

FITZGERALD CONTRACTORS LIMITED

Ethics and Fraud Policy

Fitzgerald Contractors, its Directors and Stakeholders places a strong emphasis on business integrity, efficiency, teamwork and the highest quality across all of our operations. This Policy formalises the ethical standards which we expect from all of our employees and forms an integral part of our overall policy on Corporate Social Responsibility. This policy applies to all Thomas Vale Group business operations, including Partnerships and joint ventures. We also encourage all of our Supply Chain Members to adhere to the principles within the policy. Fitzgerald takes ethical behaviour very seriously. Failure by any employee at any level to adhere to this policy will be progressed through our standard disciplinary procedures.

We are committed to:

- *Recognising our Responsibilities to all our stakeholders*
- *Shareholders*
- *Clients/Customers*
- *Employees*
- *Supply Chain & Business Partners*
- *Society, especially the communities in which we work*
- *Dealing with all of these Groups fairly and with integrity and in accordance with our contractual obligations as a minimum commitment.*

In support of this:

- *We are committed to take into account in our actions the laws of every jurisdiction in which we operate.*
- *We expect our employees to avoid and resolve conflicts of interest between their private financial activities and their part in the conduct of company business.*
- *It is not acceptable for any employee (or family member) to make or seek any personal gain from the purchase of goods or services.*
- *Employees must not use, exploit or disclose or attempt to use any information or material that is entrusted to them as part of their responsibilities, and must not apply information or materials for personal gain.*
- *Employees must immediately notify their line manager if they, or their family, have materially gained and may be required to dispose of any such personal interest if it conflicts with this policy.*
- *The direct or indirect offer, payment, soliciting and acceptance of monies, bribes in any form is unacceptable, for which Fitzgerald will issue a suspension pending investigation, which may lead to dismissal.*

Where business related hospitality or gifts are received, employees should report them and seek guidance from their Line Manager:

- *Gifts and hospitality such as Golf Events and other Sporting Functions, Dinners, etc should be recorded on a Hospitality & Gift Register located on the intravale and sent to the Group Managing Director's Personal Assistant to log (refer to section 5.2 in Staff Handbook).*
- *We do not handle money that is offered to us if we have reason to believe that it is being offered as a bribe or has been generated through illegal trading, money laundering or from operations not deemed to be lawful.*
- *All employees are expected to understand and act in accordance with the full range of company policies introduced by Fitzgerald.*
- *If any employee believes that a colleague or associate may be acting in contravention of this Ethics Policy, they should report their concerns immediately to the Group Managing Director.*

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Ethics and Fraud Policy (Cont.)

- *If any employee is uncertain as to the correct course of action, they should seek advice and guidance from a colleague who is senior to them. Ethical dilemmas will ultimately be discussed at Director level if they cannot be resolved at management level.*

Accountability and Audit

All contact with competition at whatever event will be recorded on a Competition Law Compliance Form. This information will be audited annually and be signed off by external auditors.

DON'TS

- *Never discuss the prices at which you supply goods or services with anyone who is not an actual or potential customer*
- *Never agree prices, price changes in them or the timing of changes with a competitor*
- *Never discuss any of the terms (including discounts, credits or other terms such as service levels) that you offer to your customers with a competitor*
- *Never agree with a competitor to keep out of its patch or request it to keep out of your patch. An example of this would be if you were to agree that you would not bid for a particular contract or go after a particular customer or type of customer or that you would keep out of a particular geographic area or type of supply*
- *Never request or agree to supply a "cover bid" - if approached advise your Line Manager and complete contact sheet*
- *Never agree with a competitor on how a mutual customer is to be supplied. Never agree with a competitor not to service a particular customer*
- *Never disclose your future business plans to a competitor*
- *Never enter into an agreement to share confidential information with a competitor*
- *When attending a Trade Association meeting you are likely to mix with competitors. Be sure to follow the rules and record the meeting on the standard Fitzgerald Contractors contact sheet*
- *An unlawful agreement does not have to be formal or in writing. It can be made orally or even by a nod or a wink in an informal setting.*

DO'S

- *Terminate a discussion or leave a meeting if you consider there is a risk of violating any of the "don'ts".*
- *Have your departure from a meeting minuted if formal minutes are kept*
- *Record any steps you take to ensure compliance with competition rules*
- *Seek advice from your Line Manager if you are at any time unsure on how you apply these rules.*