



ENGENCO LIMITED

Code of Conduct

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Message from the Managing Director and Chief Executive Officer

The Engenco Group Code of Conduct (**Code**), is our guide to doing the right thing in business. It is founded on our values and clarifies the ethics and compliance expectations for everyone who works at the Engenco Group. Our Code reflects a principles-based approach, and where rules are not stated explicitly, everyday business decisions will be guided by our values with reference to other resources where relevant.

Ethical behaviour is an integral part of our culture, a culture that defines who we are, how we are perceived by the community and how we treat our colleagues.

Through openness and integrity, the Code also ensures that we comply with a set of rules that reflect the highest standards of corporate governance.

We will sometimes encounter situations that will test our values, judgment and integrity. When these tests arise, we can use this Code. When we follow the Code, we communicate our commitment to the values.

I am personally committed to making sure we embody the strong ethical principles captured in this important document. It is essential for our employees and contractors to uphold and follow our Code, regardless of their role in the Company. Equally important is a requirement to hold others accountable to follow our Code and to call out misalignment of values in a respectful way.

We are proud of the achievements of our dedicated and skilled staff – wherever they are – in workshops, railway sidings, training rooms and offices in our many facilities across the country and world-wide. Thank you for being engaged and committed to making the principles and practices of our Code part of the way we work.

Please take time to familiarise yourself with your obligations under this Code and continue to refer to it as you perform your duties to learn more about our values, our expectations and how best to enjoy working with us.



Kevin Pallas
Managing Director and CEO
For and on behalf of the Board.

Introduction

The Code applies to all employees and contractors employed by Engenco Limited and its subsidiaries including Gemco Rail Pty Ltd, Drivetrain Australia Pty Ltd, Convair Pty Ltd, Total Momentum Pty Ltd, Centre for Excellence in Rail Training Pty Ltd and Hedemora Turbo & Diesel AB (collectively known as **Engenco Group, Group or Company**).

Engenco Group's Code is one of the ways Engenco applies its values and guides you in upholding the highest ethical business practices when working at, or in connection with, Engenco Group.

The key principle underpinning the Code is compliance with laws, regulations and ethical standards. The Code outlines the ways in which Engenco Group expects you to conduct business.

The Code provides guidance on how you should conduct yourself when representing Engenco Group and addresses your responsibilities to Engenco Group, each other, customers, suppliers, business partners, government and regulatory authorities.

Each of us has a personal responsibility to incorporate, and to encourage others to incorporate, the principles of the Code in the way we work and win.

Our Code is a great resource, but it doesn't cover every situation you may face, so it's important to use good judgement in everything you do and to ask for help if you're ever unsure about the right course of action. You must be familiar with not only the Code, but all supporting Engenco Group policies and standards relevant to your area of work. We must win the right way.

It should be noted that the Code is not a 'stand-alone' document and does not over-ride any law or regulation. Should the Code be inconsistent with any relevant law or regulation, that law or regulation will take precedence.

Guiding Principles

Our four fundamental principles guide everything we do:

1. Health, safety and wellbeing of our staff, customers and supply partners is our number one priority.
2. Respect is paramount and underpins our principles and values. We respect our Company history, our people, past and present, our customers and suppliers, and our place in the community.
3. Innovation and the highest quality of products and services is achieved in collaboration with our customers and supplier partners.
4. Sustainable and ethical business is pursued for the benefit of all – our community, staff, customers and supply partners (winning the right way).

Our Values

Engenco Group has adopted four corporate values which distinguish and guide our professional conduct and personal behaviour while at work. Make sure your actions always reflect our values. You are required to follow the Code and comply with Engenco Group's policies, procedures, all relevant laws and regulations and complete your assigned training.

Integrity - The power of honesty

We are committed to doing the right thing. We are motivated to promote a culture of trust, to operate ethically, honestly, legally and transparently and to deliver on what we promise.

Excellence - The power of quality

We are committed to be the best at what we do. We are driven to never compromise on quality, safety, to prioritise value and to celebrate innovation.

Commitment - The power of responsibility

We are committed to accepting our responsibilities and delivering on our promises. We pledge to maintain a healthy and safe working environment, to practice sustainable business and to work with our customers to deliver quality solutions.

Collaboration – The power of working together

We are committed to working as a team to accomplish our individual and Group goals. We understand that our differences make us stronger. We listen to each other and welcome the opportunity to learn something new. Together we will succeed.

Personal and Professional Integrity and Conduct

Managing Staff

In keeping with our guiding principles, Managers, Supervisors, Team Leaders and Leading Hands, or the people in charge, are expected to provide a safe, encouraging and supportive work environment that recognises and values diversity, ability and contribution.

Teamwork Interaction

1. Personal Behaviour

Harassment and bullying in any form – verbal, physical, or visual is unacceptable and will not be tolerated. If you believe you've been bullied or harassed by any Manager, Supervisor, fellow employee or contractor, we strongly encourage you to immediately report the incident to your Manager, Supervisor, Human Resources or both. Similarly, Managers and Supervisors who learn of any such incident should immediately report it.

I will:

- Act ethically and with integrity;
- Make decisions fairly, impartially and promptly, considering all available information, laws, policies and procedures;
- Treat members of the public and colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interest, rights, safety and welfare;
- Not harass, bully or discriminate against colleagues, members of the public or employees.

2. Professional Conduct

We are committed to a supportive work environment, where employees can reach their full potential. Engenco Group actively creates and promotes an environment that is inclusive of all people and their unique abilities, strengths and differences. We work better together because of our differences, not despite them.

I will:

- Respect and value the diversity of the workforce where differences are valued and respected;
- Give colleagues the opportunity to express their views and opinions and invite teamwork and collaboration;
- Respect workspaces and avoid displaying or distributing material or using language that may cause offence;
- Stop unacceptable behaviour if it is offensive or unwelcomed to a colleague or customer;
- Report unacceptable behaviour to my manager or Human Resources, as appropriate;
- Comply with the requirements of any policy, procedure or work instruction;
- Maintain an appropriate, professional standard of dress and grooming which complies with internal procedures, and/or occupational safety and health standards;
- Ensure that I am “fit for work” and that my actions will not adversely affect my work performance or endanger the health, safety or welfare of others in the workplace or in the community;
- Report all hazards and adverse events when they occur;
- Participate in MYCENTRAL performance planning and accept responsibility for building capability and enhancing my skills;
- Comply with delegations of Authority and use my authority and powers responsibly;
- “Win” the right way.

Quality Assurance & Improvement

Engenco Group places emphasis upon quality to world class standards, experience, expertise, capability and reliability. We are committed to providing quality products and associated services which will ensure customer satisfaction throughout the effective life of the products and services that we provide. We are committed to continuous improvement and strive to deliver excellent service, provide exceptional value and exceed customer expectations.

Employees are required to adhere to Engenco Group's Quality Management Policy and relevant procedures and provide input for monitoring, reviewing and recommending changes to assist Engenco Group to meet its objectives. Where appropriate this is to be followed up by submitting/registering improvement requests.

Compliance with laws, regulations and ethical standards

Legislation

Engenco Group's operations in Australia and overseas must always, be conducted in accordance with all laws and regulations applicable in Australia as well as in the jurisdiction in which any Engenco Group operations and activities are being undertaken.

I will:

- Support a 'zero tolerance' approach to crime and corruption in relation to the Group's operations;
- Conduct the business of Engenco Group with the highest level of ethics and integrity and in the best interest of the Group and win the right way.

Harassment and Bullying

No form of discrimination, harassment or bullying will be tolerated by Engenco Group in the workplace, at work related functions, using work-related resources and technology, in work-related accommodation or during work-related travel. Appropriate disciplinary action, up to, and including, dismissal, will be taken by Engenco Group where any complaint of discrimination, harassment or bullying is substantiated.

Equal Employment Opportunity

Engenco Group, as an equal opportunity employer, aims to provide a working environment free from unlawful discrimination, harassment and bullying. State and Commonwealth Equal Employment Opportunity and Anti-Discrimination legislation protects people from discrimination.

In all instances, the position requirements and specifications of employment are the key factors to be used when taking any action, making any decision or appointing a person as an employee at the Company. This includes permanent, part time, casual and contract.

I will:

- Select and place employees on the basis of their qualifications, experience and proven performance (i.e. merit) for the work to be carried out, considering accommodations as appropriate and needed – without regard to their age, irrelevant disability/impairment, political belief or activity, religious belief or lawful activity, breastfeeding, parental/carer status, marital status including defacto, physical features, pregnancy/potential pregnancy, race/ethnic background/nationality/social origin, gender, transgender, irrelevant criminal record and personal association with any one or more of the above attributes;
- Have zero tolerance for bullying, harassment and discrimination.

Diversity

Engenco Group values diversity and inclusivity and is committed to ensuring all its people are treated with dignity, courtesy and respect, irrespective of their background and differences.

Honesty, integrity and respect for others are essential in establishing and maintaining successful business relationships and send a clear message to others about how the Company conducts business. You should ensure you act with honesty, integrity and respect at all times. This obligation extends to the entire workplace, work-related social functions, and work-related travel.

I will:

- Build and maintain a productive, motivated workforce by treating all employees fairly and equitably;
- Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures without bias;
- Understand and respond to employees' legitimate needs and concerns.

Theft and Misappropriation

Engenco Group considers fraud, corruption and misconduct to be serious matters. Such behaviours are unacceptable, and Engenco Group adopts a zero-tolerance approach towards such behaviour. All allegations of corrupt conduct will be investigated and may result in disciplinary action including dismissal.

I will:

- Commit to supporting a strong culture and sound governance to prevent, detect and respond to fraud and misconduct;
- Not use Engenco Group's assets or other resources for personal benefit;
- Be responsible for safeguarding Engenco Group's assets and resources under my control;
- Ensure all expenditures are correctly allocated and reported on a timely basis;
- Not remove any of Engenco Group's equipment, supplies, or other resources without authorisation;
- Not intentionally damage, destroy or dispose of Engenco Group's property (excluding items of nominal value which can no longer be used) without appropriate approval;
- Not submit a fraudulent expense reimbursement claim or use corporate credit cards for personal use;
- Account for time worked on an accurate and concise basis.

Occupational Health and Safety

Engenco Group provides, as far as practical, safe facilities, equipment, working conditions and procedures and expects all employees to follow these procedures at all times. Engenco Group's Work Health Safety Policy is published on the Company's website and every employee is responsible for making themselves aware of this policy. If an employee is not sure of any issue, they are to ask their Manager, Supervisor, Team Leader, Leading Hand or the person in charge.

I will:

- Comply with all health and safety policies, safety rules, work instructions and procedures;
- Maintain good housekeeping practices which are essential to maintain a safe, healthy and productive workplace;
- Endeavour to practice safety in my personal life;
- Be aware of the requirements of my role and not undertake duties which I am not qualified or

authorised to perform;

- Report any unsafe act, near miss or known potential for risk of injury or damage;
- While on medication, be aware that I have a responsibility to communicate with my Doctor and Manager regarding how to work in a safe manner while under the effect of any medication.

Environmental Responsibility

Our products and services are intended to support sustainable development of resources and they are intended to meet or exceed applicable regulations and standards wherever they are initially sold, used and/or delivered.

Drugs and Alcohol

State and Commonwealth Occupational Health and Safety Acts and where applicable, Rail Safety Legislation, place obligations on employers and employees regarding the provision of a safe and healthy work environment. In keeping with this legislation and our legal obligations, Engenco Group will ensure it provides illicit drug and alcohol-free work sites. The use of illicit drugs or alcohol can affect a person's efficiency, safety and welfare, which exposes other persons to risk of injury and the Company to potential property loss or damage.

I will:

- Not be in possession of illicit drugs or illicit drug paraphernalia;
- Participate in the Company's Fitness for Work monitoring programs as directed;
- Always present in a fit state for work.

Use and Release of Company Information

We recognise and respect the personal information privacy and interests of individuals. We collect and process only relevant, accurate information needed or appropriate for business purposes, and do so only by lawful means. We appropriately safeguard the security and confidentiality of Company records containing personal information whether those records are held by the Company or by the Company's business partners, and limit access to information only to those who have a legitimate business need for it, as and when permitted by law.

Confidentiality

Employees, during the continuance of their employment with Engenco Group or at any time thereafter are not permitted to disclose to any person, firm, regulatory authority or corporation, except (i) as required by law, (ii) in the lawful discharge of their duties on behalf of the Company, or (iii) at the written request of the Managing Director or the Company Secretary of the Company, any confidential information not already available to the public concerning:

- The business or affairs of the Company or any affiliate;
- The business affairs of any customer or supplier (refer to the Company's Privacy Policy);
- Any information about any employee or contractor.

This includes, but is not limited to, information which an employee may have acquired in the course of, or incidentally to, employment with the Company, including, but not limited to, trade secrets, formulae, processes, systems, records, methods, techniques, drawings, photographs, passwords, products, financial conditions, customer and prospective customer lists or information, computer software, Company structure, manuals or operations.

The Company undertakes to treat the personal information of each employee in the same confidential manner.

I will:

- Not disclose Engenco Group's information or documents, acquired through my work, other than as required by law or where proper authorisation is given;
- Not misuse this information for personal or commercial gain, or for a gain or to the detriment of another;
- Respect the confidentiality and privacy of all personal information;
- Return all confidential information and intellectual property within my possession and control when terminating my employment with Engenco Group.

Privacy

Engenco Group is committed to recognising and respecting the privacy of its employees, contractors, suppliers, business partners, customers and shareholders.

Personal information collected is used for business purposes only, in accordance with our Privacy Policy and applicable legislation.

Engenco Group abides by the following:

- Personal information will be collected ethically and lawfully, in a manner which is not unreasonably intrusive;
- Personal information will only be used for the purposes for which it was provided;
- Personal information may be disclosed where authorised by the party concerned and is necessary to prevent a serious threat to health and safety, or is required by law, or to assist authorities in enforcing the law;
- It will not use such information other than for necessary, work-related purposes.

Disclosure of Information

On Engagement

All information provided by an employee to the Company prior to appointment must be accurate and complete. Providing false or misleading information whether in writing or verbally, direct or via a third party, may result in disciplinary action including termination of employment.

Criminal Offences

It is imperative all employees work and behaviour always remains at an acceptable standard and the highest level of integrity is observed. Should a situation occur where an employee is under criminal investigation or criminal charges have been laid, they are to immediately inform their Manager. Examples include where an employee is charged with a criminal offence punishable by imprisonment, or if found guilty of a criminal offence, the punishment would significantly affect the employee's ability to perform their work. E.g. The loss of a vehicle licence if the employee is required to drive a vehicle in the normal course of their work.

Media Discussions

Employees are not permitted to give interviews to the media (radio, press, television, etc.) or make public statements (including on social media) on any aspect of the Company, its business associates or their operations unless for Company sanctioned promotional purposes, or where specifically authorised in writing by the Managing Director or Company Secretary.

Whistleblower Policy

Engenco Group strongly encourages the reporting of unethical or illegal behaviour, misconduct, or any other improper state of affairs or circumstances in relation to the Company or its people. Certain disclosures may be subject to protection under legislation and employees are encouraged to familiarise themselves with Engenco Group's Whistleblower Policy.

Importantly, this policy does not apply to disclosures that concern personal work-related grievances. Generally, these are grievances relating to an employee's current or former employment that have implications for that person personally but do not have wider significant implications for Engenco Group. Employees are encouraged to report personal work-related grievances to their Manager or Human Resources.

Insider Trading

Inside information is material information about a company that is not generally available to the public. Whether information is material is generally judged by whether it would have a material effect on the value of a company's securities and/or influence a person's decision to deal in those securities.

Examples of possible inside information include:

- the financial performance of Engenco Group before details have been made public by their release to the Australian Securities Exchange;
- entry into or termination of a significant contract;
- actual or proposed mergers, acquisitions or joint ventures.

In the course of your job you may become aware of confidential information before it is made public. It's not an offence to simply possess inside information however it is a criminal offence to buy, sell or otherwise deal in relevant securities while you have inside information. This is called insider trading.

It is also a criminal offence to encourage insider trading or to disclose inside information with a view to others profiting from it.

You should refer to the Engenco Group's Securities Trading Policy to better understand your rights and duties in relation to inside information and how you may deal in the Company's securities.

Use of Company Resources

The Company responsibly preserves and protects all assets either owned or under its care and control. All employees are responsible for the care and maintenance of all Company property including any vehicle, equipment and tooling supplied for use in the pursuit of Company business.

Internet, e-mail and software packages are business tools and should always be used for business purposes only. Work related e-mails as well as short and infrequent e-mails to a family member or friend are acceptable. It is the responsibility of all Engenco Group employees to use their e-mail and internet access in a mature, professional, ethical and responsible manner at all times. Storage of information should be kept to a minimum in accordance with Engenco's Document Retention policy.

Engenco Group reserves the right in all circumstances to access and disclose the contents of e-mails or downloaded material along with a list of internet sites which may have been visited inappropriately. In addition, Engenco Group, wherever it can, will prevent access to inappropriate sites through the use of electronic software tools. Authorised Company employees will conduct audits as part of a regular schedule or at any time without warning. This information may be reviewed

by the Managing Director, Executive General Manager, HR Manager and relevant Senior, Branch or Department Managers if it is found to contravene this policy.

Intellectual Property

There are many types of intellectual property/Company owned information. This includes copyright, patents, trademarks, trade secrets, design rights and know-how. Copyright covers, among other things, the expression of ideas such as written material, computer programs, plans, drawings, instructions, technical information, music and pictures. The Company retains the copyright in work produced by employees during and as a result of their engagement with the Company.

In the case of inventions, developments and improvements made by an employee in the course of their employment, it is a condition of that engagement that the employee will do everything reasonably within their power to transfer or confirm the ownership in such inventions, developments and improvements to the Company, at the Company's expense if relevant to the Company's interests and business activities.

An employee will retain the copyright in work only if approved in writing by the Managing Director of the Company, or if that employee can demonstrate they did not use the Company's time, name, information or resources to produce the work.

Conflicts of interest

Employees are expected to devote their work time and energies to their position at the Company. For this reason, together with the need to protect the Company's commercial interests, employees are not permitted to engage in any other business or activities which in the opinion of the Company adversely prejudices the employee's ability to carry out their responsibilities on behalf of the Company or puts the employee in competition with the Company, or benefits others who are in competition with the Company.

To engage in any such business or activities deliberately or knowingly will be regarded as serious misconduct and will result in immediate termination of employment. Employees should avoid entering into any relationship or situation that makes it difficult to perform their duties impartially. Family or other personal relationships must not influence an employee's decisions. Employees should disclose any personal relationships with third parties when involved in evaluating or negotiating on behalf of Engenco Group, whether for employment, as a customer or supplier, or any other reason.

Anti-Bribery and Corruption Policy

Engenco Group is committed to conducting its operations and business activities with integrity and preventing bribery or corruption. Engenco Group is committed to complying with all applicable laws including those related to anti-bribery and corruption.

The Anti-Bribery and Corruption Policy sets out the responsibilities of Engenco Group and its employees in observing and upholding the prohibition on bribery and related improper conduct and provides information and guidance on how to recognise and deal with suspected instances of bribery and corruption.

The Anti-Bribery and Corruption Policy reflects the laws applicable to Engenco Group's common operations. As such, compliance with the Policy should generally result in compliance with local laws. Nevertheless, employees should ensure that they are familiar with local laws and, where a law imposes a higher standard than the Policy, employees operating in that country must fully comply with the higher standard.

Financial Probity and Accountability

Handling Financial Matters, Reports and Accounting Records

Investors, creditors and others have a legitimate interest in our Group's financial and accounting information. The integrity of Engenco Group's financial reports and accounting records, including the handling of monies, is based on validity, accuracy, completeness, timeliness, and understandability of basic information supporting entries to the Company's accounts. Employees must ensure every accounting or financial entry accurately reflects that which is described by the supporting information.

I will:

- Maintain an accurate and auditable record of all financial transactions relating to Engenco Group in accordance with generally accepted accounting principles;
- Not access or use information that is not required for me to perform my role;
- Ensure the secure storage of sensitive or confidential information;
- While involved in handling monies, creating, processing or recording such information, to be personally responsible for its integrity;
- Observe the principles of the relevant financial management legislation;
- Not use a Company credit card for private purchases, cash withdrawals or any expenses that have or will be claimed as an offset for any form of allowance;
- Report loss, theft or misuse of a Company credit card immediately.

Compliance Responsibilities

General

Engenco Group Business Units are required to monitor and report on compliance within the requirements of the Code through self-evaluation and Group corporate governance processes. Group HR and the Managers of each Business Unit are responsible for monitoring and enforcing compliance with the Code.

Any identified breaches of the Code should be reported to the relevant Managers, Supervisors or the Group HR team.

Employees

Employees are responsible for:

- a) understanding and complying with the Code;
- b) immediately reporting any circumstances which may involve deviation from the Code to the relevant Supervisor/Managers or Group HR team.

Any employees who deal with contractors, consultants or agents who represent Engenco Group must make them aware of the Code and that Engenco Group expects them to conduct their business in accordance with the Code.

Managers

Managers are accountable and responsible for:

- a) understanding and complying with the Code;
- b) immediately reporting any circumstances which may involve deviation from the Code to their Executive Manager, or Group HR team;
- c) facilitating reasonable mechanisms to enable Engenco Group employees to understand and fulfil their responsibilities in relation to the Code;
- d) inducting new employees.

Consequences of Breaching the Code

The importance of a relationship based on trust and integrity between the Company and its employees cannot be underestimated. All suspected breaches of the Code, or any other situation pertaining to the relationship of trust and integrity between the Company and its employees, will be thoroughly investigated. If these investigations reveal breaches of the Code, disciplinary action including dismissal may result. If the matter is criminal in nature, it will be referred to the Police.

This means you must:

- Read, understand and comply with the Code and the policies, laws and regulations that apply to your job.
- Speak up when you see possible violations of the Code, policies and legal and regulatory requirements.
- Be truthful and cooperate fully in any investigation. Do not conceal or destroy information.
- Complete training on the Code, and attest that you understand and commit to complying with the Code.

The Company reserves an exclusive right to vary this Code of Conduct and, to amend, terminate or introduce new policies and procedures. New and/or updated Policies and Procedures will be issued and communicated to all affected employees so that they may become familiar with the changes.

All employees have access to the Company's website, which lists all Company policies, procedures, safety instructions, business manuals, quality standards and other Company manuals and documents. All employees are responsible for making themselves aware of these policies and procedures which are to be followed at all times.