

Introduction

Bolton Clarke is committed to building and developing constructive and strong partnerships that will deliver ethical and sustainable benefits.

As an organisation grounded in a history of making a difference in the community, we know that working in partnership with suppliers and partners will offer opportunities for collaboration and innovation as we identify new ways to tackle some of the biggest environmental and social challenges.

As we build our sustainability ambitions, we want to partner with likeminded organisations that share our values and maintain high ethical, social, and environmental standards. We know that this is not only the right thing to do, but also critical to creating and maintaining trust whilst helping to mitigate potential supply chain risks.

The purpose of the Responsible Supplier Code of Conduct is to:

- Set out our expectations of our suppliers, supplier subsidiaries, subcontractors, and supply chains in the provision of goods and services.
- Supplement the contractual terms and conditions under which suppliers are engaged to supply goods and services to us.
- Support suppliers to identify, mitigate and manage sustainability risks whilst also identifying opportunities for innovation and change.

We may decide not to partner or cease a relationship with suppliers who do not meet our standards or performance expectations.

It is our ambition that by working together we can make sure we do business in the right way.

Our expectations

Integrity, Ethics & Conduct

We value responsible, ethical behaviour and integrity in all business activities, including relationships, practices, sourcing and operations. We expect our suppliers to share these values. You are expected to:

- Comply with all relevant local and national laws and maintain policies and appropriate internal controls to safeguard against unlawful practices. You must not engage in, either directly or indirectly, fraudulent, corrupt or exploitative activities and must not act in a manner which involves a misuse of your market power or would be otherwise improper (e.g. collusive arrangements).
- Conduct your business in a manner that is responsible, ethical, and professional and that will not bring Bolton Clarke into disrepute. You must ensure that all conflicts of interest (whether actual, suspected or perceived, current or future) are avoided or disclosed to us as soon as possible.
- Be respectful of the ethical and code of conduct requirements that our people are required to comply with and not engage in actions which run counter to these obligations. You must not try to influence decision making using inducements (e.g. offering gifts and benefits).

- Promote a collaborative relationship where your representatives work together with us to resolve issues in a timely and respectful manner, with the intent to avoid contractual disputes.
- As appropriate, have in place policies and/or procedures that identify, mitigate, and manage any form of modern slavery within your operations and supply chain. This includes trafficking in persons; slavery; servitude; forced marriage; forced labour; debt bondage; deceptive recruiting for labour or services; and the worst forms of child labour. For smaller organisations that may not be required to report under modern slavery legislation, we encourage you to take a targeted risk-based approach to modern slavery in the supply chain with a view to continuous dialogue and improvement.
- Promote timely and balanced disclosure of material matters concerning the goods or services provided to us, including the actual or suspected existence of any conduct which would constitute modern slavery or present a high risk of modern slavery occurring in the relevant supply chains; and
- Not improperly use any private, confidential, or commercially sensitive information in your possession relating to or in connection with your dealings with Bolton Clarke.

Labour & Human Rights

We believe that all workers in our supply chains deserve to be treated with dignity and respect. You are expected to:

- Provide a fair and ethical workplace, which upholds high standards of human rights and develops and implements appropriate labour and human rights policies and practices.
- Encourage workplace diversity and equal opportunities and operate subject to applicable workplace laws.
- Provide an equitable workplace free of discrimination, where age, disability, ethnicity, gender, marital status, political affiliation, race, religion, sexual orientation, union membership, or any other status protected by law is no impediment to recruitment and ongoing employment.
- Foster a workplace culture free from workplace bullying, harassment, victimisation, and abuse. This includes, but is not limited to, verbal, physical, sexual, or psychological abuse and harassment.
- Foster a workplace that is supportive, inclusive and people are treated with respect and dignity.
- Provide goods and services in a manner consistent with all internationally recognised human rights obligations and laws. Respect all internationally recognised human rights laws throughout your operations and business partnerships, including your supply chain and address any adverse human rights impacts.
- Use temporary and outsourced labour within the limits of the law. You are therefore expected to use all reasonable endeavours to ensure that the third-party recruitment agencies you engage are compliant with the provisions of this Responsible Supplier Code of Conduct and applicable law. You are also responsible for payment of all recruitment related fees and expenses in recruiting foreign contract workers either directly or through third party agencies.
- Ensure that all workers receive their legally mandated minimum wages, benefits, superannuation/pension, leave entitlements and time off for legally recognised holidays. You must pay workers' wages as required under applicable laws in a timely manner and not use

wage deductions as a disciplinary measure. All overtime is expected to be reasonable and paid at the rate and in accordance with the applicable laws.

- Ensure that policies and practices are in place to allow violations, misconduct or grievances to be reported by workers without fear of victimisation or detrimental conduct; and
- Provide your workers with appropriate training to perform their role and to comply with this Responsible Supplier Code of Conduct.

Health, Safety & Environment

We are committed to creating a safe environment for all people who work with Bolton Clarke. Our comprehensive health and safety policies and procedures strive to create a workplace free from preventable injury or illness. You are expected to:

- Ensure all products and services are safe and meet local and national mandatory standards.
- Obtain and maintain all relevant environmental permits as required by your operations as required by national and local laws and comply with the requirements of any environmental permits.
- Take all practical and reasonable measures to eliminate workplace injuries and illnesses.
- Maintain a written health and safety policy or equivalent document and have processes in place to ensure your workers are made aware of the policy and are trained to act in compliance.
- Manage occupational health, safety, and environmental hazards.
- Provide workers with job-related training and consult with your workers in relation to the provision of information and training; and
- Understand and manage the environmental impact of your operations and maintain (as appropriate) documents, policies, and process in relation to:
 - Energy use and carbon emissions
 - Water emissions and wastewater discharge
 - Waste reduction, reuse, recycling, and disposal

Governance

Responsible and transparent corporate governance is a fundamental aspect of our culture. You are expected to:

- Comply with all relevant local and national laws and regulations.
- Maintain responsible and ethical internal governance that accurately records all financial transactions and information regarding your business activities, labour, health and safety and environmental practices in accordance with applicable laws, policies and procedures.
- Proactively self-assess compliance with this Responsible Supplier Code of Conduct, take action to remedy any shortcomings and advise your key contact at Bolton Clarke of any non-compliance, as well as any improvement actions and plans.
- Develop and maintain a process to identify, manage and control relevant risks associated with your operations. These include supply chain risks identified in this Responsible Supplier Code of Conduct.
- Identify and assess potential critical incident, emergency situations and business continuity risks.

- Develop and implement emergency plans and response procedures that minimise harm to life, environment, and property, while minimising disruption to business continuity.
- Perform periodic evaluations of your facilities and operations, and the facilities and operations of your subcontractors.
- Ensure adequate procurement processes are in place over your own supply chain to assess, select and execute supplier arrangements that meet this Code of Conduct.
- Periodically report on your compliance with the legal, ethical, social and environment standards contained in this Code of Conduct through means of a Bolton Clarke self-assessment questionnaire.
- Cooperate promptly, transparently, and honestly with all audits, assessments or reviews initiated by Bolton Clarke.
- Ensure this Responsible Supplier Code of Conduct is communicated to all your subcontractors; and
- Uphold your own Code of Conduct or equivalent and promote to all your stakeholders.

Implementation of the Responsible Supplier Code of Conduct

Through the Responsible Supplier Code of Conduct, Bolton Clarke embeds principles and expectations to ensure our relationships with suppliers focus on understanding and mitigating sustainability risks, including social, environmental and governance risks and addressing issues such as climate change, inequality, human rights, and modern slavery.

To help Bolton Clarke understand supplier sustainability plans and approaches to supply chain risk, we may from time to time request the completion of a Supplier Sustainability Questionnaire. Suppliers may be invited to attend to Supplier Roundtable discussions to explore any identified risks and consider opportunities for collaboration and innovation.

We may also choose to use independent audits to verify compliance with our expectations and this code.

Raising Concerns

Bolton Clarke is committed to fostering a transparent, responsible and ethical culture in which any concerns regarding actual or suspected unethical, unlawful or undesirable conduct can be raised without fear or detriment.

If you, your employees or subcontractors have seen or have reasonable grounds to suspect misconduct, or an improper state of affairs or circumstances, concerning Bolton Clarke:

- raise your concerns with your key contact at Bolton Clarke or send an email to procurement@boltonclarke.com.au
- make a disclosure in accordance with the Whistleblower Policy located at <https://www.boltonclarke.com.au/about-us/our-policies/>

Questions regarding our Whistleblower Policy should be directed to the Head of Risk on (07) 3251 6264 or Risk@boltonclarke.com.au