

---

## Purpose

The purpose of this Conflict of Interest Policy (**Policy**) is to:

- avoid, identify, address and manage any actual, potential or perceived conflicts of interest openly and transparently; and
- meet the expectations of shareholders, stakeholders and the community with respect to CleanCo's management of conflicts of interest.

## Scope

This Policy applies to all CleanCo employees, directors, contractors and consultants.

## When does this Policy apply?

This Policy applies in situations where a material private interest of an individual could give rise to a possibility of a conflict of interest between that private interest and their duties at CleanCo. A conflict of interest of this kind may cause significant loss or damage to CleanCo and this Policy can assist with identifying and avoiding these types of situations.

## Values

Genuine:

- Supporting best practice approach to avoiding, identifying, addressing and managing conflicts of interest.

Collaborative:

- Sharing and displaying readily accessible information relating to avoiding, identifying, addressing and managing conflicts of interest with our people and stakeholders.

Curious:

- Developing strategies and frameworks to improve conflict management, with a critical review every two years.
- Investigating reported breaches or suspected breaches professionally.

Courageous:

- Disclosing conflicts of interest.
- Reporting any suspected conflicts of interest in accordance with this Policy.

## Conflict of Interest

A conflict of interest is the divergence between your private interests (personal, professional and business) and your Official Duties at CleanCo.

A private interest is one which provides a benefit (whether direct, indirect, contingent or contractual) to you, or a person or entity associated with you, which is real and substantial and may have the capacity to influence the actions you take or the decisions you make in respect of CleanCo.

A conflict of interest can be:

- **actual:** involving a conflict between your Official Duties and existing private interests e.g. where you hold shares in a company which stand to benefit from a decision made by CleanCo;

## Conflict of Interest Policy

- **perceived:** where it would appear to an independent observer that your private interests do or could improperly influence the performance of your Official Duties (e.g. where you are in the position to influence CleanCo's decision to employ a family member or a friend); or
- **potential:** where your private interests could conflict with your Official Duties (e.g. where a Close Family Member works for a company with the same interests as CleanCo).

Related party transactions (involving the transfer of resources, services or obligations between CleanCo and a related party) can also present conflicts of interest and may raise questions about whether they are in the best interests of CleanCo.

### Corporations Act

The obligations provided under this Policy are in addition to any obligations or duties any officer has under the Corporations Act and other related legislation.

## Roles and Responsibility

- The **Board** and directors are responsible for:
  - ensuring an appropriate framework for the prevention and management of conflicts of interest;
  - complying with a statutory and fiduciary duty to avoid conflicts of interest;
  - promptly disclosing conflicts of interest, including:
    - declaring a conflict of interest to be tabled at the next board meeting; or
    - raising a conflict of interest during a board meeting where the matter to be discussed relates to the relevant private interest;
  - raising potential or perceived conflicts with the Board where a director is unsure of whether a conflict exists;
  - ensuring that a director is not present during discussions, does not receive any information and does not vote on a matter regarding a declared conflict of interest, unless the Board otherwise determines;
  - ensuring that any concerns about an existing or potential conflict of interest relating to another director that has not been declared is discussed in confidence with the Chair of the Board, or if it involves the Chair of the Board, the Chair of the Audit Committee. The respective Chair should then discuss this with the conflicted director to determine how best to handle the matter; and
  - recording any declared or identified conflict of interest and the way the conflict was managed in the Board minutes.
- The **CEO** is responsible for implementing and administering the prevention and management of conflicts of interest.
- The **Company Secretary** is responsible for:
  - maintaining the register of declared conflicts of interests for directors, employees, contractors and consultants;
  - reviewing this Policy and advising on any changes in law;
  - conducting investigations under this Policy; and
  - reporting to the Board and Audit & Risk Committee.
- **General Managers** are responsible for ensuring that employees, contractors and consultants know about this Policy and that procedures to address and manage conflicts of interest are complied with.

## Conflict of Interest Policy

- All **employees, directors, contractors and consultants** are responsible for:
  - complying with this Policy;
  - avoiding and promptly disclosing any conflicts of interest on CleanCo's conflicts of interest register held by the Company Secretary, accessible from the People & Culture team; and
  - notifying a General Manager if they are unsure of whether a conflict exists or may arise.

## Breaches of this Policy

To obtain additional information about this Policy, including whether a matter is within the scope of this Policy or provisions of the Corporations Act generally, please contact your General Manager.

## Further information about this Policy

CleanCo, its Board and leadership teams are committed to ongoing improvement of its conflict of interest management across the organisation. If you have any questions about the implementation of this Policy wish to discuss how this Policy applies to you, contact your General Manager.

## References

This Policy is to be read with:

- Code of Conduct
- Fraud and Corruption Control Policy
- Procurement Procedure
- Risk Management Policy
- Securities Trading Policy
- Whistleblower Policy

## Definitions

The following definitions apply to this Policy:

CleanCo	CleanCo Queensland Limited ACN 628 008 159
Close Family Member	includes a spouse/domestic partner, your/their children/dependants and can extend to siblings, aunts/uncles, cousins, parents, grandparents, nieces/nephews and any other family member who may be expected to influence you.
Official Duties	include the day to day activities performed by CleanCo directors, employees, contractors and consultants as part of their role accountabilities.

### Document governance

<b>Title:</b>	Conflict of Interest Policy
<b>Approved by:</b>	CleanCo Queensland Limited Board
<b>Periodicity of review:</b>	2 years, unless otherwise required
<b>Approved:</b>	24 July 2020 v2

Version	Date	Description	Approved By
1	June 2019	Initial document	Board
2	June 2020	Review and consolidation of CleanCo's Governance requirements	Board