GHD Group
Integrity Management Policy

At GHD, we commit to ethical business behaviour in regard to both the internal conduct of our business and our engagement with external stakeholders and the public.

The core values of Teamwork, Respect and Integrity will guide all our activities.

We will only seek professional services work and participate in business transactions under high standards of corporate ethics and with complete integrity.

We will act in the best interests of the client and community at all times, undertaking our services with professional integrity. We will not compete with any party to defraud a client or any other party or act in an improper manner in our operations. An approach of ‘zero tolerance’ applies towards any unethical business practices.

We foster an open environment in which our people can report any suspected, fraudulent or other improper practice without fear of reprisal. All reported incidents will be treated in confidence and investigated independently with appropriate follow-up.

We will cooperate fully with external agencies investigating corrupt practices within any legal parameters.

Russell Board
Chairman
March 2012

Ian Shepherd
Chief Executive Officer
Table of Contents

1. Introduction ........................................................................................................... 1
   1.1 Purpose....................................................................................................... 1
   1.2 Integrity management guidelines ................................................................. 1

2. Code of conduct .................................................................................................... 2

3. Basic requirements of conduct ............................................................................... 4
   3.1 Compliance with law.................................................................................... 4
   3.2 GHD reputation ........................................................................................... 4
   3.3 Management responsibility .......................................................................... 4

4. Engagement with external stakeholders ................................................................. 5
   4.1 General ....................................................................................................... 5
   4.2 Fair competition and anti-trust laws.............................................................. 5
   4.3 Anti-corruption: Offering and granting advantages ........................................ 5
   4.4 Anti-corruption: Demanding and accepting advantages ................................ 6
   4.5 Political contributions ................................................................................... 6
   4.6 Charitable donations.................................................................................... 6
   4.7 Sponsorship ................................................................................................ 6
   4.8 Government agencies.................................................................................. 7
   4.9 Working with suppliers and subconsultants .................................................. 7
   4.10 Client Relationship Management ............................................................... 7

5. Conflicts of interest ................................................................................................ 8
   5.1 General ....................................................................................................... 8
   5.2 Competitor organisation ............................................................................... 8
   5.3 Sideline work ............................................................................................... 8
   5.4 Interests in third companies ......................................................................... 8

6. Company property ................................................................................................. 9

7. Handling of information ........................................................................................ 10
   7.1 Records and financial integrity ................................................................... 10
   7.2 Confidentiality ............................................................................................ 10
   7.3 Data protection and data security ............................................................... 10

8. Health, safety and environment ........................................................................... 11
   8.1 Work safety ............................................................................................... 11
   8.2 Environment .............................................................................................. 11
   8.3 Working environment .................................................................................. 11

9. Reporting and investigating ................................................................................. 12
   9.1 Improper business practices ...................................................................... 12
   9.2 Making a report ......................................................................................... 12
   9.3 Investigation .............................................................................................. 12
   9.4 Findings and action ................................................................................... 12
Appendices

Appendix A Major legislation, conventions and guidelines
1. **Introduction**

1.1 **Purpose**
In more than 80 years of existence, GHD has established a strong reputation for technical performance, quality, reliability and client relationships. This performance has been built on the foundations of our core values of Teamwork, Respect and Integrity. As an emerging global business we face many challenges of operating in new markets and cultures.

GHD’s Integrity Management System (IMS) is integrated within the Management System Framework of the GHD governance model. The IMS consists of the following:

- **Integrity Management Policy**: GHD’s commitment to ethical business conduct
- **Integrity Management Procedure** (QP 1.05.01): Administrative processes relating to monitoring of compliance, investigating possible breaches, and reporting to management and the Board
- **Integrity Management Guidelines**: Policy, principles and rules for our internal conduct and engagement with external stakeholders and public

The IMS is supported by other components of our Management System including:

- People Manual – bevahio@GHD
- IS Code of Conduct
- Guide for Child Protection
- Guide for Workplace Harassment Management
- Guide for Grievance Handling
- Equal Employment Opportunity (EEO) Guide

1.2 **Integrity management guidelines**
These Integrity Management Guidelines apply to all our people (GHD employees [permanent and casual] and personnel contracted to work for GHD [“contract staff”]) with respect to both how we conduct our internal business and treat each other, and how we engage with external stakeholders (clients, subconsultants, subcontractors, suppliers, government agencies and other consultants) and the public.

GHD expects all subconsultants, subcontractors and suppliers to embrace the principles espoused in these guidelines in their own internal business affairs. These guidelines are to be read in conjunction with the relevant contract agreements between the parties.

The guidelines have been developed based on international treaties relating to anti-corruption, human rights and sustainability (as referenced in Appendix A). They are aimed at complementing our values based culture by strengthening awareness of the law and moral standards which are integral to all elements of our business approach. The key message of these guidelines is zero tolerance towards any unethical or unacceptable business conduct.
2. Code of conduct

GHD’s Code of Conduct establishes our behaviour expectations and conduct requirements. GHD will fully endeavour to comply with the laws of the countries in which we operate and promote ethical business and personal behaviour consistent with our core values of Teamwork, Respect and Integrity.

Teamwork We are connected
We collaborate within our global community by helping and supporting each other to achieve personal, client and company goals. We aim to:

- Openly communicate and collaborate with all team members and perform all tasks in a timely manner.
- Engage in work practices that focus on cooperation and accomplishment, and encourage all team members to participate and share knowledge.
- Recognise the skills, abilities and contributions of others and seek to bring the best out in other people.
- Understand the commercial nature of our business and add value to our clients’ businesses by forming lasting relationships through the delivery of high quality service.
- Identify and communicate opportunities for our business to the appropriate manager.

Respect We care
We value each individual and nurture both internal and external relationships through listening and understanding. We aim to:

- Work with mutual respect and treat all people with dignity, fairness, and courtesy and appreciate individual and cultural differences.
- Uphold GHD’s reputation.
- Maintain a workplace that is free from any form of inappropriate behaviour, unlawful discrimination and harassment or bullying.
- Act in a professional manner at all times, demonstrate impartial judgement, be punctual, dress appropriately for clients and act with common sense.
- Use GHD equipment, services and facilities with utmost care and for the purpose for which they were provided. Protect GHD property, and where GHD has responsibility, the property of clients, from theft, misappropriation and misuse.
- Take responsibility for working in a sustainable, healthy and safe manner.
Integrity  We keep our word

We embrace honesty and trustworthiness through professional and ethical behaviour with our clients, communities and ourselves. We aim to:

- Abide by applicable laws, regulations and customs applicable at that time and in that location.
- Comply with GHD policies, procedures, practice manuals, codes of conduct, guidelines and associated instructions.
- Act honestly and fairly in dealings with colleagues, clients and the general public and look after GHD’s business interests.
- Refuse to accept gifts, financial payments, favours or benefits that are intended to, or are likely to, cause you to act in a biased manner in the course of your duties.
- Never offer gifts, financial payments, favours or benefits either directly, or through a third party, which are intended to provide GHD with an improper or illegitimate commercial advantage.
- Maintain the confidentiality of proprietary information, records or materials, during and beyond employment at GHD.
- Respect GHD’s Intellectual Property rights and notify any breaches to the appropriate manager.
- Respect the privacy of individuals and the privacy laws in relation to the collection, use and handling of other people’s personal information.
- Avoid any conflict of interest or potential conflict of interest or the appearance thereof and disclose any personal matter that may lead to an actual or perceived conflict of interest.
- Report, improper business conduct where discovered.

Any breach of this Code is a serious matter that may result in disciplinary action and impact your ongoing employment with GHD.
3. Basic requirements of conduct

3.1 Compliance with law

Compliance with the law is fundamental to GHD and as such, all GHD people are expected to be aware of and conform with all relevant laws and regulations as applicable to their roles and responsibilities. Violations of the law must not occur. Regardless of sanctions that could be imposed by laws on the company, any person guilty of a violation will be in breach of their employment duties and therefore subject to disciplinary consequences.

3.2 GHD reputation

GHD’s reputation is largely determined by the actions and behaviour of all our people. Illegal activity or misconduct of individuals can seriously damage the whole company. Each person should be concerned with maintaining and promoting the proud reputation of the company.

3.3 Management responsibility

The culture of integrity and compliance starts with all leaders and managers across the organisation. All managers are role models, performing their duties of supervision diligently, bearing responsibility for their people and earning respect through exemplary personal behaviour.

Managers provide their people with appropriate latitude and leeway for individual responsibility while making the need for compliance very clear. They remain accessible at all times to assist with people who need to raise compliance concerns, ask questions or discuss a professional or personal problem.

Managers remain responsible to ensure there are no violations of laws within the area of responsibility that proper supervision could prevent. They remain responsible even if they delegate the particular task.
4. Engagement with external stakeholders

4.1 General
GHD is required to engage with a broad range of external stakeholders as part of our everyday business including clients, partners, subconsultants, contractors, and suppliers. We expect the same level of behaviour and compliance from all external stakeholders as we do internally.

4.2 Fair competition and anti-trust laws
Fair competition is fundamental to allowing markets to develop freely and compete for market share. All our people must abide by rules for fair competition.

Anti-trust rules can differ from country to country and case by case. As a guide, the following behaviour is likely to lead to a violation of anti-trust laws in most jurisdictions and therefore not acceptable to GHD:

- Agreeing with our competitors to behave in the same way regarding prices, output, capacities, sales, bids, profits, profit margins, costs or any other parameter that otherwise provides a basis for fair competition
- Entering into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up clients, markets, territories or service programs
- Obtaining competitive intelligence by using industrial espionage, bribery, theft or electronic surveillance or communicate knowingly false information about a competitor or its products or services

4.3 Anti-corruption: Offering and granting advantages
We compete fairly for our commissions based on quality, price and innovative services, not by offering improper benefits to others. No-one may directly or indirectly offer, promise, grant or authorise the giving of money or anything else of value to client and government officials to influence official action or obtain improper advantage.

Friendly gifts considered for special occasions must comply with applicable laws.

In addition, our people are not to give money or anything of value directly or indirectly to a subconsultant, agent, intermediary, business partner or other third party if there is a possibility that it may be passed directly or indirectly to a government official or client to influence official action or obtain improper advantage in any business transaction.

People who are responsible for engaging contract staff, subconsultants, project partners and agents must take appropriate action to:

- Ensure that all external parties understand and will abide by GHD’s anti-corruption policies
- Complete a thorough due diligence on all external parties including qualifications, experience, financial status and reputation
Include appropriate provisions in agreements and contracts designed to protect GHD

4.4 Anti-corruption: Demanding and accepting advantages

Our people must not use their jobs to solicit, demand, accept, obtain or be promised advantages. This does not apply to gifts of symbolic value or meals or entertainment reasonable in value that are consistent with applicable laws, local customs and GHD’s policies.

4.5 Political contributions

GHD does not make direct political contributions including donations to politicians, political parties or political candidates

This policy does not preclude, however, attendance at political lunches or dinners, and other activities in the general course of conducting business provided the cost is an appropriate commercial rate.

GHD people contributing donations or payments will not be reimbursed by GHD.

Where government guidelines exist for the attendance at political lunches, dinners and other activities, they must be strictly adhered to.

4.6 Charitable donations

As a responsible community member, GHD makes monetary donations and provides pro bono services to selected and worthy community causes through the GHD in the Community initiative.

Donations that are not considered include payment to:

- Individuals and for-profit organisations
- Private accounts
- Payment to organisations whose goals and values are incompatible with GHD
- Paid to organisations that by association could damage GHD’s reputation

All donations must be transparent and clearly documented including the recipient’s identity and confirmation that it was used for the intended purpose.

4.7 Sponsorship

Sponsoring of events organised by a third party in return for the opportunity to advertise at an event and or participate as a speaker and receive entry tickets is acceptable subject to the following conditions:

- A transparent process
- Written agreement
- Legitimate business purposes
- Commensurate value offered by host

Contributions may not be promised, offered or made to secure competitive advantages or other improper purposes. Also, they may not be made to organisations that have incompatible goals with GHD and by association may damage GHD’s reputation.
4.8 Government agencies

GHD competes for contracts with government agencies and government owned businesses around the world. In all dealings and interactions, we act in a transparent, honest and accurate way. We comply with applicable laws and regulations relating to procurement including laws prohibiting improper influence of government officials.

The payment of a facilitation fee to foreign officials to secure the performance of routine government activities contravenes the law in a number of countries. Our people must not initiate or participate in the payment of facilitation fees to foreign officials either directly or indirectly through a third party.

4.9 Working with suppliers and subconsultants

GHD expects suppliers and subconsultants to act in accordance with the following principles:

- Prevent corruption
- Respect basic human rights of employees
- Comply with laws prohibiting child labour
- Take responsibility for health and safety of their employees
- Conform to applicable statutory and international standards regarding environmental protection
- In turn, promote compliance amongst their suppliers of the principles in GHD’s Integrity Management Guidelines by applying these principles to their supplier agreements

4.10 Client Relationship Management

Developing and maintaining client relationships are fundamental to a sustainable business. By nature, these processes often include opportunities for entertainment and gifts. GHD acknowledges that small gifts and entertainment may be offered and accepted but only for acknowledging important social and business milestones and events intended to foster good relationships with care taken to avoid any impression of a reward or encouragement for a favour or for preferential treatment. It is also important to recognise and respect that most clients, particularly government sectors in most jurisdictions, will have their own strict guidelines for accepting gifts and entertainment.

Gifts and entertainment are to be modest and comply with applicable laws and recognised local customs. Compliance with the law is paramount.

Acceptable activities as part of a client relationship management program include:

- Travel and accommodation for study tours to improve understanding of projects and GHD’s capability
- Inclusion of client’s staff in GHD training
- Secondment opportunities
- Dinners and lunches
- Entertainment such as sporting or cultural events

The giving or receiving of gifts of money is not permissible.
5. Conflicts of interest

5.1 General

It is expected that our people make business decisions in the best interests of GHD and not based on their personal interests. Everyone must inform their manager of any possible personal interest in connection with the execution of their professional duties.

This is particularly applicable to those people who exercise a direct or indirect influence upon whether an entity, in which they have a vested interest, receives a GHD contract.

5.2 Competitor organisation

Our people must not operate or assist a company or any enterprise that competes with GHD. An employee must not engage in any competing activities.

5.3 Sideline work

Our people are to seek in writing permission to engage in sideline work with other organisations. Permission will not be granted if it is considered detrimental to GHD’s interests. It is expected that approved sideline work will be conducted totally during the individual’s own time and not at a GHD workplace.

5.4 Interests in third companies

Our people must disclose to the company Secretary, at the earliest possible opportunity, any stake they have or intend to acquire with a client organisation, competitor company or business partner organisation at a level where it is possible to exert real influence on the company’s management.

Our people involved directly in project procurement work must also disclose any significant shareholding or vested interest in a third party stakeholder (e.g., a construction contractor) seeking contracts for projects over which the individual has influence. Disclosure is to be made at the earliest possible time to the individual’s immediate manager to avoid potential conflicts of interest.

Once an interest in a third company has been disclosed, GHD will take appropriate measures to avoid the conflict of interest.
6. **Company property**

GHD utilises a wide range of devices and equipment across the business such as telephones, copying machines, computers, software, internet/intranet, and other technology which is only to be used for official company business. The use of company property must not:

- Relate to illegal activity
- Cause an actual or perceived conflict of interest
- Lead to significant added costs, disruption of normal business or other adverse effects for the company

Information cannot be retrieved, received or transmitted if it is culturally, racially or sexually offensive, is of a violent or criminal nature, includes offensive or derogatory words, images and videos or includes viruses.

No-one is permitted without approval to make records, files, video, audio recordings or reproductions using GHD equipment or facilities if the activity is not directly related to company business.
7. Handling of information

7.1 Records and financial integrity

GHD’s reputation with clients and stakeholders is enhanced through open and effective communication based upon accurate and truthful reporting. We maintain sound processes and controls so our transactions are executed according to recognised accounting and business practices. All people are required to ensure all inputs to these systems are:

- Complete
- Accurate
- Honestly reflect each transaction or actual expenditure
- Are timely and in accordance with applicable accounting rules and standards

7.2 Confidentiality

Confidentiality must be maintained for all GHD’s internal confidential or proprietary information. Non-public information obtained from or concerning suppliers, clients, employees, agents, subconsultants and other third parties must be protected in accordance with legal and contractual requirements.

There is an obligation to maintain confidentiality beyond the termination of a particular relationship as future disclosure can still cause damage to GHD’s business or the client’s business at that time.

7.3 Data protection and data security

The use of the Intranet and Internet, and worldwide information exchange and dialogue is fundamental to our daily business. However, this form of communication exposes us to risks related to personal privacy and data security. Acknowledgement of these risks is an important component of IT management, leadership and behaviour of each individual.

Personal data may only be collected, processed, or utilised for pre-determined, clear and legitimate, work related purposes. Personal data must also be maintained in a secure manner with appropriate precautions being taken during transmittal. High standards must be maintained with regard to data quality and protection against unauthorised access. The use of data must be transparent for those concerned and rights safeguarded in relation to correctness and if applicable, to blocking or deletion of information. All our people must comply with the particular laws and regulations relating to collection and use of personal data in jurisdictions within which they operate.
8. Health, safety and environment

8.1 Work safety
Protecting the health and safety of our people in the workplace is a high priority for GHD. It is the responsibility of all our people to conduct workplace activities in a safe manner recognising the best possible accident prevention measure applicable to:

- The technical planning of workplaces, equipment and processes
- Safety management
- Personal behaviour in the everyday workplace
- The work environment must conform to the requirements of health-orientated design

8.2 Environment
Through leadership and commitment of our people, GHD strives to conduct its operations in an environmentally responsible manner. All our people are expected to contribute to these goals through their own demonstrated behaviour.

8.3 Working environment
GHD maintains a working environment in all its workplaces that is consistent with GHD Core Values and legislative requirements. It is the responsibility of all our people to conduct workplace activities in a manner consistent with these principles.
9. Reporting and investigating

9.1 Improper business practices

Improper business practice includes, but is not confined to any actual or suspected:

- Questionable accounting, internal financial controls and auditing matters
- Conduct or practices which are illegal or breach any law, regulation, contract or GHD policies
- Fraudulent behaviour
- Abuse of authority
- Substantial mismanagement of GHD resources
- Unfair or unethical dealings with a client, supplier or partner of GHD
- Dishonest activity that causes actual or potential financial loss, or unjust advantage to GHD or any person or associate involved
- Behaviour which contravenes any part of these guidelines
- Conduct involving substantial risk to public health or safety or environment; or misuse of sensitive or confidential information

9.2 Making a report

We expect our people to report any suspected improper business practices.

Reports relating to inappropriate behaviour detailed in the GHD People Manual (e.g. harassment) are to be referred directly to the local people manager.

In the first instance, our people are encouraged to raise concerns with their manager as part of the regular communication between staff and their managers that address questions, concerns, suggestions or complaints. If this is not considered appropriate the matter should be elevated to the OCM, or regional General Manager.

However, if the matter is sensitive, the individual can choose to contact the company Secretary directly.

Any report of improper business conduct must be factual and made in good faith. The report should contain as much detailed information as possible.

9.3 Investigation

All serious allegations will be investigated in accordance with the Integrity Management Procedure. Investigations will be impartial, fair and adhere to the principles of natural justice and procedural fairness and any legal requirements of the local jurisdiction. All of our people are to cooperate with the investigation team and maintain confidentiality and respect personal privacy as required.

9.4 Findings and action

Where the investigation finds wrongdoings, GHD is committed to take action in relation to staff involved and make changes to inadequate processes as necessary. Where illegal conduct has occurred it will be reported to relevant legal authorities.
Appendix A
Major legislation, conventions and guidelines
Major legislation, conventions and guidelines
UN Global Compact 10 Principles for Sustainable Business
UN Convention Against Corruption
Universal Declaration for Human Rights (1948)
Foreign Corrupt Practices Act (FCPA) USA – 1977
UK Bribery Act 2010
Australian Corporations Act 2001
People’s Republic of China – Criminal Law
© GHD 2012

This document is and shall remain the property of GHD. The document may only be used for the purpose of assessing our offer of services and for inclusion in documentation for the engagement of GHD. Unauthorised use of this document in any form whatsoever is prohibited.

Document Status

<table>
<thead>
<tr>
<th>Rev No.</th>
<th>Author</th>
<th>Reviewer</th>
<th>Approved for Issue</th>
</tr>
</thead>
<tbody>
<tr>
<td>0</td>
<td>J Gersekowski</td>
<td>J Gersekowski</td>
<td>J Gersekowski</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
www.ghd.com