

# Conflict of Interest and Insider Trading Policy

Approved by BG&E Resources' Audit & Risk Management Committee (ARC)

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# 1. Purpose

BG&E Resources Pty Ltd (“BGER”) (“the Company”), ABN 94 628 465 056, is an employee-owned, multidisciplinary engineering and ESG advisory consultancy, delivering technical solutions for clients in the Resources, Energy and Industrial sectors. We are united by our purpose – together, we embrace ambition and innovation to solve complex problems, engage communities and transition all to a nature-positive future – and committed to helping clients to decarbonise.

The Company is committed to upholding the highest business standards in all our business activities.

Our Conflict of Interest and Insider Trading Policy (“Policy”) sets out a reporting framework which enables employees, officers and contractors, to disclose, and take reasonable steps to avoid, any conflicts of interest in connection with their BGER employment. The policy which applies to all BGER employees, officers and contractors provides guidance on how to recognise and avoid insider trading, which is prohibited by law.

The Policy supports BGER’s core values, especially Integrity, which is the collective responsibility of our employees, officers, and contractors. It also links these values to our other corporate policies.

The governance of this Policy is overseen by the Company’s Audit and Risk Committee (ARC).

## 2. Principles

- An apparent or allegation of conflict of interest or insider trading can be damaging to individual employees and adversely affect the reputation of BGER and its ability to function effectively.
- Fostering an awareness of the circumstances leading to conflict of interest and insider trading is an important mechanism for avoiding such situations.
- Transparency through a continuous disclosure reporting framework is the most appropriate approach to handling these issues.
- The freedom of employees to invest and associate should not be unduly limited by their BGER employment.
- The procedures should not unreasonably interfere with the privacy of employees or their families.
- If a conflict of interest becomes apparent BGER will seek to resolve this in a way which removes the conflict with minimal impact on the employee.
- In some circumstances it may be necessary to institute arrangements to protect both the employee and BGER.

### 2.1 Background

In the course of their duties, many of our employees have access to commercial and sensitive information which may either pose a conflict with their private interests or create a perception that such a conflict exists.

The BGER Code of Conduct requires that employees disclose and take reasonable steps to avoid any conflict of interest (real or apparent) in connection with their employment. It is also in the interest of all employees that the organisations and people we do business with are confident that we act in accordance with our Code of Conduct and Business Partner Code of Conduct and do not make improper use of information.

Insider trading is prohibited for all members of the community under the Corporations Act 2021 and carries criminal penalties.

BGER also has obligations under the Privacy Act 1988. These include having a reasonable basis for requiring information and securing information to ensure privacy.

### 3. Ethical Business Practices

BGER is committed to conducting business in an honest and ethical way at all times. We choose to do the right thing in everything we do and will fully support and protect our people and business partners who are acting and conducting themselves in accordance with the principles presented within this Policy.

The Company will:

1	<p>Comply with the traditions, culture, regulations and legislations of the places in which we operate and conduct business, and cooperate with the relevant authorities.</p> <p>In Australia, we acknowledge the unique and important interests that Aboriginal and Torres Strait Islander communities have in the land, water, sky and the broader environment affected by our work. For more information, see our Aboriginal and Torres Strait Islander Engagement Strategy and our Human Rights Statement.</p>
2	<p>Prevent any involvement in human rights violations, comply with all relevant labour and employment laws, and use recognised labour principles and guidelines in how we do business.</p> <p>Have zero tolerance for modern slavery including forced labour, child labour, sexual exploitation, abuse, and human trafficking.</p> <p>For more information, refer to our Modern Slavery Policy and Human Rights Statement.</p>
3	<p>Promote fair and equal treatment for all people, irrespective of their race, ancestry, ethnicity, Indigenous culture, citizenship, creed, colour, age, physical features, sex, sexual orientation including LGBTIQ+ (lesbian, gay, bisexual, transgender, intersex, questioning), lawful sexual activity, gender identity and expression, physical or mental disability, marital status, family responsibilities, pregnancy, breast feeding, carer responsibilities, religion, political opinion, industrial activity or trade union membership, affiliation, or military status.</p> <p>For more information, refer to our Diversity and Inclusion Policy and our Anti-Discrimination Policy.</p>
4	<p>Compete fairly for our commissions based on quality, price and innovative services, not by offering improper benefit to others. No BGER representative 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.</p> <p>At BGER, we take a zero tolerance approach to corruption of any kind, including bribery, kickbacks and facilitation payments.</p> <p>For more information, refer to the following:</p> <ul style="list-style-type: none"> <li>• Business Partner Code of Conduct</li> <li>• Anti-Bribery and Corruption Policy</li> <li>• Gifts and Benefits Policy.</li> </ul>
5	<p>Be transparent in all charitable donations, clearly document the recipient's identity and confirm that the funds were used for the intended purposes. We do not make direct political contributions including donations to politicians, parties or candidates.</p> <p>For more information, refer to the following:</p> <ul style="list-style-type: none"> <li>• Business Partner Code of Conduct</li> <li>• Anti-Bribery and Corruption Policy</li> <li>• Gifts and Benefits Policy.</li> </ul>

6	<p>Never engage in any conduct involving a possible or apparent conflict of interest – either personally or on behalf of the Company, unless you receive prior written approval from the ARC.</p> <p>This is particularly important when we work with government clients, as their guidelines for procurement are very strict.</p> <p>For more information, refer to the following:</p> <ul style="list-style-type: none"> <li>• Business Partner Code of Conduct</li> <li>• Anti-Bribery and Corruption Policy</li> <li>• Gifts and Benefits Policy.</li> </ul>
7	<p>Protect our tangible and intangible assets from loss, damage, misuse, theft and waste. Tangible assets include buildings, facilities, vehicles, equipment, computer systems, resources and records. Intangible assets comprise reputation and goodwill in the communities in which we operate and also include confidential information like business plans, client lists, intellectual property, proposals, technical innovations, designs, inventions, patents, financial data and other information we produce as part of our work for BGER and our clients.</p> <p>BGER also takes seriously the privacy and protection of the personal data of our employees, officers, and contractors, as well as clients and stakeholders in accordance with applicable laws. The personal data files of any person — such as payroll, insurance, benefits and working files — should not be accessed without proper authority.</p> <p>For more information, refer to the following:</p> <ul style="list-style-type: none"> <li>• Privacy Policy</li> <li>• External Communications Policy</li> <li>• Social Media Policy.</li> </ul>
8	<p>Protect the health, safety and wellbeing of our employees, officers, contractors, clients, stakeholders and mitigate impacts on the environment in the communities in which we operate.</p> <p>For more information, refer to the following:</p> <ul style="list-style-type: none"> <li>• Health and Safety Policy</li> <li>• Aboriginal and Torres Strait Islander Engagement Strategy</li> <li>• Human Rights Statement</li> <li>• Diversity and Inclusion Policy</li> <li>• Anti-Discrimination Policy.</li> </ul>
9	<p>Encourage honest, open and consistent communications with our people as well as our clients, stakeholders and third parties.</p> <p>To ensure information shared externally is consistent and accurate, all media relations activities as well as news, articles, social media posts and videos, are co-ordinated by the Marketing and Communications (M&amp;C) Team, in accordance with our External Communications Policy and Social Media Policy.</p>
10	<p>Empower all employees, officers, contractors, clients and stakeholders to share their concerns if this code, our policies or applicable laws have been violated. We expect people to report their concerns in good faith and will not retaliate, persecute or punish anyone.</p>

## 4. Conflict of Interest

A conflict of interest is a circumstance which places a BGER employee, officer or contractor in a position where their personal interests (including those of their immediate family – to the extent known) could compromise their independence. Apparent (or perceived) conflicts of interest may be as important as actual conflicts.

### 4.1 Recognising Potential Conflicts of Interest

Employees, officers or contractors should consider whether any of their private interests, such as personal relationships and financial interests (including those of their immediate family), could be affected by the decisions of BGER over which the individual has influence.

#### 4.1.1 Immediate Family

For the purpose of this policy, an employee's immediate family is defined as the employee's spouse/partner and/or children. The obligation on employees to disclose the private interests of their immediate family is limited by the extent to which the employee can reasonably be expected to know such interests and the consent of the relevant family member(s) to disclose any personal information.

#### 4.1.2 Personal Relationships

Employees may have personal relationships (including family and friendships) with people who are engaged in activities that could have an interest in issues with which the employee deals or over which the employee has influence. Examples could include journalists, government employees and officials, lobbyists (see below), community groups or industry associations or people who have business dealings with BGER. In the interests of transparency, employees should disclose the names and activities of any persons who could be seen to impact upon the employee's responsibilities.

#### 4.1.3 Acceptance of Gifts and Benefits

Employees, officers and contractors of BGER are expected to apply high standards of probity and ethical behaviour when accepting gifts or benefits. Refer to the BGER Gifts and Benefits Policy.

We recognise and accept that the occasional offer/acceptance of a modest gift or benefit such as entertainment or hospitality can make a valuable contribution to the development and maintenance of good business relationships.

BGER employees must be mindful of what is expected in return when a gift or benefit is offered. If the gift or benefit places either party under an obligation, or appears to do so, then there is a problem. A gift or benefit that is designed to influence a business decision in the Company's favour is a bribe.

Therefore, gifts or benefits should not be accepted by an employee or a member of their immediate family if acceptance could, in any way, be construed as an attempt to influence an administrative, regulatory or contractual decision, or create the appearance of a conflict of interest.

If an employee has any doubts about the propriety of accepting a gift or benefit, then the gift or benefit should not be accepted, or the matter raised with their line manager.

## 5. Insider Trading

Insider trading is trading in shares or other financial products (including procuring or inducing another person to buy or sell such products) on the basis of inside information.

Inside information is information which is not generally known and which, if it were generally known, could reasonably be expected to have a material effect on the value of the particular financial product.

Insider trading is prohibited by the Corporations Act 2001 and liability for breach of the insider trading laws can include:

- significant fines and/or imprisonment
- civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of illegal dealing in securities; and
- reputational damage, which may occur even where an insider trading breach is not proven.

### 5.1 Recognising 'Insider Trading' Information

BGER employees should be aware that the information they access as part of their duties may be inside or commercially sensitive information.

Employees must not trade in shares or other financial products, or induce others to do so, on the basis of such information. It is the responsibility of each employee to form a judgment as to whether the information they access in the course of their employment with BGER would be considered inside material information.

The following factors should be considered to assist in determining whether information might be inside information, and whether passing on information may be a breach of the insider trading laws:

- i) It does not matter how a person comes to know the inside information, including whether it was obtained in the course of carrying out their responsibilities at work, or in passing in the corridor, or in a lift or at a dinner party.
- ii) The financial impact of the information may be important in determining if it is market sensitive, but strategic and other matters may also be important in determining whether information might influence investors to buy or sell those securities, and accordingly, might influence whether the information is inside information.
- iii) Information is inside information if it would, or would be likely to, influence investors in deciding whether to buy or sell securities, and can include information which is of an uncertain nature, rumours, matters of supposition, matters relating to the intentions of a person (including a Company) and information which is insufficiently definite to warrant disclosure to the public.
- iv) The restriction on passing on information means that inside information must not be passed on to colleagues, family, friends, contractors or others where that person might deal in those securities.
- v) The laws on insider trading can apply to dealings by entities and people associated with you (even if they are not employed by the Company), such as:
  - a company, trust or a managed superannuation fund that you control; and
  - a spouse, partner or dependent child. Someone who is in possession of inside information may become subject to an insider trading investigation if an associate deals in securities to which the inside information relates.



## 6. Responsibilities

As an employee, officer, or contractor, of BGER, you are responsible for the Company's reputation for excellence, integrity, and fairness.

Ethical behaviour is integral to the way we conduct our business, and the Company requires everyone to be responsible for conducting themselves appropriately.

Employees will:

- comply with this Policy, BGER's Code of Conduct and all other policies, contractual obligations and any legislations or regulations;
- seek to ensure others who may be representing BGER comply with this Policy;
- work with clients, suppliers or partners, who operate under standards equivalent to our own, and who demonstrate they use ethical behaviour and practices;
- seek advice if there is any doubt as to the proper course of action;
- promptly raise any known or suspected breaches of this Policy; and
- demonstrate leadership and diligence to ensure compliance with this Policy.

All employees of BGER have a role to play in upholding the highest professional standards.

## 7. Reporting Concerns and Violations

BGER's business operations are conducted using a fair, ethical and transparent approach. We encourage an open and honest workplace and promote a no-blame culture. We will not retaliate, persecute, or punish any person in any way who, in good faith, raises any concerns about this Policy or makes a notification or report of real or perceived breaches/violations of the Policy provisions.

Employees can report suspected concerns or violations, by:

- contacting or speaking to their Manager;
- contacting or speaking to any of the Directors or Members of the Executive Leadership Team;
- contact or speaking to the Director, Environmental, Social & Governance and Development, the Chief Financial Officer, or the General Manager, Commercial; and
- contacting or speaking to any of Members of the ARC.

Appropriate disciplinary action may be taken against anyone found to have breached this Policy and criminal charges may apply if breaches of the Corporations Act 2011 occur.

We also encourage our clients and stakeholders to report and express their concerns relating to our employees' behaviours and suspected violations of this Policy.

For further details about the Company's Conflict of Interest and Insider Trading Policy, please contact:

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