

# Conflict of Interest Policy

October 2024

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## Purpose

The purpose of this Conflict of Interest Policy (**Policy**) is to establish a common understanding of the appropriate conduct expected of anyone working for or on behalf of CleanCo in respect to the management of Conflicts of Interest. This Policy should be read in conjunction with CleanCo's Conflict of Interest Procedure (the **Procedure**), which provides a more detailed explanation for how to identify, address and manage Conflicts of Interest.

Compliance with this Policy and the Procedure will ensure that CleanCo avoids, identifies, addresses and manages any actual, potential or perceived Conflicts of Interest.

## Application

CleanCo is committed to avoiding, identifying and addressing Conflicts of Interest fairly and appropriately. This Policy applies to all CleanCo employees, directors, contractors, suppliers, service providers, volunteers and consultants ('**you**' or '**your**').

## Conflict of Interest

A Conflict of Interest can be:

- **actual**: where there is a direct conflict between your Official Duties and existing Personal Interests (e.g. where you hold shares in, or are an officer of, a company which stands to benefit from a decision made by CleanCo); or
- **perceived**: where it could appear that your Personal Interests do or could improperly influence the performance of your Official Duties, whether or not this is in fact the case (e.g. where you are in a position to influence CleanCo's decision to employ a family member or a friend); or
- **potential**: where your Personal Interests could potentially conflict with your Official Duties (e.g. where a Close Family Member works for a company with the same interests as CleanCo).

## Obligations

Everyone at CleanCo is responsible for avoiding, identifying and addressing Conflicts of Interest in an open and transparent manner, in accordance with the Procedure. Accordingly, amongst other things, it is expected that you:

- are alert to Conflicts of Interest in your Official Duties;
- are aware of your obligation to avoid, where possible, Conflicts of Interest and manage those Conflicts of Interest that cannot be avoided;

- undertake Conflict of Interest training when you commence work at CleanCo and undertake refresher training every two years;
- ensure that you disclose and manage Conflicts of Interest in accordance with the Procedure, including by:
  - completing the Conflict of Interest Register;
  - verbally disclosing possible Conflicts of Interest to your Responsible Manager and then if a Conflict of Interest exists, the Company Secretary as soon as possible after becoming aware of these circumstances;
  - developing a Conflict of Interest Management Plan with your Responsible Manager and emailing it to [companysecretary@cleancoqld.com.au](mailto:companysecretary@cleancoqld.com.au), if required; and
  - reviewing your declarations on the Conflict of Interest Register annually and updating the register accordingly; and
- seeking advice from your Responsible Manager or General Manager if you do not understand what is required of you or if you are unsure whether there is a Conflict of Interest in a particular situation.

The obligations provided under this Policy are in addition to any obligations or duties you may have under the *Corporations Act 2001 (Cth)* and other related legislation.

## Breaches of this Policy

Having a Conflict of Interest does not necessarily amount to a breach of this Policy, however, failure to disclose a Conflict of Interest may constitute a breach.

Any instances of non-compliance with this Policy or the Procedure will be assessed and dealt with on a case-by-case basis in accordance with CleanCo's policies and procedures, and may result in disciplinary action or other penalties including dismissal or termination, depending on the nature and severity of the breach. CleanCo will consider whether the matter should be reported to a regulator, such as the Australian Securities and Investments Commission, in a relevant case (for example, if the non-compliance may give rise to a breach reporting obligation under CleanCo's AFS license).

Consultants, contractors or labour hire employees who breach this Policy or the Procedure may have their contract with CleanCo (or the contract between CleanCo and their employer, as applicable) terminated and may be excluded as beneficiaries from future procurement or employment opportunities with CleanCo. Instances of non-compliance will be reported to the Board, and may also be reported or referred as appropriate to the shareholding Ministers or external authority.

## Further information about this Policy

If you have any questions about the implementation of this Policy or if you wish to discuss how this Policy applies to you, contact your Responsible Manager.

## References

This Policy is to be read with the Procedure and:

- Code of Conduct
- Fraud and Corruption Prevention Policy
- Procurement Procedure
- Enterprise Risk Management Policy
- Insider Trading Policy
- Whistleblower and Public Interest Disclosure and Protection Policy
- Gifts and Benefits Policy

## Definitions

The following definitions apply to this Policy:

<b>CleanCo</b>	means CleanCo Queensland Limited ACN 628 008 159 and its subsidiaries.
<b>Close Family Member</b>	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.
<b>Conflict of Interest</b>	means a conflict between your Official Duties and Personal Interests such that an independent observer might reasonably consider that your professional actions or decisions are improperly influenced by your Personal Interests.
<b>Official Duties</b>	means your day-to-day activities performed as part of your role accountabilities and responsibilities in relation to CleanCo.
<b>Personal Interests</b>	means those private, professional or business interests that can benefit or disadvantage you, or others you may wish to benefit or disadvantage. They also include the personal, professional or business interests of individuals or groups you associate with such as you being a member of a political party, lobby group or community organisation with a purpose that is relevant or connected to CleanCo, or which may materially impact CleanCo's reputation. Personal Interests include a wide range of external activities, including financial and economic interests, family or private businesses and interest groups and involvement in other employment, and can be pecuniary or non-pecuniary.
<b>Responsible Manager</b>	means your direct line manager.

## 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>	October 2024 v 5

## Version control

Version	Date	Description	Approved By
1	June 2019	Initial document	Board
2	June 2020	Review and consolidation of CleanCo's Governance requirements	Board
3	December 2021	Update of the policy to reflect changes to the roles and responsibilities and updated procedures regarding declaration of interests.	Board
4	November 2022	Updated policy incorporating revised self-declaration procedure and revised group structures.	Board
5	October 2024	Updated policy to align more closely with Government guidelines, streamline allocation of responsibilities and ensure consistency with the procedure.	Board