

KutMor

Code of Conduct

Revision 2

HR GUIDE No. **HR - P - 01**



Document Control

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Document Control

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Document Control

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1. Principles

KutMor Limited's Vision, Values and Behaviors are the principles that guide the organization's aspirations and uphold business expectations through conduct of our operations and business activities. The code of conduct has been framed to provide a clear statement of expectations for Employees and Affiliates with respect to their professional and personal conduct while performing their duties on behalf of KutMor.

KutMor is committed to managing with the "highest standards of governance, responsibility and leadership".

1.1 KutMor's Vision

To provide long-term sustainable economic benefits for all our stakeholders (including shareholders, local communities, employees and business partners), through investment and professional delivery of services to all clients.

1.2 Core Values

People

Teamwork

Safety

Commitment

Compliance

Business Partners

1.3 Behaviors

Ownership – I take responsibility for my actions

Honesty – I am honest in all that I do and say

Cultural Awareness – I am aware of and respect that differences in cultural values and beliefs.

Forward Thinking – I think and plan before I act.

Leading Others and Myself – We help each other achieve our Vision and Values by applying our Behaviors.



1. Principles

The principles guide the conduct of Staff/employees and Affiliates in upholding and advancing:

- Freedom to pursue critical and open inquiry in a responsible manner;
- Recognition of the importance of ideas and ideals;
- Tolerance, honesty, respect, and ethical behavior; and
- Understanding the needs of those we serve.

2. Application of the Code of Conduct

This Code applies to:

- All KutMor Staff/Employees (including casual employees)
- Consultants and contractors of KutMor;
- Holders of offices in KutMor entities,
- Members of Committees of KutMor,
- Members of KutMor Board of Directors
- And any other persons appointed or engaged by KutMor to perform duties or functions on its behalf (referred to in this document as "Affiliates").

All Staff/employees and Affiliates MUST comply to this code at all times while performing their duties on behalf of KutMor. Affiliates are required to comply with the Code with respect to their activities relating to or impacting upon KutMor and/or its employees.

KutMor may take disciplinary action against Staff/employees for a breach of this Code, and may take appropriate action against Affiliates when necessary.



3. Definitions and interpretations

In this document:

Code refers to the KutMor Code of Conduct;

The Company or Company refers to KutMor Limited or KutMor and vice versa;

Affiliate means a consultant or contractor to KutMor, an office holder in a KutMor entity, a member of any KutMor and any other person appointed or engaged by KutMor to perform duties or functions on its behalf. The application of this Code of Conduct to Affiliates is set out in Section 2 above.

Policy means a KutMor Policy as introduced, altered or replaced by KutMor. Policies are approved and endorsed by the Board of Directors

Staff or Staff Member means an employee of KutMor, including a casual employee.

Supervisor means:

- a) the person nominated by KutMor to supervise an activity or other employees;
- b) in the case of a consultant or contractor to KutMor, the KutMor officer nominated as the relevant contact officer in relation to their engagement;
- c) in the case of an office holder in a KutMor Entity or a member of any KutMor Board, the Chair of the relevant Entity or Board; and
- d) in any other case, the KutMor officer nominated as the relevant contact officer in relation to the person's engagement.



4. Personal Behavior

All KutMor Staff/employees and Affiliates MUST at all times adhere to the Principles outlined in Section 1 of this Code and comply with all government laws, rules and regulations applicable while carrying out their duties on behalf of KutMor.

It is the expectation of KutMor Ltd that its employees and Affiliates:

- take responsibility for all their actions
- set good examples for others and ensure their adherence to the Code
- speak out if the Code could be compromised or threatened by anyone
- exercise their best professional and ethical judgement and carry out their duties and functions with integrity and objectivity; (Commitment)
- act diligently and conscientiously;
- act fairly and reasonably, and treat Staff/employees, Affiliates, visitors to KutMor and members of the public with respect, impartiality, courtesy and sensitivity;
- avoid conflict of interest;
- maintain a co-operative and collaborative approach to working relationships; and
- comply with all applicable legislation, HR best practices and KutMor policies and procedures including:
 - confidentiality
 - equal opportunity;
 - health and safety policies and practices;
 - communication (internal & external)



5. Code of Conduct Guidelines

The KutMor Code of Conduct provides guidance with respect to activities and situations that could give rise to violations of Company policies. These guidelines do not address every activity that would constitute Policy or process breach.

The guidelines reinforce the principles of KutMor and instils professional ethical behavior, equality, confidentiality and privacy for all KutMor Staff/employees and Affiliates to adhere to.

It is important that everyone understands the Code and renews their commitment to abide by it every year. As such, we will ensure:

- a) The Code is explained to everyone joining the organization as part of their induction programme;
- b) Everyone renews their commitment each year by repeating the pledge to abide by the Code.

i. Conflict of Interest Guide

It is the Policy of the Company that all Employees and Affiliates avoid any actual or apparent conflict of interest between their own personal interests and the interests of the Company. A conflict of interest can arise when Employees or Affiliates takes action or has personal interests that may interfere with the Company's objectives or effective work for the Company.

All Staff/employees and Affiliates must:

- comply with KutMor's Conflict of Interest Guide and ensure that there is no actual, potential or perceived conflict between their personal interests or their duties to other parties and their duties and responsibilities as Staff/employees or Affiliates of KutMor;
- avoid actual or apparent conflict in dealings with suppliers, customers, competitors and other third parties of KutMor Limited;
- refrain from taking for themselves opportunities discovered through the use of Company assets, Company resources or through their position in the Company;



5. Code of Conduct Guidelines

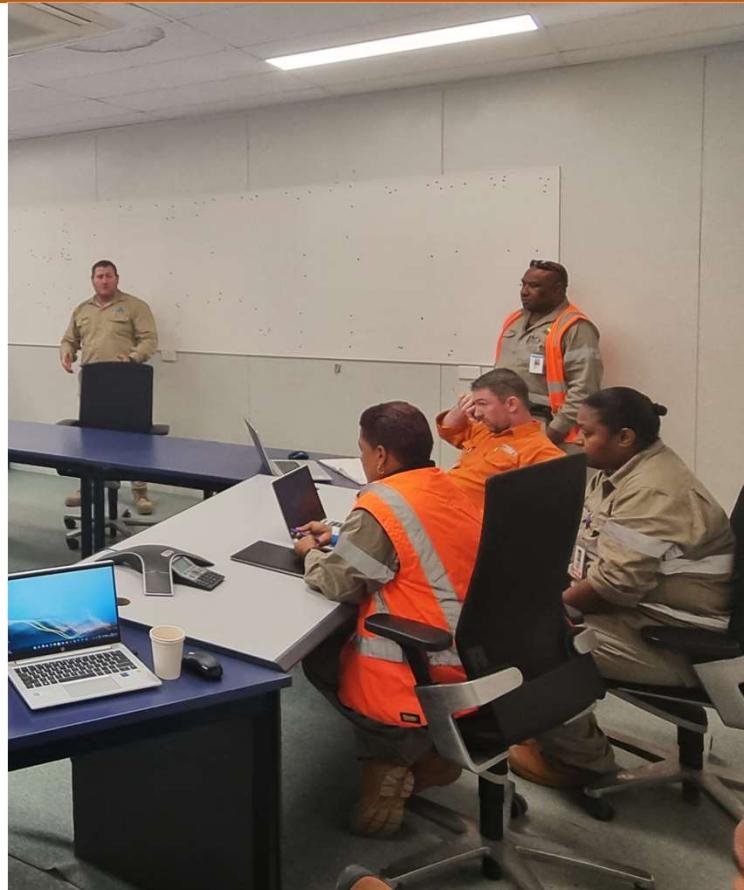
- ensure that any non-KutMor work they perform (including provision of assistance to government, the professions and industry through, for example, consulting work, contracting, collaborative research and participation on committees) does not conflict with their KutMor work or adversely affect their KutMor work performance;
- use all KutMor resources in an efficient manner and for KutMor purposes only, unless express permission has been granted for non-KutMor or private usage;
- promptly make full disclosure to KutMor of all relevant facts and circumstances giving rise to an actual, potential or perceived conflict of interest and cooperate with KutMor to ensure that all appropriate steps are taken to eliminate or manage such conflicts in accordance with KutMor's Conflict of Interest Guide in this document.

ii. Secondary Employment and Outside Earnings Guide

All Staff/employees and Affiliates must not pursue any forms of secondary employment or outside earnings where a conflict of interest with their contractual obligations to KutMor Limited may be reasonably expected to arise. Staff/employees or Affiliates secondary employment or outside earnings may have a negative impact on KutMor's business opportunities and/or reputation and could adversely affect their job performance, safety and security of others.

All Staff/employees and Affiliates engaged in paid KutMor work must ensure that any non-KutMor work they perform (including provision of assistance to government, the professions and industry through, for example, consulting work, contracting, collaborative research and participation on committees):

- Does not conflict with their KutMor work;
- Does not adversely affect their KutMor work performance;
- Does not involve the use of KutMor resources (except in the case of Management Staff, as permitted by KutMor's General Manager through Secondment or sanctioned KutMor operations);



5. Code of Conduct Guidelines

- Is performed outside their normal KutMor working hours, unless, in the case of Management Staff, the work has been approved by the Department Manager. use all KutMor resources in an efficient manner and for KutMor purposes only, unless express permission has been granted for non-KutMor or private usage;

All Staff/employees and Affiliates must comply with KutMor's Conflict of Interest Guide in Subsection i. There may be instances where conflict of interest could exist without the employee or affiliate being aware. Employees or Affiliates should consult and inform their Line Manager, Human Resources representative or representative in charge of their engagement in the first instance to determine if a Conflict of Interest may arise or exists. If a Conflict of Interest exists, employees must refrain from proceeding any further with any programs, activities, engagements etc. until a written approval from their Line Manager or the General Manager is given.

iii. Secondary Employment and Outside Earnings Guide

All Staff/employees and Affiliates must not solicit nor accept gifts or benefits, either for themselves or for another person, which might in any way, directly or indirectly, compromise or influence them in their official KutMor capacity or might appear to do so. Acceptance Gifts and Benefits for entertainment or personal use must be in line with KutMor's Gifts and Entertainment Guide.

Any gift or benefit that cannot be considered as occasional and token should be declined stating that it is KutMor's requirement that such gifts or benefits should not be accepted. If this is not possible because of the environment in which the gift or benefit is offered, the gift or benefit may be accepted on behalf of KutMor, and it should then be retained by the relevant Section or Administrative Unit.

Consistently with and subject to that general principle, Staff/employees and Affiliates may accept occasional gifts or benefits, subject to the following requirements:

- Gifts may be accepted only if the recipient is satisfied that they cannot be compromised, or be seen as having been compromised, by doing so;



5. Code of Conduct Guidelines

- A Staff member or affiliate who is in a position in the course of their KutMor work to confer a benefit on a third party must not accept a gift from that party;
- Where the value of the gift or benefit exceeds K100, it may be retained only if reported for registration on KutMor's Register of Gifts and Benefits;
- Cash or gift vouchers must not be accepted from any third party which derives a commercial benefit from a contractual relationship with KutMor under any circumstances.

Staff/employees and Affiliates must report any offers of bribes to their supervisor, who should then ensure that the matter is reported as corrupt behavior in accordance with Sub-section iv of this Code.

iv. Acceptance of Bribery and Corruption Guide

KutMor Limited is subject to the laws and regulations of the Papua New Guinea and will comply to laws and regulations of other countries which the Company operates in. By law Bribery of government officials and other third parties and corruption are criminal offenses and will not be tolerated by KutMor.

Staff/employees and Affiliates must not authorize, offer, give or promise any benefit directly or indirectly to a Government Official or other parties to induce them to perform their work duties disloyally or otherwise improperly to gain an advantage for KutMor Limited. This prohibition extends to payments made in any form, either directly, or indirectly through agents, representatives, consultants or other intermediaries.

v. Workplace Health and Safety Guide

KutMor Limited strives to conduct its business operations in a manner that protects the health and safety of its Staff, Affiliates, Stakeholders and the public. Workplace health and safety guideline is put in place for the Company to carry out incident free operations.



5. Code of Conduct Guidelines

While at work or performing duties or functions for KutMor, Staff/employees and Affiliates must:

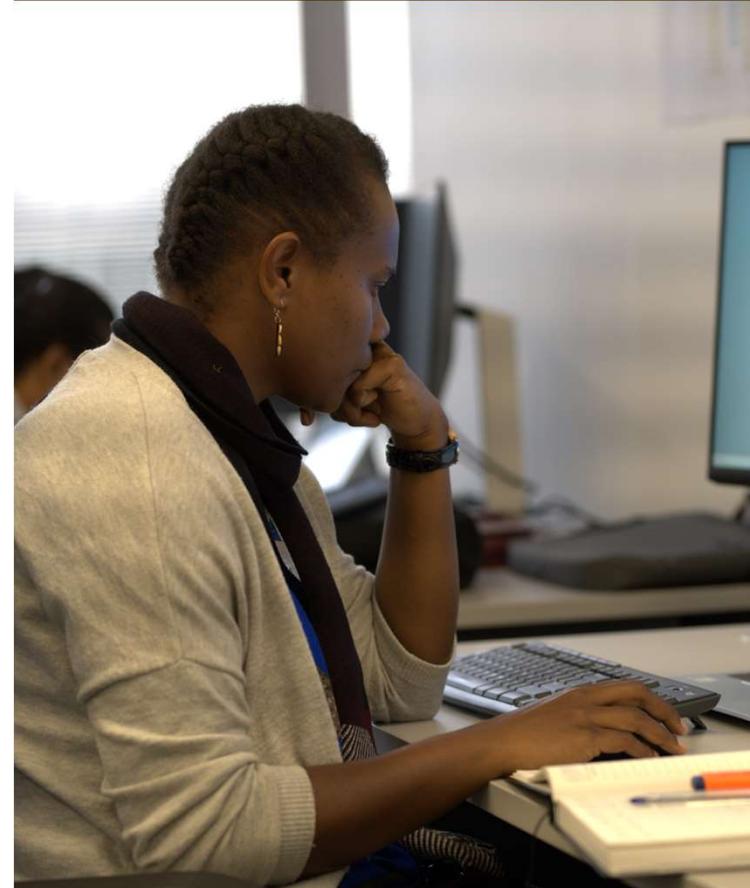
- Comply with our Clients and KutMor's Workplace Health and Safety Policy and Procedures i.e.;
 - wear necessary PPE for site
 - ensure workplace is tidy and safe
 - ensure tools are safe for use prior to starting your job/task
 - ensure there is adequate lighting in your work space/area
 - watch out for moving equipment/machinery
 - Adhere to all life saving rules
- Maintain personal hygiene at all times
- Take reasonable care for their own health and safety of others who may be affected by their acts or omissions at work;
- Report workplace health and safety incidents immediately to your supervisor or manager and minimize further exposure of others;
- Cooperate with KutMor to ensure compliance with all relevant health and safety laws.

vi. Use or Consumption of Drug and Alcohol Guide

Staff and Affiliates should not put themselves or other KutMor Staff members/employees at risk or reduce their ability to carry out their duties through the misuse of alcohol or drugs. Under no circumstances should Staff or Affiliates attend for duty under the influence of alcohol or drugs. As a mandatory requirement all Staff and Affiliates must comply with KutMor's Drug and Alcohol Policy.

Staff and Affiliates must not:

- Consume any form of alcohol or drugs on any Company offices, premises or in any Company vehicles during work hours and non-working hours



5. Code of Conduct Guidelines

- Selling or producing any prohibited items in the form of alcohol or drugs in any Company offices and premises or in any Company vehicles during work hours and non-working hours
- Have in possession any form of alcohol or drugs in any Company offices and premises or in any Company vehicles during work hours and non-working hours

Non-compliance of KutMor's Drug and Alcohol Policy warrants an instant termination from employment and immediate removal from site or work office.

vii. Respect for Colleagues Guideline

KutMor aspires to recognize and benefit from the differences in experience and perspective that our employees bring to the business. The Company believes that all employees should be treated fairly and with respect.

All KutMor Staff/employees and Affiliates must:

- Treat all people with respect whilst on or off duty regardless of sex, age, race, color, nationality, ethnicity, ethno-religious, national origin, physical or intellectual disability;
- Treat all colleagues and clients with respect which is fair and just in a reasonable way without discrimination on the basis of sex, age, race, color, nationality, ethnicity, ethno-religious, national origin, physical or intellectual disability;
- Provide a work environment that fosters mutual employee respect and working relationships;
- Comply with KutMor's Workplace Bullying & Harassment Policy

Staff/employees and Affiliates must report offences relating to Harassment and Discrimination to their supervisor, who should then ensure that the matter be addressed in accordance with Sub-section viii.



5. Code of Conduct Guidelines

viii. Equity of Access and Prevention of Harassment and Discrimination Guide.

The Company is committed to provide a working environment the fosters equality, growth and mutual respect free from Harassment and Discrimination. KutMor specifically prohibits any form of harassment by or towards Staff/employees, Affiliates or the public. Harassment, discrimination, bullying and violence are not acceptable in our workplace and substantial harassment and discrimination reported will result in disciplinary action up to and including dismissal.

All KutMor Staff/employees and Affiliates must:

- comply with KutMor's [Workplace Bullying and Harassment Policy](#);
- Not participate in any form of bullying, harassment or discrimination which may include, unwelcomed verbal or physical advances sexually, racially, via derogatory or discriminatory materials including statements or remarks;
- Workplace bullying, harassment and discrimination complaints and incidents should be reported following the guide provided in KutMor's [Workplace Bullying and Harassment Policy](#).

ix. External or Public Communication Guide

Staff/employees and Affiliates who make public comment or representations and in doing so identify themselves as Staff/employees or Affiliates of KutMor must comply with KutMor's Communication Guide.

All Staff/Employees and Affiliates must not:

- make any direct or indirect statement or comment to media, nor place posts about the Company or its activities on social media unless you have the proper authority to do so;
- make any public comment or statement on behalf of KutMor without authority;

Disclosure of confidential information is in accordance with Sub-section x of this Code



5. Code of Conduct Guidelines

x. Use and Security of Information Guide

Staff/employees and Affiliates should be aware that KutMor will access its communication resources to ensure that use of these resources is appropriate to carrying out the functions of KutMor.

Staff/employees and Affiliates must:

- maintain the integrity, confidentiality and privacy of KutMor records and information to which they have access in the course of their employment;
- take all reasonable precautions to prevent unauthorized access to, or misuse of, KutMor records and information;
- comply with KutMor's ICT Policy;
- not access or use information, including information on electronic systems and hardcopy files, other than for an authorized purpose; destroy, or authorize the destruction of KutMor records other than in accordance with KutMor's Records Management guide and relevant legislation.

Disclosure of or offer to supply, confidential or private KutMor records or information, must be authorized by the General Manager and comply with KutMor's Communication Guide, PNG laws, court order or other legal instrument.

xi. Use of Company Assets and Resources Guide

All Staff/employees and Affiliates of KutMor are expected to protect the assets of the Company and utilize Company resources efficiently for Company related activities only. Company assets, resources and information should not be given or disclosed to the public without prior review and approval from KutMor Management. Use of resources and assets must comply with the guide provided in this document.

Staff/employees and Affiliates must:

- use all KutMor resources, assets and information in a professional manner and for KutMor purposes only, unless express permission has been granted for non-KutMor, private or public usage or disclosure by the General Manager;



5. Code of Conduct Guidelines

- seek prior approval from the General Manager before removing or relocating assets written off from the Company's books;
- comply with KutMor's Policy on Information and Communication Technology regarding ICT department assets;
- not access or transfer pornographic or other inappropriate material through KutMor information and communication technology resources (other than with the specific approval of KutMor's Management for bona fide business purposes);
- not disseminate Company confidential information and or employee information to the public unless approved by the Human Resource Department;
- KutMor's mail, telephones (including mobile phones), facsimile machines, email and internet are provided for KutMor use and not for personal/private use;
- excessive and/or unauthorized personal use of any of these facilities can lead to KutMor taking disciplinary action against a Staff member and commensurate action against Affiliates. Emails (including personal emails) remain the property of KutMor at all times and may be accessed under the relevant guides provided in this document.

Use of Company assets and resources to disclose of or offer to supply, confidential or private KutMor records or information including their disposal, must be authorized by the General Manager and comply with KutMor's Confidentiality and Information Disclosure Guide and KutMor's Records Management Guide, PNG laws, court order or other legal instrument.



6. Review

This Code will be reviewed by the Management and the Board of Directors when and if required at the Strategic Planning Meetings every three years. Should there be any changes to this Code, it must be approved and endorsed by the Board of Directors.

7. Employee Acknowledgement

I have read the Code of Conduct, have understood the expectations and accept my obligation as an employee of KutMor Limited.

I understand and accept that a breach of the Code shall be considered as a disciplinary offence and may lead to termination of my employment with KutMor Limited.

First Name (Print)

Last Name (Print)

Signature

Date (dd / mm / yyyy)

