying Policy*, WesCEF does not tolerate bullying, harassment, unlawful discrimination or other unacceptable conduct. All employees expect to work in a safe environment that promotes wellbeing. WesCEF employees can create and contribute to a safe, inclusive and supportive environment whereby diversity is embraced, as follows:

- Taking responsibility for a safe working environment by reporting any health or safety issues immediately.
- Ensuring all employees are aware of and abide by WesCEF's health, safety and environment policies.
- Offering and extending support to and working collaboratively and respectfully with other WesCEF employees to create an inclusive and engaging culture.
- Ensuring conduct is free from harassment, bullying and discrimination against other WesCEF employees, and self-monitoring personal conduct which may not be acceptable or deemed appropriate by others.
- Making employment decisions based on merit and performance.

WesCEF recognises that employees may experience grievances in the workplace which need to be addressed and resolved, sometimes with the assistance of others. The *WesCEF Grievance Resolution Policy* and *Grievance Resolution Procedure* outlines further information on resolving issues.

## 7.7.2 Drug, alcohol and tobacco policy

### Alcohol is prohibited at all WesCEF sites

WesCEF has a zero tolerance policy towards alcohol at any WesCEF site, including offices, trucks, company cars, distribution locations and manufacturing plants. Safety at all WesCEF sites is paramount. It will constitute serious misconduct if any employee is found to be in possession of alcohol for consumption or under the influence of alcohol at any WesCEF site. When an employee or third parties are attending activities outside of the workplace or working hours such as functions, meetings, conferences or forums, alcohol that is provided is to be served and consumed in a responsible manner.

### Illegal Drugs

WesCEF has a zero tolerance policy towards both illegal drug possession at work and being unfit for work due to illegal drug use. It will constitute serious misconduct and provide grounds for immediate summary dismissal if any employee is found to be in possession of illegal drugs or to be under the influence of illegal drugs during working hours, on any WesCEF site, including offices, trucks, company cars, distribution locations and manufacturing plants, on WesCEF business or attending any work function or activity, this will include times when an employee or third parties are outside of the workplace or working hours such as functions, meetings, conferences or forums.

### Misuse of Prescription Drugs

# WesCEF Code of Conduct

The misuse of prescription drugs at work, at any WesCEF site, including offices, trucks, company cars, distribution locations and manufacturing plants, when conducting WesCEF business or attending WesCEF sponsored activities, is strictly prohibited. It will constitute serious misconduct and provide grounds for immediate summary dismissal if any employee is found to have misused prescription drugs, or to be under the influence of prescription drugs as a result of misuse, during working hours, at any WesCEF site, on WesCEF business or attending any work function or activity, this will include times when an employee or third parties are outside of the workplace or working hours such as functions, meetings, conferences or forums.

Prescription medication being appropriately taken that may still affect working ability or safety must be communicated to the supervisor of an employee or third parties taking prescription medicine. It is the employee's or third parties's responsibility to inform their leader.

WesCEF employees and external personnel are expected to comply with the requirements of the *WesCEF Fitness for Work Policy* at all times.

## Tobacco use

WesCEF promotes a smoke-free environment. Smoking during work hours outside of authorised breaks is not permitted.

At all WesCEF sites, specific and signed locations are designated for smoking. This is for the safety of non-smokers and also for operational safety reasons. Smoking is not permitted at any other location.

### **7.7.3 Making public statements about the Division**

Employees are expected to comply with all sections of this Code, and should bear in mind that any comment made about matters pertaining to the Wesfarmers Group, WesCEF, or its businesses, have the potential to become public knowledge or be deemed a public statement.

## Media comment

No WesCEF employee is permitted to comment to the media, or in any social media forum (including but not limited to networking sites, wikis, blogs or microblogs or discussion boards) about matters pertaining to or on behalf of the Division or its businesses, unless duly authorised to do so.

All media contact must be referred to the WesCEF Corporate Affairs Manager or, where they are unavailable, the relevant business unit General Manager or Managing Director.

If an employee is concerned about an online discussion or disclosure of information through any social media relating to the division or its businesses, they are strongly encouraged to advise the WesCEF Corporate Affairs Manager or relevant Communications team member as soon as practical.

Further information about media communications can be found in the *WesCEF Media Policy and Social Media Policy* available on the WesCEF Connect intranet or can be obtained from a WesCEF representative.

## Public forums

WesCEF employees should seek the approval of their General Manager before accepting invitations to present or make comment at any public forum, conference, seminar or similar events as a representative of WesCEF. This may include but is not limited to industry conferences, community forums or public presentations.

If presenting or commenting about matters pertaining to the Division or its businesses, WesCEF employees should stick to factual, explanatory comment related to the topic, and avoid discussing business performance, sensitive issues, or speculation about decisions or future directions.

Sensitive issues can include, but are not limited to, acquisitions or divestments, closure of branches, outcomes from legal proceedings, trading conditions, safety and environment, or any matter that may come within the continuous disclosure requirements.

## Testimonial

Testimonial requests from suppliers to endorse products or services provided to the Division or its businesses require the approval of General Managers.

## **8. Use of WesCEF Resources and Information Systems**

All WesCEF employees and third parties are required to use property, funds, facilities and services belonging to the Division for authorised purposes and not for personal benefit, or the benefit of unauthorised third parties. WesCEF regards the unauthorised removal of equipment, supplies and other resources belonging to WesCEF as theft.

### Information Systems

Email, the internet, facsimile, telephones and other Division information systems, like all other Divisional assets, must be used appropriately. Occasional personal use of WesCEF's information systems is permitted by WesCEF employees, provided that it does not interfere with the performance of work during working hours. WesCEF employees are not permitted to use WesCEF's information systems:

- for personal gain;
- to release or distribute confidential information in an unauthorised manner; or
- to store, display or transmit illegal, objectionable or offensive material. Equal opportunity and harassment policies and guidelines extend to the use of all information systems, including email and the internet.

Appropriate authorisation must be obtained before linking any personal devices to WesCEF information systems and relevant policies must be abided by in using those devices.

All forms of electronic communication should be treated with at least the same respect as printed communication.

WesCEF employees and representatives are expected to comply with the requirements of this Code at all times when using social networking sites or other non-work related sites and must comply with the *WesCEF Electronic Usage Policy*, which is available on the WesCEF Connect intranet site or can be obtained from a WesCEF representative.

## Expenses

Only approved work related expenses should be claimed from WesCEF. Claiming or attempting to hide personal expenses among work-related expenses, even if the individual amounts are small, is a serious issue and a breach of trust that could impact an employee's future employment. If it involves a breach of law, it may also be referred to the appropriate regulatory body.

## Intellectual Property

Unless otherwise agreed in writing by the Division, any intellectual property developed by an employee during, or as a result of, employment by WesCEF is the sole property of WesCEF. Employees must provide to the Division, and on request assign to the Division any rights in, all work, ideas, concepts, designs, inventions, models, developments and improvements made or developed during the course of their employment or through use of the Division's time, materials, facilities or other resources.

## Cessation of Employment

Upon the cessation of employment or working arrangements with WesCEF, all employees or third parties must ensure that all books, records, documents (hard copy or electronic, including emails) and other resources of the Division (such as keys, security passes, computer equipment, mobile devices and corporate credit cards) are returned to the nominated leader as appropriate. WesCEF employees or third parties must also return all confidential information in their possession to their leader.

## **9. Environmental Sustainability**

WesCEF operates on the basis that compliance with all applicable local and national environmental protection laws is the minimum acceptable standard, with a constant goal of achieving a higher standard. WesCEF has detailed environmental procedures and systems that support our standards.

WesCEF believes that companies have community responsibilities above and beyond the contribution made by their employment and wealth creation activities. WesCEF is committed to seeking to make positive economic, social and environmental contributions in the communities in which we operate and to ensure that good corporate behaviour is integrated into all aspects of WesCEF's operations. By their actions WesCEF employees are expected to assist WesCEF in meeting these commitments.

## **10. RELATED DOCUMENTS**

- WesCEF Anti-Bribery Policy
- WesCEF Commitment to Supplier Policy
- WesCEF Data Governance Policy

- WesCEF Discrimination, Harassment & Bullying Policy
- WesCEF Electronic Usage Policy
- WesCEF Environment Policy
- WesCEF DEIB and Equal Employment Opportunity Policy
- WesCEF Fraud Risk Management Policy
- WesCEF Health and Safety Policy
- WesCEF Media Policy
- WesCEF Records Retention and Disposal Manual
- WesCEF Social Media Policy
- WesCEF Whistleblower Policy
- WesCEF Grievance Resolution Policy
- WesCEF Grievance Resolution Procedure
- WesCEF Commitment to Supplier Policy
- WesCEF Fitness for Work Policy
- Wesfarmers Anti-Bribery Policy
- Wesfarmers Market Disclosure Policy
- Wesfarmers Securities Trading Policy

## 11. Document Management

### Supersession

This policy supersedes all previous Human Resources policy on Code of Conduct.

### Currency

This policy applies from the date of issue until it is replaced by another policy.

*For further information please contact Human Resources*