Code of conduct

1. Policy statement

A code of conduct is a central guide to support day to day decision making. It clarifies an organisation’s mission, values and principles and sets out the minimum standards of conduct and integrity to be observed by all of Western Power’s personnel.

1.1 Purpose

To set Western Power’s:

(i) standards for appropriate ethical, responsible and professional behaviours

(ii) fundamental values which form the basis of, and, underpin business and personal relationships.

1.2 Scope

The code of conduct applies to all Western Power *Personnel.

In this code of conduct, *Personnel means:

(i) every employee, officer and director of Western Power

(ii) every contractor of Western Power when performing activities on behalf of Western Power.

1.3 Principles

Company Values

All *Personnel must at all times act in accordance with Western Power’s corporate values being:

(i) Safety: We put safety first

(ii) Integrity: We are open, honest and consistent

(iii) Respect: We respect ourselves, others and the environment

(iv) Service: We are a service business

(v) Delivery: We deliver on our promises.

Comply with the law

All *Personnel must respect and observe every applicable law (including legislation and subsidiary legislation (such as regulations and codes)) and Western Power corporate
policy document, and follow all lawful directions (see Western Power’s compliance framework DM#3443054). Where assistance is required as to the application or interpretation of a law or policy, legal advice should be sought from the General Counsel before any action or decision is taken.

For further details on the laws applicable to Western Power and for a list of the current Western Power policy documents, refer to the online compliance and policy registers accessible via Busbar.

Protect Western Power’s interests
All *Personnel must act:

(i) with honesty, integrity and in the best interests of Western Power, respecting both the spirit as well as the letter of the law, and

(ii) adhere to and comply with ethical obligations, and avoid taking any actions (including knowingly participate in any illegal or unethical activity), that compromise Western Power’s name, reputation, legitimate interests and business objectives.

Occupational health and safety
Western Power is committed to protecting the health, safety and well-being of its *Personnel and the general public and believes that all *Personnel have the right to return home from work free from injury and harm.

*Personnel must as a minimum comply with all health and safety legislation and regulations, Western Power’s safety, health and environment policy (see DM#12059358) and all associated health and safety systems, standards and procedures.

Professional behaviour
All *Personnel must maintain the highest levels of professional conduct in their interactions with each other and in representing Western Power with its customers, stakeholders and the wider community. Business relationships will be maintained in a manner consistent with the principles of:

(i) courtesy and respect for others

(ii) integrity and fairness

(iii) taking responsibility for one’s actions and being accountable for the consequences

(iv) having regard for interests, rights, safety and welfare of others

(v) acting honestly, cooperatively and being trustworthy

(vi) being fair and unbiased

(vii) promoting a positive image of Western Power

(viii) acting professionally and impartially.
Act within delegated authority and company policy

All *Personnel must act within the limits of their delegated authority and company policy. When engaging with suppliers and contractors, *Personnel must comply with Western Power’s procurement policy (see DM#4096273).

Formal leaders will be responsible for informing those *Personnel who report to them of the limits of their delegated authority and all relevant company policies.

Where *Personnel are uncertain of their authority, they must seek clarification from their formal leader.

Conflicts of interest

*Personnel owe their first business loyalty to Western Power and must not allow any actual or perceived conflict of interest to affect Western Power operations.

Western Power's conflict of interest standard (see DM#4040184) requires *Personnel (including embedded contractors) to:

(i) be aware of what a conflict of interest is and how one can arise
(ii) disclose any identified conflict of interest that arises in any matter in which they are, or are expected to be, involved as part of their engagement
(iii) in consultation with their head of function and/or the Corporate Compliance Manager, agree an appropriate strategy for effectively managing a conflict of interest
(iv) implement the agreed conflict of interest management strategy.

Conflicts of interest should be disclosed using Western Power's conflict of interest declaration form (see DM#3404541).

Accepting gifts, benefits and hospitality can create an actual or perceived conflict of interest, which can undermine Western Power's reputation and business effectiveness. It may also expose Western Power *Personnel to legal action and possible criminal charges.

All *Personnel must ensure conflicts of interest do not arise in relation to gifts, benefits and hospitality. Western Power’s conflict of interest standard (see DM#4040184) provides more information on what to do if a gift, benefit or hospitality is offered.

Western Power does not condone the giving or receipt of facilitation payments.

Political involvement

Western Power does not, directly or indirectly, participate in party politics nor make payments to political parties or individual politicians. Nothing in Western Power policy seeks to restrict any *Personnel from participating in the political process if acting in their personal capacity as a private citizen, except where that participation creates an actual or perceived conflict of interest in the *Personnel's duty to Western Power.
Use of Western Power assets

All *Personnel must use Western Power assets, including funds and equipment, in an authorised, efficient and appropriate way. This includes:

(i) preventing misuse of assets
(ii) controlling and securing assets
(iii) avoiding extravagance
(iv) offering proper commercial principles to the purchase and disposal of assets.

No *Personnel may inappropriately use Western Power assets or resources for public, political or private gain or private business.

Use of Western Power IT facilities

All *Personnel must use Western Power IT facilities appropriately and abide by Western Power’s IT & records management policy (see DM#12008675). *Personnel are required to maintain confidentiality of private passwords to computer files and not manipulate, interfere with or access unauthorised computer systems. Electronic resources provided by Western Power must be used responsibly, appropriately and ethically.

Incidental personal use of Western Power’s electronic resources is permitted if it is moderate and does not interfere with work duties. Abuse of this privilege is regarded as misconduct. Western Power reserves the right to monitor and block the use of the internet, email and other electronic resources at any time to the extent permitted by legislation.

Travel

All *Personnel must ensure that travel undertaken in the performance of their role adheres to the requirements of Western Power’s travel standard (see DM#7399625).

Stealing, misappropriation and illegal practices

Western Power will seek to prevent and detect fraud and corruption through the use of appropriate internal controls which are subject to regular internal and external compliance audits and reviews. For further information see Western Power’s fraud and corruption control plan and guidelines (see DM#7370685).

*Personnel must:

(i) not misuse Western Power funds or property, nor assist others to do so
(ii) disclose to their formal leader all illegal practices and unlawful behaviour (such as theft, fraud, corruption, conspiracy and maladministration) that comes to their attention.

A formal leader that becomes aware of any illegal practices and unlawful behaviour must report it to the Risk Assurance & Audit Manager.

Where appropriate, Western Power will seek to recover the proceeds of any illegal practices.
Management of diversity

Western Power recognises and values the diversity among its people and members of the public. All forms of bullying, discrimination, harassment and victimisation are prohibited. Western Power will not unlawfully discriminate on the grounds of:

(i) gender
(ii) marital status
(iii) sexual orientation
(iv) pregnancy
(v) race or ethnic origin
(vi) religious beliefs
(vii) political beliefs
(viii) disability
(ix) family responsibilities
(x) family status
(xi) age
(xii) an employee or a member of the public having raised a concern or made a complaint.

All *Personnel must apply these principles in all their dealings with work colleagues and persons having contact with Western Power.

Responsibility for the environment

Western Power is committed to protecting the environment in the conduct of its operations.

All *Personnel must comply with environmental legislation and make full and proper use of materials, recycling and avoiding waste. Where applicable *Personnel must work with government, local residents and traditional owners to ensure relevant environmental issues are addressed.

Information, reports and record keeping

The accuracy, use and handling of information is critical to Western Power’s integrity and reputation. This includes *Personnel ensuring that:

(i) a record of actions and decisions are made to provide transparency
(ii) no false or misleading records are made or maintained
(iii) personal information is accurate, complete, up to date
(iv) confidentiality and privacy of information about Western Power, its customers and fellow employees is a respected and maintained
(v) all relevant information is disclosed in accordance with the relevant legislative requirements
(vi) only those authorised to use particular information are given access to that information

(vii) information is used only for the purposes required as part of designated Western Power duties

(viii) confidential information that is not publicly available is not used for private gain or advantage of others

(ix) sensitive or confidential information is securely stored

(x) appropriate confidentiality is maintained after ceasing to have a relationship, working or otherwise, with Western Power

(xi) the government is provided with timely, accurate and well considered information and policy advice.

For further information refer to Western Power’s record keeping plan (see DM#4254819).

**External communications and official information**

To maintain Western Power’s integrity and corporate reputation Western Power recognises the importance of communicating accurate and consistent information in accordance with Western Power’s communications policy (see DM#5056882) and the standards, protocols and frameworks that underpin that policy. In particular, all Personnel must ensure that media communications are made by only those Personnel with the appropriate authorisation to communicate with the media.

**Use of social media**

Use of social media in the name or on behalf of Western Power may only be conducted by *Personnel having express authority to do so.

Western Power recognises that many people use various forms of social media in their personal capacity, including Facebook, YouTube, Twitter, Google, blogs, forums, discussion boards and other sites where the user can publish or exchange information and messages with others, including corporate social media forums.

*Personnel using social media in their personal capacity must not:

(i) compromise their effectiveness at work, e.g. such use is no different than personal phone calls or internet usage during working hours

(ii) imply or suggest that Western Power endorses or supports personal views

(iii) disclose confidential information without express authority

(iv) bring Western Power into disrepute.

**Decision-making**

Western Power is committed to making decisions in a fair, impartial and prompt manner giving consideration to all available information and applicable laws and Western Power policies and procedures.

**Public interest disclosure**

Western Power will support and protect anyone who makes a ‘public interest disclosure’. A ‘public interest disclosure’ is a disclosure of information that indicates
past, present or future wrongdoing by Western Power (including by its *Personnel) whilst in the performance of its public functions. For further information refer to Western Power’s public interest disclosure standard (see DM#3442810).

_Electricity Corporations Act 2005 (WA)_

The _Electricity Corporations Act_ contains specific duties and obligations that are applicable to directors, officers and employees of Western Power¹. The principles outlined in this code of conduct are in addition to these specific statutory duties and obligations, and where there is a conflict between the two, the Act prevails to the extent of any inconsistency.

**The role of directors**

In addition to the specific statutory powers conferred and obligations imposed by the _Electricity Corporations Act_, directors must observe the following standards of conduct:

(i) act in the best interests of Western Power as a whole  
(ii) be independent in judgment and in actions  
(iii) take all reasonable steps to be satisfied as to the soundness of all decisions made by the Board  
(iv) recognise Western Power’s responsibility to Western Power’s owner/shareholder.

1.4 Application of Code of Conduct

**Observance of the code of conduct**

Western Power undertakes to make this code of conduct known and accessible to all *Personnel and the general public.

Should any *Personnel have any uncertainty about any aspect of the application of this code of conduct, they should seek immediate clarification from either their formal leader or the Risk Assurance & Audit Manager. Management will strive to ensure that the code of conduct is observed in word and in spirit by all who represent Western Power.

**Breaches of the code of conduct**

It is every *Personnel’s responsibility to report any breach of this code of conduct, or any matter of serious concern, to their formal leader (or Board Chair in the case of a non-executive director). The protection of the Board of Western Power will be granted to anyone who reports a breach.

Any director, officer or employee reporting a breach will be advised of the outcome of the matter where requested.

¹ See sections 27-30 (inclusive) & Schedule 2. The schedule to this policy provides an outline of the relevant duties.
2. Accountabilities

**Policy content owner**

The content owner of this code of conduct is accountable for:

(i) implementing this code of conduct
(ii) providing refresher training on the content of the code of conduct
(iii) monitoring the continuing relevance of the currency of this code of conduct to Western Power
(iv) publishing the approved version of this code of conduct in Western Power’s corporate policies register.

**Heads of function**

Every head of function is accountable for ensuring that all Personnel within their function are aware of and are provided with appropriate education on their responsibilities under this code of conduct.

**Head of Human Resources**

The Head of Human Resources is accountable for:

(i) providing induction training on the content of the code of conduct
(ii) monitoring compliance with the requirements of this code of conduct
(iii) ensuring appropriate remedial actions are taken if there are compliance breaches of this code of conduct.

3. Review

This code of conduct will be reviewed and evaluated by the Board at least once in every three year period taking into account the purpose of the code of conduct and the outcome of the compliance review.

4. Further information

If you have any questions in relation to this code of conduct please contact your Human Resources Business Partner, the Corporate Compliance Manager or the General Counsel (appropriate).

5. Content owner

General Counsel.
6. Related documents

<table>
<thead>
<tr>
<th>Description</th>
<th>DM reference</th>
</tr>
</thead>
<tbody>
<tr>
<td>Addressing poor performance &amp;/or behaviour</td>
<td>DM#3735767</td>
</tr>
<tr>
<td>Communications policy</td>
<td>DM#5056882</td>
</tr>
<tr>
<td>Compliance standard &amp; framework</td>
<td>DM#3443054</td>
</tr>
<tr>
<td>Conflict of interest standard</td>
<td>DM#4040184</td>
</tr>
<tr>
<td>Conflict of interest declaration form</td>
<td>DM#3404541</td>
</tr>
<tr>
<td>Diversity</td>
<td>DM#5139228</td>
</tr>
<tr>
<td>Fraud and corruption control plan and guidelines</td>
<td>DM#7370685</td>
</tr>
<tr>
<td>Guide to director’s and executive officer’s duties &amp; responsibilities</td>
<td>DM#3357312</td>
</tr>
<tr>
<td>IT &amp; records management policy</td>
<td>DM#4410922</td>
</tr>
<tr>
<td>Media communications standard</td>
<td>DM#3898967</td>
</tr>
<tr>
<td>Procurement policy</td>
<td>DM#4096273</td>
</tr>
<tr>
<td>Public interest disclosure standard</td>
<td>DM#3442810</td>
</tr>
<tr>
<td>Purchasing card guidelines</td>
<td>DM#2802485</td>
</tr>
<tr>
<td>Safety, health and environment policy</td>
<td>DM#12059358</td>
</tr>
<tr>
<td>Section 135(4) authority to execute documents</td>
<td>DM#2863021</td>
</tr>
<tr>
<td>Section 135(4) signing authority guidelines</td>
<td>DM#12287660</td>
</tr>
</tbody>
</table>
7. Approval history

<table>
<thead>
<tr>
<th>Version</th>
<th>Approved by</th>
<th>Date</th>
<th>Resolution no.</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Board</td>
<td>23/03/2006</td>
<td>#BD/06/2006</td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td>P&amp;PC</td>
<td>04/08/2008</td>
<td>#41/2008/PPC</td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td>P&amp;PC</td>
<td>02/03/2010</td>
<td>#015/2010/PPC</td>
<td></td>
</tr>
<tr>
<td>9.</td>
<td>Board</td>
<td>06/08/2013</td>
<td>#017/2014/BD</td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td>Board</td>
<td>03/02/2015</td>
<td>#77/2015/BD</td>
<td></td>
</tr>
</tbody>
</table>

EXECUTED under seal by ELECTRICITY NETWORKS CORPORATION ABN 18 540 492 861 in accordance with paragraph 135(2)(a) of the Electricity Corporations Act 2005 (WA) and Board resolution #77/2015/BD:

Alan Mulgrew  
(Chairman and non-executive director)

Sam Barbaro  
(General Counsel and executive officer)
## Schedule

<table>
<thead>
<tr>
<th>Duty outlined in Schedule 2 to the <em>Electricity Corporations Act 2005 (WA)</em></th>
<th>Duty applies to</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Employees</td>
</tr>
<tr>
<td>Act honestly in functions as a director/executive (clause 2)</td>
<td></td>
</tr>
<tr>
<td>Exercise reasonable care &amp; diligence as a director/executive (clause 3)</td>
<td></td>
</tr>
<tr>
<td>Not to make improper use of information (clause 4)</td>
<td></td>
</tr>
<tr>
<td>Not to make improper use of position (clause 5)</td>
<td></td>
</tr>
<tr>
<td>As a director, to act as a fiduciary, with loyalty and in good faith (clause 6)</td>
<td></td>
</tr>
<tr>
<td>To disclosure material personal interests at Board (clauses 12 &amp; 13)</td>
<td></td>
</tr>
<tr>
<td>No indemnity for liability unless arising from good faith conduct (clause 15)</td>
<td></td>
</tr>
<tr>
<td>Not to provide false or misleading information to the Treasurer, Minister, the Board, or an auditor (clause 16)</td>
<td></td>
</tr>
</tbody>
</table>