



**Norman
Disney &
Young**
A TETRA TECH COMPANY

Code of Conduct Policy

NDY Group



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1 PURPOSE

This Code of Conduct is designed to outline behavioural expectations to ensure that we maintain our reputation for having the highest standards of ethical and professional conduct. This Code is informed by our six key organisational values of Excellence, Leadership, Integrity, Collaboration, Accountability & Ownership and Innovation as well as our publicly available ethical statement here.

2 SCOPE

This Code applies to all employees, contractors, directors, consultants and agents of the NDY Group.

Conduct that occurs outside of the traditional workplace – such as while working remotely or attending functions - may still have an adverse impact on the NDY Group and its people; accordingly, this Code seeks to prescribe expected behaviours, acts or omissions that may have a relevant connection to the work and/or workplaces of the NDY Group to the extent that is reasonably practicable.

3 OUR STANDARDS OF CONDUCT

Our reputation and position in the market earned over time must be nurtured. Our conduct must ensure that we fulfil our responsibility to preserve this reputation in accordance with the following key principles:

- ▶ Always act with fairness, honesty, integrity and openness, respecting the opinions of others and treating all with equality and dignity.
- ▶ Promote the purpose, vision and values of the NDY Group in all dealings, both internally and externally.
- ▶ Observe the laws, regulations and professional standards expected in each country in which we do business.
- ▶ Provide a positive and valued experience for those receiving our services both internally and externally.
- ▶ Take responsibility for your actions and decisions supporting our policies, procedures and decisions reflecting delegated authority in place across the NDY Group to ensure that you do not exceed the authority of your position.

We all have an obligation to demonstrate behaviour in accordance with our values to maintain the highest possible standards of behaviour.

4 CONFLICT OF INTEREST

A conflict of interest is a situation where your personal or professional interests may conflict with your position, obligations and responsibilities as an employee or contractor. It could also include situations where you act in a way or use your influence as an NDY employee that would compromise the NDY Group's reputation or affect the conduct of NDY's business.

You must make every effort to avoid conflicts of interest. For example, if your position brings you into business contact with your personal interests, and there is likely to be a conflict of interest, you must inform your manager, Office Director/Manager or a member of the Group Executive.

Examples

- ▶ A manager signing off their own business-related expenses.
- ▶ An employee attempting to obtain a benefit from approving or recommending business dealings.
- ▶ An employee who favours a supplier during a tender process due to a personal relationship with them.
- ▶ An employee who uses their position to influence an outcome or in conducting business with NDY



Personal relationships (including family ties and/or intimate interactions) between workers of NDY Group (including prospective or actual employees and/or service providers), have the potential to create actual or perceived conflicts and may give rise to other workplace issues.

NDY Group is committed to ensuring that personal relationships (however fleeting or enduring) do not create conflicts and that any potential conflict or issues (such as the potential for perceived favouritism or impairment to worker morale) are appropriately managed.

Employees MUST inform their manager of:

- any family connection to another employee and/or service provider engaged and/or working at NDY and/or any other TetraTech Operating Unit, and
- any existing or developing romantic, de-facto, spouse or partner relationship (“Personal Relationship”) with another employee and/or service provider engaged and/or working at NDY and/or any other TetraTech Operating Unit.

The intention of this disclosure to the NDY Group is not to prohibit or otherwise interfere with a Personal Relationship but to enable management of any potential conflicts that may arise from the intersection of any Personal Relationship and professional relationships.

Employees are not permitted to manage, supervise or work directly for any family members or persons with whom they have a Personal Relationship.

5 CONFIDENTIALITY

Information about NDY Group, our clients, financial performance and projects is highly confidential. Confidential information is all information that is disclosed, provided or otherwise made available during your employment. It also includes work you may have performed during your employment. This information may only be used in the course of your employment as necessary for you to do your work. It may not be released, circulated or taken offsite without authorisation.

Further, we must be vigilant in securing all confidential information entrusted to us by others. Commercially sensitive documents and electronic files must be stored securely, and protected according to the nature of the material. If you are not sure whether any information is confidential information, you must speak with your manager before you disclose the information.

Discretion and care should be taken to avoid discussing or disclosing confidential information where it may be heard by others who are not authorised. Your obligation to protect the NDY Group’s confidential information continues after your employment ceases. This means you must not use it for your own benefit or anybody else’s, disclose it to a third party, copy it or take it with you when you leave.

Examples

Tony and Max used to work together in Electrical Section before Max took up an offer to work for a competitor. Tony and Max catch up for lunch and talk about the old days. Over a drink, Max asked Tony what he was up to. Tony told Max all about the bid he was working on with a major client which inadvertently let slip commercially sensitive information in relation to the strategy and design.

This example is a serious breach of the Code of Conduct and the Client Confidentiality Deed terms. The consequences of such a breach has NDY facing potential litigation, the Bid Team being disqualified and irreparable damage to reputation and relationships. Tony was not authorised to discuss the work with anyone outside the project team, and it was made worse as Max is working for a competitor that was also working on the same Bid.



6 COMPLIANCE WITH LEGAL & REGULATORY REQUIREMENTS

We are required to comply with a number of laws, regulations, industry codes and organisational policies and procedures.

To ensure that we meet our obligations, all employees are required to comply with the laws of each country and jurisdiction in which we operate. We may, from time to time, provide country specific directions in relation to conduct for those working in specific countries.

The NDY Group is committed to providing a safe environment for all workers and visitors; in this regard, we are proactive in preventing workplace incidents and adverse consequences to health, safety and wellbeing. Everyone performing work for the NDY has a responsibility to themselves and all other persons, to ensure, where it is reasonably practicable, that our place of work, work practice and work-related conduct is safe. This relevantly includes an expectation of compliance with any reasonable policy, procedure and/or direction issued by the NDY Group.

Compliance training is conducted regularly to assist you with understanding your obligations. For more information you should refer to My NDY – Management Systems or contact HR or Legal as appropriate.

7 BRIBERY & CORRUPTION

As captured in the NDY ethical statement, NDY prohibits the offering, giving, solicitation or the acceptance of anything of value directly or indirectly to:

- a) a Government official, employee of, or representative of a government-owned or controlled entity; or
- b) to any private person or employee of any business entity to improperly influence any act or decision of such person to obtain or retain business or to secure any improper advantage for NDY.

This Code is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- ▶ normal hospitality that is business related and is permitted by local law and the recipient's organisation's policies and that would not be considered lavish or extravagant by local standards;
- ▶ fast tracking a process which is available to all on the payment of a fee; and/or
- ▶ providing resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only

8 UNDERSTANDING AND RECOGNISING BRIBERY AND CORRUPTION

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act in a way that a reasonable person would consider to be dishonest in the circumstances.

Bribery can be defined as offering, promising or giving a financial, or other, advantage to another person with the intention of inducing or rewarding that person to act or for having acted in a way which a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to bribery.

Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

9 GIFTS & BENEFITS

Great care must be taken when accepting gifts or benefits as they may create a sense of obligation. You must always act in an ethical manner and under no circumstance should you offer or accept any improper payments or bribes. NDY will not tolerate bribery or corruption in any form.



A bribe is any benefit, financial or otherwise from one person or organisation to another person or organisation in order to encourage or compel the second person or organisation to make a decision or take an action that is suggested by or in the interests of the first person or organisation.

Modest gifts, tokens of appreciation or benefits may be accepted if they do not compromise you or NDY and does not create a potential or actual conflict of interest.

Normal hospitality that is business related and is permitted by relevant local law, and would not be considered lavish or extravagant by local standards, is acceptable. If you are in doubt about the value of a gift/benefit or offer of hospitality, or whether a gift or benefit is a token or not, you should seek advice from your manager.

Gifts, entertainment and hospitality are acceptable provided they:

- a) are permitted by local law and the recipient organisation's policies;
- b) the value is reasonable and appropriate to the recipient's position, the circumstance and to the occasion so that it does not create an appearance of bad faith or impropriety and cannot be mistaken as a bribe;
- c) they are provided openly and transparently;
- d) the frequency of prior gifts or hospitality provided to the same recipient (or their family) would not raise an appearance of impropriety; and
- e) they are business related and are not provided to the recipient's friends or family.

Facilitation payments: are used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer has an entitlement as of right. NDY will not tolerate or excuse such payments being made.

Reciprocal agreements: or any other form of quid pro quo are never acceptable unless they are legitimate business arrangements which are properly documented and approved by NDY Directors. Improper payments to obtain new business, retain existing business or secure any improper advantage should never be accepted or made.

Record keeping: can be exploited to conceal bribes or corrupt practices. No unofficial records will be established for any purpose.

Charitable Donations: Any donations to a charity where a government official has a role within the charity is considered by many laws to be for the benefit of the Government Official. Any charity donation by NDY must be approved by the NDY Charitable Trust.

Political Contributions: NDY will not tolerate any monetary or non-monetary contributions (including, without limitation, use of NDY's time, equipment or use of NDY's premises) to political parties or political causes.

10 PROFESSIONAL STANDARDS & CODES OF CONDUCT

Professional Engineers have ethical responsibilities which are set out by various professional bodies. We are committed to operating in accordance with these ethical standards and require this of the professional engineers who are employed by the company.

11 DOING BUSINESS WITH THIRD PARTIES

NDY actively seeks to establish and retain relationships with those parties who share the same ethical principles as NDY.

Under many Anti-Corruption Laws NDY may be held responsible for the conduct of any third party acting on behalf of NDY (this may include, without limitation, agents, contractors, sub-consultants or Business Partners) when NDY either knows or reasonably should have known of their unlawful conduct.

All third parties are required to act consistently with this Code. NDY should not hire or partner with any third party if there is a risk that they will breach applicable anti-bribery and anti-corruption laws or this Code.



Third parties should only be engaged where there is a clear business rationale for doing so and with an appropriate contract. Any payments to third parties should be properly authorised and documented.

12 CONSEQUENCES FOR BREACHING THIS CODE

Strict observance of the Code is fundamental to the activity and reputation of the NDY Group. It is essential that all of our people adhere to this Code.

Suspected breaches of this Code by any employee should be reported to their direct supervisor or to an Office Director/Manager or member of the Group Executive, who will consider the appropriate actions to be taken.

A breach of anti-bribery and corruption laws is a serious offence which can result in fines for NDY as well as reputational damage and commercial loss. An individual found guilty could be subject to penalties or lengthy terms of imprisonment. Even the appearance of a breach of anti-bribery and corruption laws can have severe consequences.

NDY will investigate thoroughly any actual or suspected breach of this Code, or the spirit of this Code. A breach of this Code by individual employees will be taken as a serious offence which can result in disciplinary action up to and including dismissal. Failure to co-operate and provide truthful honest information as part of any investigation could result in disciplinary action.

13 RESPONSIBILITIES AND HOW TO RAISE A CONCERN ABOUT BRIBERY & CORRUPTION

The prevention, detection and reporting of bribery or corruption is the responsibility of everyone who is associated with NDY. If you become aware or suspect that an activity or conduct which is proposed or has taken place is a bribe or corrupt, then you have a duty to report this.

It may not always be a simple matter to determine whether a possible course of action is appropriate. If you are unsure whether a particular act constitutes bribery or a facilitation payment, you should ask your Office Manager/Director or a member of the Group Executive.

NDY will not tolerate retaliation against anyone who, in good faith, reports a concern or co-operates with a compliance investigation, even where allegations are found to be unsubstantiated. If you suspect retaliation you should report it to the Office Manager/Director or a member of the Group Executive. We are all obligated to co-operate with investigations into ethical misconduct.



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