

1. Purpose

Sunwater is committed to maintaining fair, just and ethical standards in the conduct of its business activities. The Directors' Code of Conduct (**Code**) embodies Sunwater's responsibilities to its shareholding ministers, customers, employees, business partners and the public generally. This policy outlines the standards of responsibility, ethical conduct and behavioural expectations of Directors of Sunwater.

2. Scope

This Code along with the Sunwater Code of Conduct applies to all Directors.

3. Policy Statement

3.1. General

All Sunwater Directors are required to:

- act in an honest, fair, diligent and ethical manner, as further detailed in this Code
- actively contribute to all aspects of the Board's role and functions as stated in the Board Charter
- clearly articulate the desired Sunwater culture and lead by example in what is said and done
- act consistently with Sunwater's Code of Conduct and Board Values & Behaviours (detailed in Appendix 1) including:
 - Value People
 - Work Together
 - Take Responsibility
- not engage in conduct likely to bring discredit upon Sunwater, and
- welcome feedback on the Code of Conduct and the behaviours of Sunwater's employees and themselves

3.2. Fiduciary Duties

All Directors are required to:

- act honestly, in good faith in the best interests of the company as a whole, and for a proper purpose
- act with a degree of care and diligence that a reasonable person would exercise if in the Director's position
- refrain from making improper use of information gained through the position of Director or from taking improper advantage of the position of Director
- avoid conflicts of interest wherever possible and appropriately managing conflicts where they arise, and
- monitor Sunwater's financial situation to best ensure that the company doesn't incur a debt while it is insolvent.

3.3. Directors' Commitment and Knowledge

All Directors are required to:

- be actively involved in Board and committee activities as required
- be prepared for all Board and committee meetings
- undertake individual reading or research and attend any seminars, conferences or other activities which will enhance their contribution to the Board
- undertake professional development during the term of their appointment to continually enhance their skills and knowledge of corporate governance, in accordance with the Board Policy – Professional Development
- attain and maintain an appropriate level of financial literacy
- be familiar with the key laws and Queensland Government policies that apply to Sunwater

- make reasonable inquiries to ensure that Sunwater is operating efficiently, effectively, and legally towards achieving its objectives.
- undertake diligent analysis of all proposals and submissions placed before the Board or committee
- be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board, and
- be familiar with their legal duties and responsibilities as a Director and maintain currency of that knowledge.

In addition, all Directors must make their utmost effort to attend all Board and relevant committee meetings and as many other Board-related events as possible. This ensures that:

- the workload of the Board is shared among the Directors
- Board deliberations involve the input of all Directors which is important given that the Board relies on its collective skill set, and
- the Board is able to achieve the necessary quorum.

3.4. Conflict of Interest

Conflicts of interests should be disclosed and managed consistent with the Directors' and Executives' Conflict of Interest Procedure.

All Directors are required to:

- Be alert to any actual, potential or perceived conflicts of interest and disclose them
- Collectively discuss and actively manage conflicts of interest or duty
- Record any registerable conflict with the Conflicts Register held by the Company Secretary
- Never accept a gift or benefit if it could create any obligation or expectation that could conflict with your duties at Sunwater
- Notify and disclose any gifts or benefits you are offered or receive in accordance with the Gifts and Benefits procedure.

3.5. Conduct in Meetings

All Directors are required to:

- actively participate and contribute to discussions at Board and relevant committee meetings
- constructively question and request reasonable information
- role model Sunwater's values and Code of Conduct
- raise any issue confronting Sunwater within the scope of the Board's (or committee's) role and functions, and
- independently consider matters on any resolution according to their own decision. A resolution must be passed by the majority of the votes cast by Directors entitled to vote on the resolution. If an equal number of votes is cast for or against a motion, the motion is defeated (see 10.7 Sunwater Constitution).

3.6. Confidentiality

All Directors are required to:

- maintain the confidentiality of all Board and committee discussions, deliberations and documents, and
- maintain the confidentiality of confidential information received by them in the course of their duties as a Director.

No Director is to release any confidential information unless that disclosure has been authorised by the Board or is required by law.

While Directors are required to exercise independence of mind in questioning issues in the boardroom, outside the boardroom Directors are required to support the letter and spirit of Board decisions in discussion with all stakeholders.

3.7. Relationship with Management

Board members are to strive to build a good relationship between the Board and Sunwater employees through openness, honesty, fostering trust and mutual respect.

3.8. Relationship with External Stakeholders

All Directors are to strive to build a good working relationship with the Shareholding Ministers, departmental staff, customers and other external stakeholders.

All Directors should observe the Board's policy regarding the authorised spokesperson for Sunwater.

4. Reporting

Sunwater's shareholding Ministers are to be fully appraised in a timely manner of any potential or actual breaches of this Policy.

5. Responsibilities

Role	Responsible For
Chair	<ul style="list-style-type: none"> • leading by example in what is said and done • Overseeing and monitoring compliance with the Policy • Giving feedback to the Board on their compliance with the Code and the Sunwater Code of Conduct • Welcome feedback on the Code and on the behaviours of the Directors
Director	<ul style="list-style-type: none"> • Leading by example in what is said and done • Complying with Directors' Code of Conduct and the Sunwater Code of Conduct • Being open to feedback on the Code and the behaviours of the Board • Providing constructive feedback to each other
Company Secretary	<ul style="list-style-type: none"> • Record in register all disclosed conflict of interest and keep register current • Record all disclosed gift and benefits in the Gifts and Benefits register • Assist Directors in the management of conflicts of interest

6. Related Legislation and Documents [provide hyperlinks to listed documents]

- [Sunwater Code of Conduct](#)
- [Board Charter](#)
- [Directors' and Executives' Conflict of Interest Procedure](#)
- [Chair and Director Corrupt Conduct Procedure](#)
- [Gift and Benefits Procedure](#)
- [Fraud Corrupt Conduct Policy and Procedure](#)

7. Review of Policy

The Board will review this Procedure on a two yearly basis. The CEO and Company Secretary have the authority to approve administrative amendments to this and other governance policies, with advice to be provided to the Board on material administrative changes.

8. Creation, Review and Approval

Author	Company Secretary	SME	Company Secretary	Owner	Sunwater Board
eDMS	2398217-v5	Effective Date	December 2023	Next Review Date	December 2025

Appendix [1] | Values & Behaviours | Board



VALUE PEOPLE



WORK TOGETHER



TAKE RESPONSIBILITY

Value people

- We behave professionally and with honesty, integrity and treat others with respect.
- We work to the best of our ability and have the courage to do the right thing.
- We comply with laws, enterprise agreements, policies, procedures and management guidelines and frameworks.

Work together

- We know our services and products.
- We are open and transparent in order to maintain good working relationships.
- We work with our team and with customer always in mind.
- We seek to understand and work constructively to resolve problems.

Take responsibility

- We act responsibly and take accountability for our actions and decisions.
- We seek information and take an active role to support ourselves and our colleagues through change.
- We manage real or perceived conflicts of interest.
- We use our systems, equipment, property and tools appropriately.