



ADELAIDE BRIGHTON LIMITED

ACN 007 596 018

CODE OF CONDUCT

1 Purpose

This Code of Conduct promotes practices that foster Adelaide Brighton's key values of:

- acting with fairness, honesty and integrity;
- being aware of and abiding by laws and regulations;
- individually and collectively contributing to the well-being of shareholders, customers, the economy and the community;
- maintaining the highest standards of professional behaviour;
- avoiding or managing conflicts of interest; and
- striving to be a good corporate citizen, and to achieve community respect.

Adelaide Brighton is committed to ensuring that the highest standards of honesty, integrity, ethics and legality are upheld and enforced. You are expected to be honest and ethical in dealing with each other, with clients and all other third parties.

This Code of Conduct applies to all employees of Adelaide Brighton including all directors of Adelaide Brighton and senior management of the Adelaide Brighton Group (**Senior Executives**).

Note: This Code of Conduct is not an employment contract. Adelaide Brighton does not create any contractual rights by issuing this Code of Conduct.

2 Responsibilities under the Code

Each of us is responsible for conducting ourselves in accordance with the Code of Conduct whatever our position and role. If you have any doubts about an issue or situation you should notify your manager or the Company Secretary or the Chief Financial Officer.

If you are aware of, or suspect a breach of this Code of Conduct, please report the matter by following the steps outlined in the section dealing with "Reporting unethical or unlawful behaviour" (below). You are expected to comply with any investigations into concerns about breach of the Code or Adelaide Brighton's policies and procedures. Retribution against a person for reporting or supplying information about a Code or policy concern will not be tolerated.

Any person who breaches the Code of Conduct (including by failing to report a suspected breach, or by victimising another for reporting a concern) may be subject to corrective disciplinary action, including, in extreme circumstances, termination of employment for misconduct.

3 Compliance with laws and regulations

Adelaide Brighton and the directors and officers of Adelaide Brighton are subject to various legal requirements in relation to the conduct of Adelaide Brighton's operations, and their role and responsibilities. These might relate to financial, corporate, disclosure, fair trading and other requirements. Directors and officers also owe a number of duties as a fiduciary of Adelaide Brighton. These duties arise at law, and are also preserved in the Corporations Act. No director or officer of Adelaide Brighton may direct another employee or any other person to violate any law on behalf of the company.

Each of us, whatever our role and position, should be aware of, and comply with, the duties and obligations which apply to us under any laws, legislation or regulations relevant to our work. Employees are encouraged to attend seminars presented by Adelaide Brighton or other external service providers to ensure that their knowledge remains up to date and that they remain abreast of relevant legal and industry developments. Assistance is also available to clarify whether particular laws apply and how they may be interpreted.

4 Fair dealing

Adelaide Brighton aims to maintain the highest standard of ethical behaviour in ethical business dealings to behave with integrity in all its dealings with customers, shareholders, government, employees, suppliers and the community.

Directors, Senior Executives, employees and contractors are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of Adelaide Brighton. Each of us must ensure that our actions, and the actions of those who report to us, deal fairly with Adelaide Brighton's customers, competitors and employees.

You are encouraged to familiarise yourself with the legal requirements applying to fair dealing and to undertake training or attend seminars to develop and maintain your knowledge, so that you can act in accordance with these requirements.

5 Adelaide Brighton policies and standards

Adelaide Brighton has implemented policies and standards in relation to various matters. You are encouraged to be familiar with and adhere at all times to the requirements of the various policies and standards published by Adelaide Brighton including each of the following policies, standards and guidelines:

- Safety Health and Environment Policy and Standards
- Human Resources Group Standards
 - Fair Treatment
 - Harassment
 - Equal Employment Opportunity
 - Privacy Standard
- IT Standards
 - Electronic Mail
 - Information Security
 - Internet Access
 - Software Conformance
 - Systems Security
 - Email Scanning
 - User Developed Applications

- Other Group Policies
 - Continuous Disclosure Policy
 - Guidelines for Dealing in Securities (Share Trading Policy)
 - Trade Practices Act Policy

Copies of these policies are available on the Adelaide Brighton computer network or from the Safety Health and Environment, Human Resources, and Information Technology Managers or the Company Secretary.

The Board of Adelaide Brighton continually assesses and upgrades its policies and procedures, to ensure compliance with corporate governance requirements from time to time. You will be notified of any changes to the policies and procedures. You should ensure you regularly make yourself aware of the current policies and compliance requirements.

If you have any questions regarding this Code of Conduct or any of the Adelaide Brighton policies at any time, you should contact your manager or the Company Secretary.

6 Conflicts of interest

A conflict of interest exists where loyalties are divided. A person can have a potential conflict of interest if, in the course of their employment or engagement with Adelaide Brighton, any decision they make provides for an improper gain or benefit to themselves or an associate. A conflict of interest can be defined as an issue that may occur when personal interests, the interests of an associate, or relative, or a duty or obligation to some other person or entity, conflict with a person's duty or responsibility to Adelaide Brighton.

Potential direct or indirect conflicts of interest of employees or those acting on behalf of Adelaide Brighton (or their family, relatives, friends or agents) should be avoided. If you are concerned that you have a potential conflict of interest you should disclose and discuss the matter with, and seek direction from, your supervisor or manager, the Company Secretary or the Managing Director.

If you know of a potential or actual conflict of interest, you should report the matter to the Company Secretary for decision and direction.

The following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided, but this is not intended to be an exhaustive list. They are not intended to authorise any of us to act in a particular way as each situation will be different. If you have any doubt about whether a conflict of interest exists, please consult with your supervisor or manager or the Company Secretary.

6.1 Improper personal benefits from Adelaide Brighton

You should not exploit your position or relationship with Adelaide Brighton for personal gain. For example, conflicts of interest can arise when you or a member of your family receives improper personal benefits as a result of your position. Neither you or your relatives should give unreasonable gifts to, or receive unreasonable gifts from, Adelaide Brighton's customers. We encourage you not to accept a gift in circumstances in which it would appear to others that your business judgement has been compromised, nor put yourself or Adelaide Brighton in a position that would be embarrassing if the gift was made public.

6.2 Financial interests in other businesses

You should avoid having a significant ownership interest in any other enterprise if that interest compromises or appears to compromise your loyalty to Adelaide Brighton, irrespective of the capacity within which the ownership interest is held. This will not normally apply to interests in listed entities. However, if you have any doubt about such an investment, you should consult with the Company Secretary.

6.3 Corporate opportunities

You should advance Adelaide Brighton's legitimate interests when the opportunity to do so arises and should not take advantage of property, information, your position or other opportunities arising from your position in Adelaide Brighton. (You should also ensure that Adelaide Brighton property is used in accordance with ethical standards of conduct - outlined below in the section dealing with "Improper use or theft of Adelaide Brighton property").

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position at Adelaide Brighton, you should not participate in the business or make the investment without approval from the Company Secretary or Managing Director. As a general principle, you should not participate in a joint venture, partnership or other business arrangement with Adelaide Brighton without approval from the Company Secretary or Managing Director.

6.4 Conflicts with competitors, clients and family members

You must ensure that your actions, and those employees who report to you, deal fairly with Adelaide Brighton's clients, competitors and employees (see also Fair Dealing above).

If you feel a conflict may arise between Adelaide Brighton or you and a competitor, client or family member, you should disclose the situation to your supervisor or manager or the Company Secretary so that Adelaide Brighton may assess the nature and extent of any concern and how it can be resolved.

7 Improper use or theft of Adelaide Brighton property and assets

You are expected to be responsible for protecting any Adelaide Brighton property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use. Adelaide Brighton property and assets includes cash, securities, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential information, office equipment and supplies.

As a general rule, Adelaide Brighton property and documents should not be removed from official premises without a good and proper reason. If removed, they should be stored in a secure manner and covered by appropriate insurances.

You are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by Adelaide Brighton or a third party. You should not use Adelaide Brighton's electronic communications systems to access or post material that is pornographic, obscene, sexually-related, profane or which is otherwise offensive or violates Adelaide Brighton policies or any laws or regulations. In addition, any use of Adelaide Brighton's electronic communications systems for non-business purposes should:

- be occasional;
- not interfere with your professional responsibilities;
- not diminish productivity; and
- not violate this Code of Conduct or any other Adelaide Brighton policies.

8 Privacy

Adelaide Brighton respects the privacy of others and will only use personal information collected from employees for legitimate purposes relating to their employment with the Company. We ask you to familiarise yourself with and comply with privacy laws and Adelaide Brighton's procedures in relation to privacy to ensure that you are aware of and discharge your obligations under relevant privacy laws.

9 Continuous Disclosure and public communications

Adelaide Brighton has adopted a Continuous Disclosure policy relating to its obligations under the Corporations Act and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of Adelaide Brighton's securities and to correct any material mistake or misinformation in the market. You should ensure you are aware of the requirements of the policy, and if it applies to you, you must act in accordance with the policy. A copy of the Continuous Disclosure Policy is available on the Company's website.

You are responsible for the integrity of the information, reports and records under your control and are expected to exercise the highest standard of care in preparing materials for public communications.

Documents should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate and be supported by accurate documentation;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Adelaide Brighton complies with all applicable requirements regarding retention of documents and corporate records. You should ensure that you are aware of relevant obligations and retain documents accordingly.

10 Employment practices

10.1 Equal opportunity and anti-discrimination

Adelaide Brighton is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and non-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

You must ensure that your actions do not breach these policies.

Adelaide Brighton will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

10.2 Occupational health and safety/Safety, Health and Environment (SHE)

Adelaide Brighton is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in ensuring that this situation is maintained at all times.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

You should be aware of Adelaide Brighton's OH&S/SHE policy and all relevant standards and procedures to ensure the workplace is safe and without risk to the health of others and yourself and follow any lawful and reasonable instructions consistent with that policy and those procedures.

10.3 Securities trading

Adelaide Brighton has adopted specific guidelines for dealing in Adelaide Brighton's securities by Directors, officers and employees of Adelaide Brighton. You should review that policy and ensure you act in accordance with that policy.

10.4 Bribes, inducements and commissions

In accordance with the key values set out in this Code of Conduct, Adelaide Brighton does not condone the giving or receiving of any bribe, commission or inducement, which may influence business decisions or compromise independent judgement, whether through an intermediary or otherwise, in any circumstance, even if it might be culturally acceptable.

You should not pay or receive any bribes, inducements or commissions (this includes any item intended to improperly obtain favourable treatment, whether from Government bodies or otherwise). Also, you should not give or receive any unreasonable gifts (see "Conflicts of Interests" above) or otherwise act in an unethical way which may degrade the reputation or integrity of Adelaide Brighton.

The giving and receiving of bribes, inducements and commissions is against Adelaide Brighton's policy and the laws of many countries where Adelaide Brighton conducts business. Any employee found to be receiving, accepting or condoning a bribe, commission or inducement, or attempting to initiate such activities, will be liable to termination (where applicable pursuant to the employment agreement) and possibly criminal proceedings. You are encouraged to familiarise yourself with the relevant legal requirements and you are reminded that breach of these requirements may attract penalties.

11 Environment and Community

Adelaide Brighton is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of our operations. Adelaide Brighton has risk management programs in place to address the Group's obligations under various environmental regulations.

If you are aware of, or suspect, an action that is not environmentally responsible and in breach of the applicable laws and regulations, you should report the matter in accordance with the section dealing with "Reporting of unlawful or unethical behaviour" (below).

You may voluntarily participate in the political process as an individual. We ask that you refer to the Adelaide Brighton Continuous Disclosure Policy and comply with the policy in relation to making public announcements and that you do not engage in actions which could cause someone to believe that your actions reflect the views or position of Adelaide Brighton if that it not the case.

Adelaide Brighton is a responsible corporate citizen and actively supports the communities in which we live and work. We provide information about Adelaide Brighton in response to reasonable and responsible requests. We abide by all local laws and regulations. We respect and care for the environments in which we operate. We support and encourage our employees to actively contribute to the needs of the community. Where possible, we provide financial or in-kind assistance to selected community programs or projects, in accordance with specifically approved donation or sponsorship policies. If you wish to make such a contribution (such as donations or sponsorship) on behalf of Adelaide Brighton, you should consult the Company Secretary for approval.

12 Reporting unlawful and unethical behaviour

The Code of Conduct applies to all officers, employees, contractors, agents or people associated with Adelaide Brighton. It is recognised that breaches of the Code of Conduct may occur from time to time. It is expected that any such breaches will be inadvertent and without intent, however it should be clearly understood that any such breaches may result in disciplinary action or other penalty including, in extreme circumstances, dismissal or termination of the contract or engagement.

If you consider that a potential breach of the Code of Conduct has occurred, you should promptly report it to the Company Secretary. You should not have concerns about doing so. You will have the benefit of protections available under legislation in relation to whistle-blowing and should know that retaliation in any form against a person who in good faith reports a violation of the Code of Conduct will not be tolerated. You also have the commitment from Adelaide Brighton that, wherever possible, your privacy will be protected. The matter will be handled in the strictest confidence and only those who need to know will be made aware of the situation.

If you wish to contact the Company Secretary anonymously, you may provide a detailed report to either of the following addresses:

Company Secretary
Adelaide Brighton Ltd
GPO Box 2155
Adelaide SA 5001

Email: marcus.clayton@adbri.com.au

When it is considered that a breach of the Code of Conduct has occurred, the handling of the process is to be administered by the Company Secretary taking into account the severity of the misconduct and applicable laws. Where breaches are considered to be of a serious nature, penalties may be imposed on the offender ranging from counselling to dismissal (in extreme circumstances). In such instances Adelaide Brighton will act objectively, fairly and equitably and consistent with any applicable provisions or requirements in an employment contract.

Adelaide Brighton reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

13 Conclusion

Whilst this Code of Conduct endeavours to address a wide range of business practices and procedures, it cannot anticipate every issue that may arise. You are responsible to ensure that you act ethically and lawfully at all times.

14 Disclaimer

This Code of Conduct is a statement of certain fundamental principles, policies and procedures that govern actions in the conduct of Adelaide Brighton's business. It is not intended to, and does not create any rights in any employee, client, customer, supplier, competitor, security holder or any other person or entity.