

EMS01-S01-P01 CODE OF CONDUCT

The Code is endorsed and approved by the Board for the use by all Directors, Officers, Management and Employees of and contractors (including advisers, consultants and secondees) to Easternwell during the conduct of its operations.

Troy Campbell
Chief Executive Officer

30 June 2011

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MESSAGE FROM THE CEO

Easternwell's Code of Conduct (**Code**) is underpinned by 5 Directives. These Directives are the broad philosophies that guide our organisation in all it does, irrespective of changes to ours goals, strategies, type of work, or Management. The 5 Directives are:

- 1 Safety.** Easternwell is committed to providing all Employees and those working on our sites with a safe working environment. We recognise that safe operations depend on the competence of our people and that promoting a values-based safety culture at all levels will lead to safer and more efficient operations.
- 2 Governance.** We have the responsibility as well as a legal duty to protect the physical, intellectual and financial assets of Easternwell. We will comply with all applicable laws and regulations in each jurisdiction where we operate. We will be forthright and transparent about our operations and performance, accurate in the recording and reporting of data and results, and exercise care in the use of our assets and resources.
- 3 Investing in Our People.** People are the foundation of our business, and it is fundamental that we minimise their exposure to health and safety hazards and provide an environment where personal betterment and wellbeing is an engrained culture. We will attract, retain and develop capable and committed employees who are focused on delivering results. We are committed to creating a work environment of mutual trust, in which diversity and inclusion are valued, and where employees are treated with dignity and respect.
- 4 Social Responsibility.** We recognise the important role that culture and society play in our operations and will be actively involved in the communities in which we operate, contributing in a way that makes a demonstrated improvement to our shared community. We will strive to create mutual advantage by understanding the needs of our customers, contractors and suppliers by conducting ourselves honestly, responsibly and fairly. We are also fully committed to the protection of the natural environment and will work with our community partners and other stakeholders to minimise the impact of our operations wherever we operate.
- 5 Customer Focus.** We will be a customer-focused organisation, providing innovative and high quality products and services that offer value for money. We aim to be a 'quality' organisation in every respect, committed to fulfilling customer expectations and ensuring our competitiveness by continuously improving our products and processes and earning the mutual respect and confidence of our business partners through doing what we say we will do, every time.

I am committed to these Directives and the principles outlined in this Code in the way I work and in the way I do business. So I ask each of you to join me in making a personal commitment to do the same. By conducting ourselves in this manner, we will not only enhance the reputation and success of Easternwell and build more effective relationships, but we can stand tall in the knowledge that we have achieved this together.

Yours sincerely



Troy Campbell

Chief Executive Officer

PURPOSE

- 1 The Code of Conduct:
 - a. Reflects Easternwell's values and commitment to conduct business in accordance with all relevant laws, in a safe, professional and ethical way and in an environmentally and socially responsible manner;
 - b. Clarifies the standard of ethical behaviour required of all Directors, Officers, Management, Employees of and contractors (including advisers, consultants and secondees) to each Group Entity (referred to as '**Personnel**');
 - c. Empowers all Personnel to carry out their respective roles and responsibilities in a way that promotes a better working environment for all Personnel and for everyone with whom they come into contact in the course of their employment or performing their duties;
 - d. Details the responsibility and accountability for reporting and investigating reports of unethical practices;
 - e. Expresses Easternwell's views about its expectations regarding its community, including Shareholders, Personnel, customers and consumers, suppliers, creditors and other stakeholders and the broader community; and
 - f. Details the practices necessary to maintain confidence in Easternwell's integrity.
- 2 Easternwell's Board and all Senior Executives are committed to the Code and to ensuring its principles are upheld across Easternwell's entire operations.

GENERAL

Applicability of the Code

- 3 The Code applies to all Personnel that conduct activities on Easternwell's behalf.
- 4 The Code continues to apply to those Personnel while they are on leave, rostered time off or suspended from the workplace.

Integrity and Personal Conduct

- 5 Personnel shall:
 - a. act honestly, in good faith and in the best interests of Easternwell;
 - b. carry out their duty to use due care and diligence in fulfilling the functions of their position;
 - c. act with integrity in all dealings for Easternwell; and
 - d. not make false or misleading statements or otherwise mislead, by action or omission.

Becoming familiar with the Code

- 6 The Code is a reference to important information all Personnel need to know, including where to get additional help. However, the Code cannot address every situation nor does it substitute for taking personal responsibility and exercising good judgment and common sense in order that individual actions do not damage Easternwell's reputation.
- 7 All Personnel must be familiar with their responsibilities and Easternwell requires that all Personnel sign FRM-S01-035, Code of Conduct Acknowledgement, on initial engagement and annually thereafter, to acknowledge that they have read and understood the Code and related documents detailed within the Code.

Compliance with the Code

- 8 The Code represents a commitment to doing what is right. By working for Easternwell, all Personnel are agreeing to uphold this Code and all Personnel have a personal responsibility for following the Code, Directives, policies, procedures and subordinate documents that apply to their job. Those that fail to adhere to the Code put themselves, their co-workers and Easternwell at risk.
- 9 Non-compliance with the Code may result in disciplinary action in accordance with Easternwell's policies and procedures.

Reporting Breaches of the Code

- 10 Easternwell values transparent and honest communication. Easternwell acknowledges that although reporting a breach of the Code is a requirement, it also may be difficult.
- 11 Personnel are to report any matter which they believe, on good grounds, any matter which constitutes fraud, corruption, misconduct, unethical behaviour or otherwise a breach of this Code.
- 12 Easternwell encourages all Personnel to raise concerns about behaviour, which they believe may be illegal or a violation of this Code or other Group policy, through the most comfortable means including speaking with a supervisor, manager or relevant Senior Executive, or by making a report to the FairCall hotline.
- 13 It is the policy of Easternwell not to allow retaliation for reports of misconduct by others made in good faith by Personnel. All Personnel are expected to cooperate in internal investigations of misconduct.

Fraud and misconduct hotline (FairCall)

- 14** FairCall is a free, independent fraud and misconduct reporting hotline. Anonymity of the reporter will be maintained where permissible by law and as requested by the reporter. All calls are answered by experienced investigators who provide Easternwell with a report summarising the concerns. All information received by FairCall is treated with confidence and shared only with those persons that need to know the information to take appropriate action.
- 15** All Personnel are encouraged to use FairCall as an alternative method of reporting any serious perceived breaches of the Code. The third party operated hotline can be reached by telephone at 1800 500 965 anywhere in Australia, or by emailing faircall@kpmg.com.au.

If in doubt

- 16** Inevitably, decisions as to what is acceptable may not always be easy. If any Personnel are in doubt as to whether a potential act constitutes a breach of this provision of the Code, the matter should be referred to their supervisor or manager, or the Legal Department before proceeding. The Legal Department's email address is legal@easternwell.com.au.

Monitoring

- 17** The aims of monitoring are to encourage compliance with the Code, provide advice on compliance where necessary, obtain data on the degree of compliance and to provide an ongoing mechanism for the identification of potential amendments to the Code.
- 18** To promote compliance with this Code, the Board has appointed the Executive General Manager – Legal & Risk who, in conjunction with TS's Internal Audit team, will be responsible for implementing an internal audit process. The Executive General Manager – Legal & Risk will report directly to the Board on compliance.

Variations and waivers

- 19** The Code is subject to periodic review. Easternwell reserves the right to vary, replace or terminate this Code.
- 20** Any waiver of this Code may be made only by the Board and will be promptly disclosed as required by law or regulation.

SAFETY

'Easternwell is committed to providing all Employees and those working on our sites with a safe working environment. We recognise that safe operations depend on the competence of our people and that promoting a values-based safety culture at all levels will lead to safer and more efficient operations.'

Safety Commitment

- 21 Easternwell is committed to providing a safe and high quality service. Health and safety will therefore prevail over all operational decisions made and actions followed.
- 22 All Personnel have a responsibility for maintaining a safe and healthy workplace by following Easternwell's Corporate Health Safety & Environmental Management Policy, EMS02-SO1-P01 which details requirements for reporting incidents, injuries and unsafe equipment, practices or conditions.
- 23 All Directors, Officers and Management must lead by example and clearly communicate roles, expectations, and create the capacity for Employees and contractors to perform within the HSE Policy.

Alcohol and drug policy

- 24 Easternwell has a policy of 'zero tolerance' to the use of illegal drugs, alcohol or non-prescribed controlled drugs at Easternwell operational sites and premises and when engaged on Easternwell business. Easternwell's Human Resources Management Plan, EMS03-SO1-P01 provides further guidance in this regard.

GOVERNANCE

'We have the responsibility as well as a legal duty to protect the physical, intellectual and financial assets of Easternwell. We will comply with all applicable laws and regulations in each jurisdiction where we operate. We will be forthright and transparent about our operations and performance, accurate in the recording and reporting of data and results, and exercise care in the use of our assets and resources.'

Compliance with laws and governance

- 25 Obeying the law, both in letter and in spirit, is the foundation on which Easternwell's ethical standards are built.
- 26 All Personnel are required to comply with Easternwell's Corporate Governance Policy, EMS05-SO1-PO1 to ensure compliance with all applicable laws and regulations of each jurisdiction in which Easternwell operates and Easternwell's governance requirements.

- 27** All Directors, Officers and Management must lead by example and clearly communicate roles, expectations, and create the capacity for Employees and contractors to perform within the Governance Policy.

Protection of assets and information

- 28** The use of Easternwell's assets and resources is (except where and to the extent the relevant Employee's contract of employment states otherwise or the Employee's line manager has agreed that the asset and resource may be used for personal use) to be limited to legitimate Easternwell purposes and to those resources appropriately and efficiently used.
- 29** All Personnel will also respect Easternwell's ownership of all of its funds, equipment, supplies, books, records and property (including intellectual property), always following appropriate authorisation and governance requirements.
- 30** Personnel have a duty of confidentiality to Easternwell. Personnel must not reveal any confidential information concerning Easternwell, use that information in any way which may cause loss to Easternwell, or use that information to gain an advantage for themselves or anyone else.

Reporting standards

- 31** Easternwell will comply with all financial reporting and accounting regulations applicable to Easternwell.
- 32** Easternwell requires honest, accurate and timely recording and reporting of information in order to make responsible business decisions and comply with its statutory obligations. Easternwell expects all Personnel to take this responsibility very seriously and provide prompt and accurate answers to enquiries related to Easternwell's reporting and disclosure requirements.

Independent auditors

- 33** All Personnel are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence Easternwell's independent auditor or otherwise have the purpose of rendering the financial statements of Easternwell materially misleading.

Business records and communications

- 34** Business records and communications should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterisations of people and companies that may be misunderstood. This applies equally to e-mail, internal memos and formal reports.

Bribery and corruption

- 35** Easternwell prohibits bribery and corruption in all forms (cash or otherwise), whether direct or indirect. This includes the offering, promising, giving, demanding or accepting of any undue advantage, to or from any person (including any company, body or other entity), wherever they are situated and whether they are a public official or body or private person, agent or other person acting on Easternwell's behalf, in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.

Participating in responsible political dialogue

- 36** Easternwell may, from time to time, express its view on political issues and initiatives of significance to our operations. This may be undertaken through various means, including formal submissions, and attendance at functions and forums. Easternwell adheres to all applicable laws and regulations governing corporate political involvement and support. Personnel are expected to exercise caution in liaising with political parties in the course of their employment.

Giving of gifts and entertainment

- 37** Easternwell does not permit Personnel to use their position with Easternwell to gain an advantage for themselves. As such, gifts and entertainment given and received as a reward or encouragement for preferential treatment are not allowed.

Shareholder value

- 38** Easternwell is committed to delivering shareholder value by achieving sustainable growth in its core business. To achieve this Easternwell will compete vigorously but fairly in the markets in which it operates. We will not engage in behaviour that violates the principles and the laws of fair competition or this code of conduct. We will be honest, ethical and responsible in the way we present our products and services to our customers, use our market power and will be fair and honest in its relationship with suppliers and contractors from selection through to payment and termination of the relationship.

Insider trading

- 39** It is unethical and illegal for Personnel who have access to confidential or 'non public' information about Easternwell to use, or share that information with family, friends or any other person, for the purposes of trading in Easternwell's securities or for any other prohibited purpose.
- 40** If the securities in Easternwell are listed on the ASX or another public exchange, Personnel must comply with Easternwell's policies in relation to share trading windows and option trading.

Working with reputable Business Partners

- 41** Easternwell is committed to taking great care in building strong relationships with reputable clients, joint venture partners, suppliers, sub-contractors and other business partners. We will collaborate with partners that share our values and demonstrate a high standard of business conduct. We do not knowingly enter into relationships with those who operate in violation of applicable laws and regulations.

Conflicts of Interest

- 42** All Personnel must ensure their personal activities and interests do not conflict, or potentially conflict, with their responsibilities to Easternwell. Any potential or actual conflicts of interest must be fully and promptly disclosed to the Legal Department.

Privacy

- 43** Easternwell regards the lawful and correct treatment of personal data as being of utmost importance. Easternwell recognises the importance of protecting personal information and the right to privacy of its Employees, clients, suppliers and other business partners. Easternwell is committed to maintaining privacy of any personal details we have, in accordance with established laws. We will comply with all laws, regulations and the National Privacy Principles in the way we obtain, handle and store personal information of internal and external parties.

INVESTING IN OUR PEOPLE

'People are the foundation of our business, and it is fundamental that we minimise their exposure to health and safety hazards and provide an environment where personal betterment and wellbeing is an engrained culture. We will attract, retain and develop capable and committed employees who are focused on delivering results. We are committed to creating a work environment of mutual trust, in which diversity and inclusion are valued, and where employees are treated with dignity and respect.'

Commitment to working environment

- 44** Easternwell is committed to providing a work environment that is professional and challenging with a clear career path for its Employees and paying remuneration that is in line with the market and in accordance with each Employee's level of competency skills and performance.

- 45 Easternwell's Human Resources Management Plan, EMS03-SO1-P01 details the responsibilities and processes required to implement and maintain a working environment that is harmonious and productive. Easternwell will not tolerate harassment of any kind, and is committed to keeping the workplace free of intimidating, offensive, insulting or abusive conduct, whether direct or indirect. All Directors, Officers and Management must lead by example and clearly communicate roles, expectations, and create the capacity for Employees and contractors to perform within the HR Policy.

Equal opportunity and diversity

- 46 Easternwell is an equal opportunity employer and Employees are to be treated on their merits, without regard to race, age, sex, relationship status or any other factor.
- 47 Easternwell is committed to building a work environment based on principles of equality and diversity, endeavouring to adhere to laws relating to workplace equality.

SOCIAL RESPONSIBILITY

'We recognise the important role that culture and society play in our operations and will be actively involved in the communities in which we operate, contributing in a way that makes a demonstrated improvement to our shared community. We will strive to create mutual advantage by understanding the needs of our customers, contractors and suppliers by conducting ourselves honestly, responsibly and fairly. We are also fully committed to the protection of the natural environment and will work with our community partners and other stakeholders to minimise the impact of our operations wherever we operate.'

Fair and honest competition

- 48 Easternwell will seek to outperform its competition fairly and honestly and will seek competitive advantages through superior performance, never through unethical or illegal business practices.
- 49 Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present officers or employees of other companies is prohibited.

Anti-competitive activities

- 50 No person to whom this Code is applicable is permitted to engage in price fixing, bid rigging, allocation of markets or customers or similar illegal anti-competitive activities.

Community engagement

- 51 All Personnel shall respect the rights of and deal fairly and with dignity with other members of the community.

- 52** No Personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other illegal trade practice.
- 53** Easternwell is also committed to supporting the local communities in which it operates with sponsorships and donations to local bodies that share Easternwell's values.
- 54** Easternwell is committed to being an active part of the communities in which we work, especially in remote and regional areas, and to enhancing opportunities for local and indigenous people to participate in our business.
- 55** Easternwell and all its Personnel will:
- a. respect local business customs of the communities in which we carry out work, as long as these are not in breach of this Code or any laws or regulations;
 - b. respect existing social structures that are present within the communities in which we work;
 - c. respect the cultural heritage value of local and indigenous communities who may be affected by our operations; and
 - d. respect and recognise local indigenous customary needs and the importance of preserving local culture and custom.

Environmental impact

- 56** Easternwell is committed to minimising its environmental impact in the communities where it operates and therefore all Personnel must follow all applicable environmental laws and regulations as well as the requirements of the HSE Policy.

CUSTOMER FOCUS

We will be a customer-focused organisation, providing innovative and high quality products and services that offer value for money. We aim to be a 'quality' organisation in every respect, committed to fulfilling customer expectations and ensuring our competitiveness by continuously improving our products and processes and earning the mutual respect and confidence of our business partners through doing what we say we will do, every time.

- 57** Continuous improvement in all aspects of our business processes will be a key focus and will be achieved through performance measurement and monitoring and through annual internal audit and periodic third party audit by external agencies. To maintain Easternwell's reputation, compliance with its quality systems and processes is essential.

RELATED DOCUMENTS

EMS02-SO1-PO1 - Corporate Health Safety & Environmental Management Policy
EMS03-SO1-PO1 - Human Resources Management Plan


EMS05-S01-PO1 - Corporate Governance Policy
FRM-S01-035 - Code of Conduct Acknowledgement

DOCUMENT CONTROL AND APPROVAL

Sponsor

- Easternwell Chief Executive Officer

This document has been reviewed and is approved for release:

Signature: 

Print Name: Troy Campbell

Date: 5 July 2011

Stake Holders

- Easternwell and TS Boards
- Executive General Manager – Legal & Risk
- Executive General Manager – Human Resources
- Executive General Manager – Safety & Training

Amendments in this Release

Summary of amendments in this release includes:

Section	Summary
All	Initial Issue
All	Alignment with TS Policies and Procedures

Build History Status

Date	Author	Summary
31 August 2010	Anita Liddell	Initial Issue
5 July 2011	Anita Liddell	Alignment with TS Policies and Procedures