

CORPORATE POLICY

CODE OF CONDUCT

1. Introduction

The Australian Gas Infrastructure Group (AGIG) is committed to conducting business in an honest, ethical, and accountable manner. The Code of Conduct aims to promote and strengthen the reputation of AGIG by establishing a standard of performance, behaviour, professionalism and integrity for its Employees, contractors and sub-contractors with respect to their conduct.

AGIG's values of Trust, Respect, Perform and One Team drive our culture, setting out how we behave and how we make decisions. These values are important considerations in the application of this Policy.

This Policy supports these values by providing a framework of guiding principles for Employees and contractors of AGIG to drive compliance with all legal and ethical standards in work related matters.

The Policy specifies the standards of behaviour for Employees and contractors in the performance of their duties and embodies the following principles:

- To act with integrity and professionalism in the performance of all duties and to be scrupulous in the proper use of AGIG information, funds, equipment and facilities;
- To exercise fairness, equity, proper courtesy, consideration and sensitivity in all dealings in the course of carrying out duties; and
- To avoid actual, potential or perceived conflicts of interest.

Employees and contractors need to understand that the Code of Conduct also applies to and embraces adherence to the formal policies and procedures of AGIG in the conduct of their roles.

For the purposes of this document the following definitions apply:

"AGIG" means "DBNGP (WA) Nominees Pty Ltd as trustee for DBNGP (WA) Pipeline Trust", the group of companies that make up the Dampier Bunbury Pipeline group (DBP), the group of companies that make up the Dampier Development Group (DDG), the group of companies that make up the Australian Gas Networks group (AGN), the group of companies that make up the Multinet group (Multinet) and any other companies that come under AGIG's control from time to time. The term "The Company" can be interchanged with AGIG.

"Employees" means all Employees of AGIG whether it be in a casual, full/part time, temporary or permanent capacity, and includes contractors and sub-contractors.

This Policy should be read in conjunction with other AGIG policies.

2. Responsibilities:

Employees are required to –

- Perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner;
- Comply with all applicable laws and regulations;
- Report any breach or suspected breach of all applicable laws and regulations;
- Abide by AGIG's policies and procedures, instructions and lawful directions in the course of their employment and duties;
- Ensure that they take reasonable care to ensure their own safety and health while at work and to avoid adversely affecting the safety and health of others;
- Comply with AGIG's Health & Safety and Environmental policies and associated policies and procedures including the Zero Harm Principles;
- Provide accurate information, give prompt attention and not discriminate on any unlawful grounds when dealing with people in the course of their duties;
- Comply with all AGIG policies related to EEO, Harassment and Bullying and not harass, bully or intimidate any other person while at work or otherwise representing AGIG;
- Treat all people they deal with in the course of their employment with sensitivity and courtesy;
- Comply with AGIG's obligations under the National Gas Law and its obligations under the ACCC Undertakings given by AGIG pursuant to the Competition and Consumer Act 2010 (Cth);
- Maintain accurate records, including accounting, regulatory, compliance, inventory levels and petty cash;
- Retain documents and other records required for audit, compliance and regulatory approval and other valid reasons;
- Behave in a manner that maintains or enhances the reputation of AGIG; and
- Ensure dress and appearance is appropriate for the performance of their duties, including wearing a uniform and PPE where it is provided or where safety standards specify.

This Code of Conduct specifically addresses the critical areas where Employees may, at various times, interact with or on behalf of the business. These criteria include but are not limited to the matters outlined in this policy.

3. Conflict of Interest:

Any situation which may represent an actual, potential or perceived conflict of interest must be disclosed by the Employee and discussed with their General Manager, the Company Secretary or the Chief Executive Officer to avoid a conflict of interest occurring. All business transactions must be conducted solely in the best interests of AGIG.

A conflict of interest can exist if you have a personal interest in a decision being made, where that decision should be made free from bias and in the best interests of AGIG. An indirect interest includes but is not restricted to an interest:

- of a member of an Employee's family;
- of a corporate entity associated with the Employee or their family;
- held by any other legal entity associated with the Employee or their family.

A conflict of interest may be:

- Actual – when the conflict of interest is known to exist;
- Potential – when the conflict of interest is believed to be under consideration or discussion (for example, when a decision made by you could be seen to provide you, an associate or a member of your family with an improper gain or benefit); or
- Perceived – when the existence of the conflict of interest would cause adverse comment if publicised outside of AGIG, whether or not the conflict of interest is actual or potential.

Conflicts of interest may involve, among other things:

- Outside work or employment;
- An outside business relationship with, or interest in, a supplier, customer or competitor;
- A business relationship on behalf of AGIG with any person who is a relative or a personal friend, or with any company controlled by such a person;
- A situation where you have influence or control over the job evaluation or compensation of any person who is a relative or romantic partner;
- Personal use or sharing of AGIG confidential information for profit; or
- An acceptance of personal benefits, such as something more than a modest gift or entertainment, from a person or organisation dealing, or expecting to deal, with AGIG in any type of business transactions.

In general, if an associate or family member owns, or has a significant interest in, a company or other entity and that entity is a competitor, customer, supplier or partner of AGIG, a conflict of interest will potentially exist. In those circumstances, you should make sure you are not part of the process which will decide whether, for example a contract will be awarded to that entity.

You should not allow yourself to be in a position where a family member will report to you or you will report to a family member. Similarly, you should ensure you are not in a position to influence, in any way, the employment conditions of a family member or romantic partner including their work assignments, salary or other benefits.

Common sense and good judgement must be exercised to avoid any conflict of interest.

4. Working for Other Organisations and/or Conducting Business

Working for another organisation or conducting a business is not permitted without the prior written permission of the Chief Executive Officer. Permission will be granted where the Chief Executive Officer is satisfied that working for one's own business or another organisation is not likely to lead directly or indirectly to a conflict of interest or to unsatisfactory performance. AGIG will not unreasonably withhold approval for an Employee to undertake external paid or unpaid work.

Employees must not canvass or conduct non-AGIG business during working hours, whilst working for AGIG, without the prior written permission of their General Manager, the Company Secretary or the Chief Executive Officer.

Employees must not use any AGIG property, IT systems or tools of trade whilst working for another organisation or in the course of conducting a business.

5. Use of Information

Employees of AGIG must not use or disclose information, including strategic, business, trade, commercial or personal information deemed confidential, obtained through their employment with AGIG, to anyone including but not limited to customers, competitors or other Employees other than in the proper conduct of their duties. If unsure, Employees must discuss the matter with their General Manager, the Company Secretary or the Chief Executive Officer.

Information obtained at work must not be used to obtain financial reward or to gain other benefit, or to take advantage of another person on the basis of information held in AGIG's records. All documentation stored electronically, or in any other form, is the property of AGIG unless otherwise agreed.

6. Access to AGIG Systems and Property

All Employees, contractors and sub-contractors engaged by AGIG must receive and sign either a completed:

- Employment Agreement for Employees hired and paid on AGIG's payroll; or
- Suitable Agreement for contractors, sub-contractors and temporary staff whose services are paid for by invoice.

These agreements must be produced on the authorised template reviewed by AGIG Legal and prepared by People and Culture.

All contractors and sub-contractors must be engaged in accordance with AGIG's contractor engagement procedures.

AGIG will not allow any Employees or external parties access to AGIG's Information and Telecommunication systems unless final authorisation has been provided by People and Culture following approval by the relevant General Manager.

AGIG will not allow any Employees or external parties access to AGIG's premises unless authorisation has been provided by People and Culture following approval by the relevant General Manager.

Employees are required to comply with AGIG's physical security policies.

7. Computer and Internet Use

The security of AGIG's computer systems and data is paramount. Deliberate or reckless security violations of corporate applications or the data network (as defined in AGIG's various IT policies) will constitute misconduct.

Access to, storing, distributing or downloading of sexually explicit and/or pornographic or other offensive material is considered a serious breach of the Code of Conduct.

Employees are required to comply with AGIG's various IT and social media Policies.

8. Ring Fencing

All Employees of AGIG shall ensure that in performing their roles for and on behalf of the Company, they comply with policies and procedures to enable the Company to comply with its ring fencing obligations under the ACCC Undertakings, the Standard Shipper Contracts, distribution Haulage

Agreements, various relevant market rules and the National Gas Law. If unsure, Employees must seek clarification from their General Manager, the Company Secretary or the Chief Executive Officer.

9. Insider Trading

Because AGIG is not an ASX listed entity, the Insider Trading prohibition set out in the Corporations Act does not apply, however Employees may become aware of information which may impact the share price (Relevant Securities) of entities contracting or negotiating with AGIG or that are owned or controlled by our shareholders. Such information may expose Employees to prosecution for Insider Trading or market misconduct in Australia or other jurisdictions (such as under the Hong Kong Securities and Futures Ordinance).

Any person who possesses information that is not generally available and which could have a material effect on the value or price of any of the Relevant Securities must not trade in those securities nor induce any other person to trade.

An AGIG Employee may acquire information (financial and/or operational) about the Company that is confidential and that could impact the trading price of the Relevant Securities. Inside Information may include, for example, information about: financial results; major acquisitions; joint ventures; significant capital projects; important contracts; and sales details. In these circumstances, if the affected Employee trades Relevant Securities, it could be alleged that the trades were done on the basis of Inside Information and that an unfair advantage was taken of other market participants.

Any AGIG Employee who owns or intends to acquire Relevant Securities, should discuss any intention to trade with the Company Secretary before undertaking the trade. AGIG will, from time to time, assess whether a trading moratorium needs to apply to trades of the Relevant Securities and the Company Secretary will notify AGIG staff of the embargoed list of third party companies from time to time once a new counterparty is identified or is no longer applicable.

10. Using Company Property, Money, Goods or Services

AGIG's property, funds, facilities and/or services should be used efficiently, economically and for authorised purposes only and the use of funds should be in accordance with the approved Delegation of Financial Authority.

11. Inventions or Documentation

Any documentation, invention, design, improvement or idea (usually known as "intellectual property") connected with or related to the business of the Company developed by an Employee during or as a result of their employment is, and remains the sole property of the Company, (including the exclusive right to copyright, use, adapt, patent and/or register such) unless otherwise agreed by the Chief Executive Officer.

Such documentation, invention, design improvement or idea must not, without authorisation, be divulged or released to, or for use by, anyone not employed by the Company. Nor may it be divulged or released to any person who has no need for such information other than in the proper performance of their duties for the Company.

An Employee must promptly disclose to their General Manager, the Company Secretary or the Chief Executive Officer any documentation, invention, design, improvement or idea connected with or related to the business of the Company developed outside of working hours during their employment with the Company. The Chief Executive Officer will determine the action to be taken in relation to any such disclosure.

12. Use of Official Position

Employees must not use their position to seek or obtain any financial or other advantage for themselves, their family or any other person or organisation. Nor is an Employee permitted to use their position to harass or disadvantage another person.

13. Making Statements about Official Matters

Employees must not disclose information about or belonging to the Company which is not public, or make public comment in respect of the Company, directly or indirectly, without the prior approval of their General Manager, the Company Secretary or the Chief Executive Officer. If making a statement as a private citizen, on an official matter relating to the Company, the Employee must declare this to the audience.

14. Giving and/or Accepting Gifts, Gratuities, Entertainment or Other Benefits

Employees are not permitted to give and/or accept gifts, gratuities, entertainment or other benefits related to the performance of their duties with a value in excess of AUD\$250 without the approval of their General Manager, the Company Secretary or the Chief Executive Officer. Employees must consider whether gifts or entertainment at any time, could be intended, or even be reasonably interpreted, as a reward or encouragement for a favour or preferential treatment. Depending on the size, frequency and circumstances in which gifts are given, they may constitute bribes, political payments or undue influence.

The offer of any such gifts, gratuities, entertainment or other benefits must be reported to the Employee's General Manager, Chief Executive Officer or the Company Secretary before they are accepted or declined.

All such gifts, gratuities, entertainment or other benefits must be reported immediately to the Company Secretary and Head of People and Culture whether accepted or declined.

Additionally, Employees must ensure that payments made to agents, distributors and suppliers are always for services rendered and are reasonable according to the nature of those services.

15. Fraud, Bribery and Corruption

The Company prohibits fraud, bribery and corruption in all forms, whether direct or indirect. All Employees are required to comply with the Company's Fraud & Corruption Prevention and Whistleblowing Policy.

Employees must not offer, promise, give, demand or accept any undue advantage, whether directly or indirectly, to or from:

- A public official;
- A political candidate, party or party official;
- A community leader or other person in a position of public trust; or
- Any private sector employee (including a person who directs or works for a private sector enterprise in any capacity)

in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of the Company's business.

16. EEO, Harassment and Bullying

All Employees must be aware of the Company's EEO, Harassment and Bullying Policies and the responsibility they place on Employees to respect the rights of individuals. Employees must not discriminate against, or harass, any person in the course of their employment or engage in workplace bullying.

17. Health, Safety and Environment

Employees must cooperate and comply with the Company's Zero Harm Principles, Health & Safety and Environmental Policies, associated policies and procedures and all relevant HSE legislation, pipeline licence conditions and the Safety Cases. This will ensure that the health and safety of others is not endangered nor the environment.

Employees must undertake HSE training where required, avoid and prevent the misuse of safety and first aid equipment, wear safety clothing and PPE where provided, and report hazards, events and unsafe practices.

Employees must present to work in a fit state. Employees must not come to work if there is any chance they might test positive to alcohol or drugs other than those able to be supported by a medical certificate. The consumption of alcohol is not permitted on the Company's premises or AGIG contractor or sub-contractor work areas. No drugs of any kind, other than those required for medical reasons, should be brought into or consumed at the workplace.

Employees are expected to declare to their supervisor any circumstances including the use of medication (prescribed or over the counter) that could negatively impact on their fitness for work.

18. Internal Controls

The Company has established various financial and accounting control standards to ensure that assets are protected and properly used. Employees share the responsibility for maintaining and complying with the required internal controls and are required to maintain accurate and reliable financial records and reports.

19. Travel and Entertainment

Travel and entertainment should be consistent with the needs of the business and in accordance with the Company's Travel Policy. It is the intent of the Company that Employees neither lose nor gain financially as a result of business travel and entertainment.

Employees who approve travel and entertainment expenses are responsible for the propriety and reasonableness of expenditures, ensuring that expense reports are submitted promptly and that receipts and explanations properly support reported expenses.

20. Employment after Leaving AGIG

An Employee who is about to leave or leaves the Company for other employment or to conduct their own business must not use their position or confidential information about the Company to the benefit of their future employer or business, nor to disadvantage the Company in commercial or other relationships. If unsure, Employees must discuss the matter with their General Manager, the Company Secretary or the Chief Executive Officer respectively.

21. Breaches of This Code of Conduct

All Employees have a responsibility to observe this Code of Conduct and the various Company supporting policies and ensure that no breaches occur.

Any Employee who in good faith, makes a complaint or disclosure about an alleged breach of the Code of Conduct and follows the reporting procedure, will not be disadvantaged or prejudiced in the making of such a complaint or disclosure. Any report made by an Employee will be acted upon (subject to clause 21), and kept confidential.

A prompt investigation will take place to address the complaint or disclosure made and the Employee will be informed of the outcome. The particular circumstances of each case will determine the level of detail contained in the report back to the Employee.

Employees may at any time, discuss a matter or seek advice on how to proceed with a matter, with the Head of People and Culture, their General Manager, the Company Secretary or the Chief Executive Officer.

Any Employee who does not follow the standard of conduct outlined in this code, may be subject to serious disciplinary action and potentially termination of employment.

22. Whistleblower Protection

An Employee who has a problem, concern or complaint related to the work environment (a "Whistleblower complaint") is encouraged to report it in accordance with the Company's Fraud & Corruption Prevention and Whistleblowing Policy.

23. Administration

Responsibility for the administration of the procedures relating to the Code of Conduct lies with the General Manager People and Strategy. A copy of each complaint or disclosure shall be forwarded, upon receipt by the manager / supervisor, to the Head of People and Culture, the General Manager People and Strategy, the Company Secretary, or the Chief Executive Officer. People and Culture will monitor complaints or disclosures and report to the Chief Executive Officer and the Board of Management as required.

24. Procedure variation

This procedure does not form a contractual entitlement and can be amended, varied or replaced from time to time

25. Conclusion

All Employees are expected to abide by The Company's Code of Conduct and supporting policies and procedures including legal obligations and responsibilities. A Code of Conduct cannot cover every situation so when in doubt, or if an Employee has any questions about their responsibilities, or the Code, it is that person's responsibility to seek clarification from their General Manager, the Head of People and Culture, the Company Secretary or the Chief Executive Officer.

26. Responsibilities/ Accountabilities

Employees are accountable for:

- Treating fellow Employees and Company equipment in accordance with the Company's values and the Code of Conduct.
- Raising issues or grievances with their immediate manager / supervisor or People and Culture as soon as practicable when the issue or grievance arises to assist in the prompt resolution of the situation/ issue.

Managers / Supervisors are accountable for:

- Treating all issues or grievances raised with them, seriously and with the utmost confidentiality.
- Ensuring that the engagement of all new Employees, including contractors and sub-contractors, is carried out by People and Culture to ensure all relevant Company documentation, including confidentiality agreements, are signed prior to commencement.
- Responding to and acting on issues raised or grievances in a timely manner.
- Seeking guidance from People and Culture on the process to resolve issues or grievances raised by Employees.

People and Culture is accountable for:

- Providing support to Employees and managers in managing/ investigating Employee grievances or issues.
- Ensuring new Employees, including contractors and sub-contractors, have signed relevant documentation and are allowed access to the Company's premises and systems.
- Providing training or coaching to managers in how to manage Employee issues or grievances.
- Ensuring the confidentiality of the process is maintained, as far as practicable.

27. Amendments

Action	Title & Name	Date
Reviewed by	The Company Secretary and Head of People and Culture	February 2019
Recommended by	Executive Management Team	February 2019
Recommended by	Risk and Compliance Committee	27 February 2019
Approved by	Board	5 March 2019
Version Number	1	
Amendments to this version	DBP's Employee Code of Business Conduct has been used as the basis for this new AGIG Corporate Policy.	