



CODE OF CONDUCT

November 2016

This policy is to be read in conjunction with the following Energy Action policies:

- *Conflict of Interest*
- *Diversity & Inclusion*
- *Work, Health & Safety (WHS)*
- *Harassment, Discrimination & Bullying Prevention*
- *ICT*
- *IT Security*
- *Social Media*
- *Securities Trading*

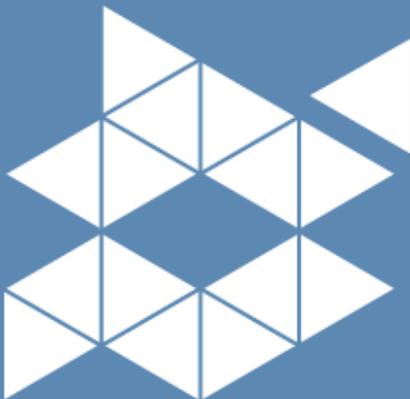


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1. Message from the Chief Executive Officer

At Energy Action (Company), we are committed to our Purpose to *'develop and deliver innovative solutions to the energy challenges of our time, for our clients and the planet'* whilst maintaining our reputation as a trusted business partner. The Code of Conduct (Code) details the standards of responsibility and ethical conduct required of every employee, director, contractor and agent of the Company.

The Code is underpinned by the belief that employees and clients will be treated with respect and dignity. Suspected breaches of this Code will be investigated and result in disciplinary outcomes that may include termination of employment.

We encourage all employees, directors, contractors and agents to study our Code and refer any question they may have to their manager.

The Code is not a substitute for good judgement and it does not cover every situation you may encounter as an employee, director, contractor or agent of the Company. However, the Code does contain the basic expected standards and behaviour that should be applied in your role with the Company.

If you become aware of a breach of the Code, you must bring it to the attention of your manager, executive manager or Human Resources. If you make a report in good faith, you may do so without fear of reprisal. Where possible and appropriate, we will take steps to keep your identity private.

We are all responsible for ensuring compliance with this Code.

Michael Fahey

Interim Chief Executive Officer

2. Introduction

Energy Action's Purpose is to: ***Develop and deliver innovative solutions to the energy challenges of our time for our clients and the planet.***

Our Purpose is underpinned and delivered by our strong **Company values**. As employees, we should look to our Company Values for guidance. They are:

Accountability

We take responsibility for both the Company and our individual actions. We follow through on our commitments and are prepared to step forward and take on the difficult challenge. "I don't sit on the fence; I take responsibility, act and deliver outcomes that I can be proud of."

Client First

We aim to exceed our client's expectations in all that we do. We do not compromise our clients' interests for our own interest. "I always prioritise a client request or issue above an internal company commitment."

Innovation

We are committed to lead not follow, by shaping the markets we work within. We will foster an environment that facilitates creativity. "I challenge the status quo; I have an open mind for new ideas and acknowledge short term setbacks are an ingredient for long term success."

Integrity

We expect and support honesty and diligence, openness and transparency in all dealings with colleagues and clients. "I communicate according to these principles whether the news is good or bad."

Safety & Wellbeing

We are committed to our people going home in the same or better condition as they came to work. This means not taking shortcuts with safety. "I never compromise health and safety to get a job done." As an organisation we encourage wellbeing activities and flexible work practices. We recognise that the wellbeing of our planet is a must and commit to contribute to this.

Team

We recognise that the team is more important than any individual. "I work collaboratively and respect my peers to reach our common goals and we celebrate successes together."

3. Personal Conduct

We behave in a professional and ethical manner that fosters trust, confidence and goodwill in clients, colleagues, suppliers and the community. At all times, both in and out of the workplace we:

- Treat others with dignity, fairness and respect
- Comply with all policies, procedures, laws and regulations applying to our role and hold ourselves accountable for our actions and behaviour
- Keep our work in order at all times and comply with Company policies and procedures

4. Use of Information and Information Systems

We must use our IT and phone (including mobile) systems appropriately at all times.

We must never use these systems and devices to:

- Communicate, view or distribute inappropriate, offensive or sexually explicit material
- Spread derogatory, discriminatory, harassing or offensive comments, or abusive or threatening language

For more information, refer to the Company's *ICT and IT Security* policies.

5. Social Media

While we encourage employees to utilise the business and personal benefits of social media, we expect social media to be used appropriately. Unless specifically authorised to do so, you must not post on social media as a representative of the Company.

When using social media, you must:

- Read and comply with our *Social Media* policy
- Ensure your personal use of social media does not interfere with your commitment to the Company, colleagues and clients

6. Media & Publicity

The Company's authorised spokespeople are the:

- Chairman;
- Chief Executive Officer;
- National Marketing Manager;
- Innovation & Sustainability Director; and
- Trading & Pricing Director

No other employees are authorised to speak to the media unless authorised by the Chairman, Chief Executive Officer or National Marketing Manager.

Where you use social media, ensure your comments cannot be misconstrued as representing the Company's views unless you are specifically authorised to be making comments of behalf of the Company.

7. Communication with Financial Community

The persons authorised to speak to the ASX, Media or externally in relation to Energy Action financial results, including briefings with analysts, investors, brokers or shareholders are authorised spokespeople are the:

- Chairman;
- CEO;
- CFO; and those approved by the CEO from time to time.

8. Honesty & Integrity

During the course of your employment with the Company, you may have access to information belonging to the Company and our clients. For all Company information including procedures and policies that are not available in the public domain, you are contractually bound to use this information for Company purposes only and maintain confidentiality.

You must act with integrity when interacting with colleagues and clients. You must not conceal errors, omissions or avoid/delay escalating matters to the appropriate manager for prompt resolution.

If you become aware or suspect any inappropriate conduct, you have a duty to report the concern to your manager, an executive manager or Human Resources.

9. Conflict of Interest

At all times, employees, directors, contractors and agents are to act in the best interests of the Company.

- Do not give or receive unauthorised gifts, bribes, facilitation payments, inducements or benefits whether monetary or otherwise
- Do not donate Company funds or publicly participate with any charity or political group that may be a reputational risk for the company without prior CEO approval
- Do not make decisions for personal gain at the expense of the Company, or participate in outside employment where there is a conflict of interest
- Consult with your manager on potential or actual conflicts of interest in order to resolve or avoid them

For additional information, refer to the Company's *Conflict of Interest* policy.

10. Information

Protect confidential or sensitive information in accordance with relevant legislation and Company policy.

- Seek permission before disclosing confidential information or making official comment
- Respect the privacy of client and employee information in accordance with Privacy legislation
- Provide access to information when required by law or to assist other employees in their duties
- Do not misuse information obtained at work for financial gain or for taking advantage of others
- Only access information for which you are authorised

- If you need guidance on whether information is sensitive or confidential see your manager
- Do not speak with the media directly or indirectly on any matter unless approval has been given by an authorised spokesperson (refer to *Section 6* of this policy)

11. Record keeping & Reporting

- Financial records must be maintained to accurately and completely record and explain the Company's transactions, financial position and performance.
- Each business area is responsible for identifying statutory obligations or organisational standards relevant to their records and for ensuring that retention and storage is conducted in accordance with those obligations and standards. Where multiple requirements indicate different periods, the longer period applies. When records are no longer required, they must be disposed of in a secure manner.
- Employees must fully cooperate with the internal or external auditors of the Company and must not make a false or misleading statements or conceal any relevant information from these auditors.
- Employees or shareholders must not (or must not cause a third party to) purchase or sell Company Shares while in possession of material unavailable in the public domain. Refer to the *Securities Trading* policy.
- Where Employees are fearful of any possible unfavourable repercussions as a result of raising a concern, these concerns can be raised confidentially. Any such concerns should be raised with the Human Resources Executive Manager or the CEO.

12. Industry

- Understand the Company's business products, services, policies and procedures and contribute to their continuous improvement
- Be aware of competing organisations and strengthen cooperation between business units, management and employees to improve our market position and deliver shareholder value

13. Community

- Employees are to be aware of the community in which the business resides and ensure the maintenance and protection of the surrounding environment
- Employees should always consider the impact of their activities on the environment and the local community

14. Work, Health & Safety (WHS)

The Board of Directors and Management of the Company are committed to providing and maintaining a healthy and safe workplace for workers and visitors at its various places of work.

The Company will take all reasonably practicable measures to eliminate or maximise risks to the health, safety and welfare of workers and visitors.

All employees have a responsibility to:

- Take reasonable care for their own health and safety
- Take reasonable care that their acts or omissions do not adversely affect the health and safety of other persons
- Comply with any reasonable instruction given by the Person conducting a business or undertaking (PCBU)
- Cooperate with any reasonable policy or procedure that relates to health and safety

For additional information, refer the Company's *Corporate Work, Health & Safety* policy.

15. Work Standards

Act professionally and contribute to the growth of the organisation and your professional development.

- Demonstrate and acquire the skills and capabilities necessary for you to do your work
- Perform your duties unaffected by the consumption of alcohol or the use of drugs
- Ensure you dress in professional corporate attire, and maintain a clean and tidy appearance.
- Comply with all Company policies and procedures
- Respect diversity in the workplace and do not use your position to exert inappropriate influence over others
- Maintain a strong work ethic and be punctual as per agreed start and end times
- Advise your manager of all absences and record them in the Company's leave portal

16. Performance

Perform your work in accordance with this code

- Recognise and positively reinforce the behaviours in this code as good performance
- Comply with the letter and spirit of our policies, procedures, guidelines and relevant legislation
- Avoid actions and behaviour that brings the Company into disrepute

17. Non – Compliance

- Where a breach has occurred, the Company will act objectively, fairly and in accordance with the principles of procedural fairness.
- Any such breaches may result in disciplinary action including but not limited to counselling, training, role change or termination of employment.
- Any potential or actual breach should be reported to your manager, Executive Manager or Human Resources.
- The Company reserves the right to inform the appropriate authorities where it is considered that there has been a fraudulent act or any other breach of the law.
- We expect all employees to comply with the letter and spirit of this Code of Conduct policy.