

---

## Patrick Terminals Code of Conduct

### 1. Introduction

No matter what we do, or where we work, as directors, officers, employees or contractors of Patrick Terminals (which includes PTH No 1 Pty Ltd and all of its subsidiaries), we must act safely and behave with honesty and integrity at all times. To achieve this, we must:

- continually strive to provide a safe and healthy work environment for all personnel;
- be good corporate citizens, including by complying with the laws and regulations in each state and territory in which Patrick Terminals operates;
- act honestly, with integrity and with respect for the interests of Patrick Terminals and each of our stakeholders, both internal and external;
- treat everyone with whom we deal fairly and with dignity and respect;
- avoid any personal, financial or other actual, potential or perceived conflicts of interest that could compromise the performance of our duties;
- use Patrick Terminals' assets (including, without limitation, funds, equipment and information) responsibly and in the best interests of Patrick Terminals;
- maintain the confidentiality of private, confidential and personal information and communications, including information belonging to customers, business partners and fellow employees;
- comply with Patrick Terminals' policies and procedures and be responsible and accountable for our actions; and
- report, in good faith and as appropriate, any suspected violations of the standards, requirements and expectations described in this Code of Conduct.

The behavioural requirements set out in this Code of Conduct are not intended to address every circumstance that may arise but are intended to provide a set of business principles and guidelines on what is considered to be acceptable and appropriate behaviour.

Similarly, this Code of Conduct does not describe every law, regulation or Patrick Terminals policy that may apply to you. It is your responsibility to ensure that you are aware of and comply with the laws, rules and policies that apply to your area of work, at all times. In order to do so, you need to obtain copies of the policies, standards and procedures relevant to your work and talk to your supervisor or manager about them, if required.

The laws that govern our activities are complex, but lack of knowledge does not relieve us from our compliance obligations. If you have any questions, you must seek advice from your manager as soon as possible.

Patrick Terminals expects all managers and supervisors to:

- (a) lead by example;
- (b) actively promote this Code of Conduct; and
- (c) quickly respond to breaches, incidents or concerns raised by others.

## 2. Behavioural Requirements

### 2.1. Promote a Safe and Healthy Workplace

Patrick Terminals is committed to the provision and maintenance of a safe working environment where there are no injuries and where you take care of yourself and everyone who interacts with our business.

#### **What you must do:**

- comply with Patrick Terminals' Health, Safety & Environment Policy;
- attend work in a fit state to safely perform your duties;
- perform your work in a careful, diligent and safe manner and in accordance with the policies, procedures and standards relevant to Patrick Terminals and your area of work, to help ensure you and your colleagues return home safely, everyday; and
- immediately report any safety hazards, unsafe conditions or environmental issues in a timely manner in accordance with Patrick Terminals' incident reporting processes and procedures.

## 2.2. Comply with the Law

Patrick Terminals must comply with the laws and regulations in each state and territory in which Patrick Terminals operates its business.

### **What you must do:**

- familiarise yourself with the relevant legislation, policies and procedures relating to your area of work;
- comply with both the letter and the intent of all relevant laws and regulations;
- seek clarification and assistance from your supervisor should you have any doubts in relation to your legal compliance requirements;
- help protect Patrick Terminals from theft or fraud;
- interact with competitors appropriately and do not share competitively sensitive material;
- never be involved in improper tendering, price fixing or market sharing. If present when such activities are suggested, you must refuse on the spot, leave the meeting and then report the matter to the General Counsel as soon as possible;
- fulfil all training requirements relevant to your work and co-operate with information and other requests when required; and
- speak up if you become aware of or suspect misconduct, unlawful conduct or other unacceptable behaviour when working or conducting business for Patrick Terminals (regardless of location).

## 2.3. Act Honestly and with Integrity

It is extremely important for Patrick Terminals to maintain its reputation as an honest and fair corporate citizen that acts with integrity.

### **What you must do:**

- behave honestly and with integrity at all times;
- never engage in misleading or deceptive conduct or falsify or wrongly withhold information;

- exercise due care, skill and diligence in all of your work;
- never risk compromising our long-term reputation and relationships by seeking to make inappropriate short-term gains;
- never deliberately falsify, conceal or destroy documentation that is intended for use for a normal business purpose.
- always comply with Patrick Terminals' Document Retention Policy;
- ensure that the books and records of Patrick Terminals reflect all transactions in order to permit the preparation of accurate financial statements;
- exercise your authorities within their limits and ensure that you have proper authorisation before entering into contracts or commitments on behalf of Patrick Terminals;
- never use your position within the Patrick Terminals business to seek personal gain or to obtain a dishonest advantage over others;
- be careful in your written communications made over Patrick Terminals information systems, such as email, as this is a permanent record; and
- ensure that any of your online activities, including your use of online social media, are appropriate and reflect well on Patrick Terminals.

## 2.4. Treat Others Fairly and with Dignity and Respect

Patrick Terminals does not tolerate workplace discrimination, bullying or harassment in any form. We must ensure that the business environment is a respectful one where high value is placed on equity, fairness and dignity.

### **What you must do:**

- display respectful behaviour to your fellow employees, customers and the general public at all times. This includes treating all persons equally and with courtesy, dignity and respect and not discriminating on the basis of age, sex, race, disability, political opinion or other personal characteristics;
- contribute to a workplace that welcomes, values and encourages different constructive opinions, perspectives and backgrounds; and

- never unlawfully discriminate, harass or bully your colleagues, customers or anyone else in the workplace.

## 2.5. Modern Slavery

Patrick is committed to respecting and upholding human rights and to conducting our business in compliance with all relevant Commonwealth and State laws, regulations and guidelines.

Slavery, servitude, forced labour, child labour, debt bondage, human trafficking, deceptive recruitment practices and forced marriage (together '**Modern Slavery**') will not be tolerated by Patrick under any circumstances, whether within our own operations or in our supply chains.

### **What you must do:**

- Staff must familiarise themselves with Patrick's Modern Slavery Policy and those involved in procurement activities must ensure that in the procurement of goods and services, Patrick complies not only with the requirements of the *Modern Slavery Act 2018* (Cth), but also with relevant international standards, including the UN Guiding Principles on Business and Human Rights.
- Raise any concerns in relation to a current or proposed future supplier with appropriate management immediately.

## 2.6. Communications and Media

In this digital era in which we operate, we need to be careful to ensure that our use of Patrick Terminals' various information technology systems, communications equipment and media, is proper and appropriate.

### **What you must do:**

- ensure that your use of our e-mail, internet, telephones and other forms of communication equipment and systems is appropriate and professional at all times;
- avoid using Patrick Terminals' systems for excessive personal purposes, or for any purpose which detracts from your day-to-day work;
- never email business information to your personal email accounts or maintain a copy of business information on your personal computers or other non-work electronic devices;
- be aware that when using company-provided technologies such as computers, mobile phones and voicemail, the information that you send or receive is not private;

- be aware that your activity may be monitored to ensure that company-provided technologies are used appropriately; and
- never speak on behalf of Patrick Terminals, unless you are expressly authorised to do so.

### **Be cautious in your use of social media**

- The company's social media policy is that unless you are expressly authorised, you are strictly prohibited from commenting, posting or discussing Patrick Terminals, its customers and clients, investments and other business matters on social networks, chat rooms, wikis, virtual worlds and blogs (collectively, "**Social Media**"). For further details on the appropriate use of Social Media, you should refer to Patrick Terminals' Social Media Policy.
- It is important to ensure that Patrick Terminals' external communications (if required) are timely, accurate and in accordance with all applicable legal and regulatory requirements. Accordingly, **you may not** make public statements on behalf of Patrick Terminals unless you have been designated as a "Spokesperson" by the Board or the CEO.

### **2.7. Avoid Actual, Potential or Perceived Conflicts of Interest**

In maintaining its reputation as an honest and fair corporate citizen, Patrick Terminals requires all officers and employees to actively avoid any actual, potential or perceived conflict between your personal interests and those of Patrick Terminals.

#### **What you must do:**

- put Patrick Terminals' interests first when it comes to work and work-related matters and not give preference to personal interests, or the interests of any other person, where to do so would be in conflict with Patrick Terminals' interests;
- maintain an arm's length relationship when dealing with customers, suppliers or contractors (third parties) and avoid having a material or controlling interest in any third party\* or competitor;
- obtain written approval prior to commencing any secondary employment or any voluntary work that may conflict with, or otherwise impact on, your ability to perform your Patrick Terminals duties; and
- disclose any actual, potential or perceived conflicts of interest to your manager or supervisor (including any outside activities, financial interests

or relationships that may involve you in an actual, potential or perceived conflict of interest).

*\* It may sometimes be beneficial for Patrick Terminals to utilise certain services provided by its shareholders (Qube and Brookfield). In such cases, you must obtain the prior written approval of the CEO and the CFO.*

## 2.8. Avoid Inappropriate Business Dealings (Bribery / Corruption) and Gifts

Patrick Terminals is committed to conducting its business dealings in accordance with the highest commercial and ethical standards.

### What you must do:

- ensure that all entertainment and gifts are declared in accordance with (and are not otherwise prohibited by) the Patrick Terminals Anti-Bribery and Corruption Policy. Under no circumstances should you accept any gifts, hospitality or favours from any person or entity for either yourself or your family and friends from anyone with whom we do business that could potentially influence a business outcome or give rise to the perception that a business outcome may be influenced. No cash payments should be given or received under any circumstances. In addition, no gifts must be given to or received from public officials;
- never pay any form of bribe or facilitation payment, or authorise or induce others to do so on Patrick Terminals' behalf. As set out in our Anti-Bribery and Corruption Policy, facilitation payments are payments made to secure or speed up routine administrative services (including, for example, obtaining permits or approving immigration documents);
- inform the General Counsel where you have any uncertainty about the appropriateness of any payment or gift;
- never contribute funds to any political party or candidate (other than in a purely personal capacity) without the prior approval of the Patrick Terminals Board; and
- prevent the use of Patrick Terminals' operations, equipment and systems for money laundering, the financing of terrorism or other criminal activities. This includes using reasonable care and undertaking reasonable due diligence to verify that third parties with whom we engage are not owned or controlled by, or act on behalf of, sanctioned governments, groups, politically exposed persons or others.

## 2.9. Protect Patrick Terminals' Assets

Patrick Terminals seeks to ensure that all of its assets are used responsibly and in the best interests of the Patrick Terminals business, its shareholders and its employees. Patrick Terminals' assets may include property, time, proprietary information, corporate opportunities and funds, as well as equipment used by individuals such as mobile phones and computers.

### **What you must do:**

- never use Patrick Terminals' assets for personal gain or for other improper purposes;
- ensure that Patrick Terminals' assets are secured against theft and are properly stored, maintained and repaired at all times;
- ensure that any requests for reimbursement of expenses are for legitimate business expenses;
- protect Patrick Terminals' intellectual property rights and co-operate with the company to ensure that any rights associated with intellectual property created or developed in the course of your employment will be owned and controlled by Patrick Terminals; and
- return all Patrick Terminals' assets if you are no longer working with us.

## 2.10. Protect Private and Confidential Information and Avoid Insider Trading

Patrick Terminals must comply with all applicable privacy legislation and must protect private, confidential and personal information from unauthorised access, use and disclosure, including information provided by or obtained from customers, suppliers, business partners and employees.

### **What you must do:**

- comply with all legal requirements that apply to the collection, use and retention of private, confidential or personal information;
- only collect, use and retain private, confidential or personal information that is necessary for legitimate business purposes;
- take care to ensure that private, confidential or personal information is kept secure and that you comply with Patrick Terminals' Privacy and IT Security Policies (this includes not sharing private, confidential or personal information with others unless there is a legitimate business or legal need to do so);

- where private, confidential or personal information is required to be disclosed by law, you must first consult the General Counsel;
- never use private, confidential or personal information for personal gain or for other improper purposes;
- never disclose any information about Patrick Terminals, our business or our shareholders that is not already in the public domain without the proper authority to do so; and
- where you have access to confidential information that may be price sensitive to either Qube or Brookfield securities (or to any other third-party securities), you must not use this information to gain a financial advantage for yourself or others either by making a trade for yourself or “tipping” others.

## 2.11. Be Accountable and comply with Patrick Terminals’ Policies and Procedures

Patrick Terminals requires that all directors, officers and staff are responsible and accountable for their actions and that they comply with all of Patrick Terminals’ policies and procedures.

### **What you must do:**

- take responsibility for the way in which you behave and perform your duties to a high standard, and honestly and fully report the results of your actions; and
- ensure you are aware of and comply with Patrick Terminals’ policies and procedures that apply to your area of work.

## 2.12. Report any Breaches or Suspected Violations of the Patrick Terminals Code of Conduct

Patrick Terminals takes compliance with this Code of Conduct seriously and requires you to diligently comply with its content and intent. Staff should notify management as soon as possible where an actual or potential breach of the Code of Conduct has been identified.

### **What you must do:**

- report appropriately, in good faith, any suspected corrupt practices, breaches of the law, breaches of the Code of Conduct and any other matters that may be detrimental to Patrick Terminals or its reputation. Reports should be made to either your supervisor or to your manager once removed. It may sometimes be appropriate to raise a concern

directly with the General Counsel or with the Head of HR, IR & HSE (for health and safety, discrimination or harassment matters);

- if you do not wish to report violations to Patrick Terminals staff, you may report a complaint to an independent third party through our reporting hotline or web address. The reporting hotline allows anyone to call anonymously (if they choose to do so) to report suspected unethical, illegal or unsafe behaviour while the web address allows reporting online. Both the reporting hotline and the web address are available toll-free, 24-hours a day, 7-days a week (refer to the Contact Section of this Code of Conduct for details);
- ensure that where reports or complaints are received in good faith, the staff who raised the concerns are not subjected to bullying or victimisation; and
- ensure that all reports made in good faith are promptly and thoroughly investigated. The party receiving the complaint (or such other nominated person) must record the receipt of the complaint, document how the situation was dealt with and file a report with the General Counsel. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law.

### 3. Administration

#### 3.1. Management and Supervisors' Responsibilities

Managers and supervisors must take all reasonable steps to ensure that all staff and contractors are aware of and comply with the this Code of Conduct. This includes ensuring that all staff and contractors have received and continue to receive appropriate training.

Managers and supervisors must ensure that they lead by example and strictly comply with the content and intent of the Code of Conduct. This includes quickly responding to breaches or concerns raised by others.

Managers and supervisors must ensure that they create an open and receptive environment in which employees feel comfortable enough to raise issues of concern. Upon becoming aware of such issues, managers and supervisors must promptly take action to address and escalate the issues as appropriate.

#### 3.2. Board and Patrick Management Team Responsibilities

The Patrick Terminals Management Team, via the CEO, is accountable to the Board for ensuring Patrick Terminals' compliance with this Code of Conduct. Each member of the Management Team must lead by example in promoting the values and standards contained in this Code of Conduct.

In addition, the Management Team must create processes and an environment where the risk of concealment of non-compliance is minimised.

### 3.3. Consequences of Non-Compliance

Failure to comply with this Code of Conduct may result in disciplinary proceedings and, in serious cases, in dismissal.

Additionally, where non-compliance with the Code of Conduct involves a breach of the law, Patrick Terminals reserves the right to report the matter to the appropriate law enforcement authorities.

## 4. Contact Information

### 4.1. Internal Contacts

**General Counsel:** Victoria Moore

Phone: 02 8333 6231

Email: v.moore@patrick.com.au

**Head of HR, IR and HSE:** Maria Zoras-Christo

Phone: 02 8333 6320

Email: m.zoras-christo@patrick.com.au

### 4.2. Reporting Hotline and Web Address

Toll Free Navex Global Whistleblower Helpline – 1800 940 767

Navex EthicsPoint -

[https://secure.ethicspoint.com/domain/en/report\\_company.asp?clientid=49705](https://secure.ethicspoint.com/domain/en/report_company.asp?clientid=49705)