

Code of Conduct

1. Introduction

Clean Energy Corporation Australia (**'The Company'** or **CECA**) maintains its position as a corporate citizen through integrity and honesty while pursuing its business goals and objectives. This Code of Conduct (**'Code'**) represents The Company's commitment to its obligation as an Australian corporate citizen and requires that all levels of staff and management work with high ethical standards and due diligence. The Code lists the minimum ethical requirements of its staff and of any relevant third parties such as subcontractors and partner companies which, for the purposes of this statement will also be referred to as employees.

2. Purpose

This code assists to disclose the legal and equitable requirements of employees and managers but also to:

- Outline the ethical and law-abiding behaviour expected of any employees or member of senior management at Clean Energy Corporation Australia;
- Demonstrate the commitment of senior management to encourage the above standards and to protect any stakeholders related to the function of the business including shareholders, suppliers, contractors, clients, creditors and the wider community;
- Outline the responsibility of employees to report or investigate any violations of this Code of Conduct or other illegal or unethical behaviour.

Note that this document is not contractual by nature and does not create rights in any employee, client, subcontractor, supplier, shareholder or any other individual participating in the functions of CECA or using its services. Furthermore, this code is a best practice procedure and does not create any legally binding obligations to The Company and may be modified at the discretion of the Director(s) or senior management.

3. Honesty and Integrity

Each employee and member of senior management must partake in the following:

- Conduct themselves in a professional manner and act honestly and fairly in all business dealings or contractual arrangements;
- Conduct their role with care, good faith and diligent responsibility;
- Act respectfully and courteously with all colleagues and anyone who may interact with CECA;
- Ensure that all fraudulent or dishonest behaviour the individual is aware of is reported to their relevant sources as outlined in the Company's Fraud and Corruption Policy.

4. Conflicts of Interest

Staff members of the Company should refrain from allowing personal, family or financial problems from potentially conflicting or conflicting with the interests of The Company or with their responsibilities as a manager or employee of Clean Energy Corporation Australia.

Employees or managers may have a conflict of interest when engaged with the functions of the Company if:

- Business or managerial decisions lead to a personal or improper gain to them or their colleagues;
- The individual's personal interests or interests of a colleague, relative or superior are in conflict with their responsibilities to CECA.

Where such conflict is identified, the individual must notify the relevant party as soon as reasonably possible:

- With conflicts of interest among employees, notifications must be made to their immediate superior where an appropriate plan of action will be undertaken with a member of senior management if applicable.
- In the case of conflicts of interest among managers or directors, notifications will be made to the chairman of the Board or to independent directors in accordance with Company policy.

5. Personal Gains

Employees and managers are prohibited from receiving payments, gifts or reimbursements from a third party that may affect or appear to affect their business decisions or the integrity of the Company or may be deemed as socially or lawfully unacceptable.

Furthermore, they are prohibited from using their position or information obtained from Company dealings for personal or financial gain or to harm the Company in any way through indirect and direct losses. Employees and managers must refrain from involving CECA in their external or private business engagements according to this Code.

In addition, they must not accept payments or gifts that may be perceived by the Company or external stakeholders and constituting a form of bribery or fraud in accordance with CECA's Fraud and Corruption Policy.

6. Professionalism at CECA

The company requires that the quality of work and working environment is continuously improved in accordance with the Company's Quality policy. In addition to adhering to ethical standards, all staff members must:

- Attend work with due diligence and on time in accordance with their ordinary working hours;
- Ensure that they maintain a neat and professional appearance that is appropriate for their position;
- Strive to maintain excellent quality of work and customer service;
- Treat colleagues, superiors and subordinates with respect and adhering to the Company's policy on anti-discrimination set out in CECA's Diversity Statement. This prohibits the discrimination of an individual based on gender, race, sexuality, or disability identified by state and federal legislation;
- Adhere to the Company's zero tolerance policy on harassment including sexual harassment, bullying, victimisation or offensive language;
- Adhere to the Company's zero tolerance policy of employees or managers use of illegal drugs or alcohol in the workplace;
- Strive to create a safe and healthy work environment in accordance with the Company's Operational Health and Safety policy.

7. Respect for human rights

Clean Energy Corporation Australia is committed to respecting the protection of human rights as a corporate citizen. In particular, The Company supports the elimination of forced labour or child labour and is automatically incorporated into business decisions such as supply or subcontracting choices.

8. Community Relations

The company is committed to its policy of diversity in the workplace as set out in CECA's Diversity Statement. The company is also committed to positive social outcomes for the communities in which we operate in.

9. Safety

Clean Energy Corporation Australia takes safety in the work place seriously as set out in our Operational Health and Safety Manual. We require all employees, project and site managers, subcontractors and clients to familiarise themselves with the manual to ensure anyone involved with Company projects are protected from injury and accident.

10. Fair Dealing

Clean Energy Corporation Australia is committed to engaging in behaviour that fully complies with Australia's principles of fair competition outlined in the Competition and Consumer Act 2010 (Cth). We ensure that our methods are legitimately based on customer service and product competition rather than obstructing the business of competitors. The Company guarantees the following:

- CECA managers and employees must not disclose Company operations to competitors;
- Employees must not make any arrangements or exchange information on pricing policies, marketing promotions or supplier information or any other arrangement that could be classified as collusion or anti-competitive behaviour;
- Employees cannot use CECA's position to exclude third parties from offering competing products or services;
- Employees must act with due diligence, respect and fairness in their dealings with competitors and must refrain from insulting the competitors services;
- Employees and managers must not make false or inaccurate statements about the Company when recruiting new staff.

11. Insider Trading

The Company ensures that employees and managers must not disclose price sensitive information such as stock value and financial data or any other information that is not generally available to the wider market unless legally required or authorised to do so by relevant authorities (Including Stock Exchanges) or senior management. Legal or internal disciplinary action may be undertaken on those who are non-compliant with this section of the Code.

12. Communication and Data Privacy

Our policy on non-personal and personal data is outlined in the Company's **Privacy Statement**. CECA requires that all staff and third parties including subcontractors comply with our confidentiality and privacy policy and requires that they must not disclose, modify or access restricted information unless authorised to do so by their superiors. The staff's obligation to the Company's privacy and confidentiality policy continues after they have left the Company.

Furthermore, all staff and directors must familiarise themselves with Australia's state and federal privacy laws to ensure they do not under any circumstances violate them.

13. Reporting of illegal or unethical behaviour

All staff at Clean Energy Corporation Australia are responsible for reporting actual or suspected violations of the Company's internal policies, this Code of Conduct or any other behaviour that may be considered unethical, illegal or corrupt in the eyes of Australian law enforcement agencies and to encourage others to do the same to maintain the integrity of the Company's policies. All staff are expected to use their own judgement when reporting dishonest behaviour but are encouraged to report to their immediate superior. Directors are encouraged to report this behaviour to other board members or to senior management.

Those that receive a report of reportable behaviour must ensure that:

- A proper investigation is conducted in accordance with company procedure;
- The subject or group that is under investigation is allowed to respond to their allegations in a confidential manner;
- Appropriate disciplinary action is undertaken in the case of the party is proven guilty of the offence.

Those that are conducting a report against another individual or group must ensure that:

- The identity of the alleged offender remains undisclosed for the duration of the investigation unless required by law;
- No disciplinary action is taken against the reporting party for the act of reporting.

The Corporations Act 2001 (Cth) provides further information on the protections of those reporting alleged breaches of corporate law or participating in unethical behaviour.