



GALE PACIFIC LIMITED

ACN 082 263 778

Code of Conduct

Approved by the Board on 16 November 2005

1. Purpose & Scope

This Code of Conduct seeks to define the standards of how we at Gale Pacific do business, treat each other, engage with our customers and business partners, and comply with all applicable laws.

The Code of Conduct seeks to:

- **provide clear guidance on the Company's values and expectations while acting as a representative of Gale;**
- **promote a ethical behaviour, standards and expectations across the Group;**
- **raise employees' awareness of acceptable and unacceptable behaviour; and**
- **provide a means by which to assist in avoiding any real or perceived misconduct.**

The policies and procedures outlined in this document apply to all employed by Gale, including the Board, management and employees.

2. Objectives of the Code

- To treat all employees with dignity and as individuals
- To maintain a reputation of excellence in our endeavours
- To continually stimulate innovation
- To promote business success through competition within the regulatory rules
- To promote honesty and integrity in all our business dealings
- To provide employees with a safe and productive workplace free from harassment and discrimination
- To encourage employees to uphold the laws governing the countries, states and territories in which we operate
- To ensure employees utilize Gale's resources for the benefit of the Company
- To operate our businesses to minimise adverse environmental impact.

3. Business Integrity

Gale conducts its business with honesty, integrity and respect for the interests of its stakeholders.

Gale does not give or receive bribes in order to obtain or provide business, services or financial advantage.

4. Obeying the Law

Gale strives to be a good corporate citizen and this involves complying with applicable laws and regulations of each jurisdiction in which Gale operates.

5. Conflicts of Interest

Gale expects its employees to avoid any personal, financial or other conflicts of interest that could compromise the performance of their duties. To this extent employees will not engage in outside jobs or other business activities involving a firm that is competing with, selling to or buying from the Company, without the express permission of the Company. Under no circumstances may employees have outside interests that are in any way detrimental to the best interests of the Company.

6. Insider Trading

Employees and directors of Gale have the opportunity to share in the Company's growth through share equity plans as well as buying Company shares in their own right. We understand that being a company shareholder brings a responsibility to comply with the laws governing companies and employees who own shares. These laws do not allow anyone with "inside information" to:

- Trade in Gale shares based on this information
- Influence another person to trade in Gale shares
- Communicate information to someone they believe is likely to trade in Gale shares.

For more information, please refer to the Company's Share Trading Policy.

7. Personal Conduct

Gale does not discriminate on the basis of sex, marital status, race, religion, age, and sexual preference or on any other grounds of discrimination prohibited by law. We strive to maintain a workplace that is free from all forms of harassment and discrimination.

8. Safety in the Workplace

Gale strives to provide a safe and healthy work environment for all employees. We aim to carry out our business activities in a manner consistent with applicable health, safety, and environmental laws and regulations for the wellbeing of the environment and our employees, contractors, visitors and customers. We will endeavour to be aware of and follow all Health, Safety and Environment policies and procedures. We will, at all times, operate in a safe way at work to avoid exposure to risk or injury.

9. Professional Competency

Gale provides training and development to help employees excel and maximise their contribution to the business.

10. Personal Accountability

Gale requires all employees to accept and discharge with conviction all responsibilities of the role for which they are employed by the Company.

11. Company Property

Employees shall not remove any Company vehicles, tools, plant, equipment, records, documents or computer files from Company premises or make copies, without the prior approval of the relevant site manager of the Company.

12. Confidentiality of Information, Documentation and Inventions

During employment with the Company, employees may be shown or may create information that is confidential in its nature. Employees acknowledge that the Company is entitled to the exclusive

benefit of that confidential information. Confidential information created by employees may be able to be made the subject of registered protection, such as a patent in which event employees will fully co-operate with the Company becoming the registered owner of the information. If the information is not capable of registered protection, employees will fully disclose it to the Company and not disclose it to any other person or use it for any other purpose both during and after the termination of employment with the Company. Upon request by the Company, employees will enter into a Confidentiality Agreement with the Company.

13. Drugs and Alcohol

Gale requires all its employees to avoid impairment associated with alcohol or drugs. No employee shall report to work or remain at work while under the influence of an illegal drug, controlled substance, or alcohol.

14. Fraud

Fraud is a deliberate deception and made with the intention of gaining an unjustified or illegal benefit or other dishonest advantage. Gale's policy is to prosecute employees where it has reasonable grounds to suspect fraud.

15. Gifts, Favours, Entertainment and Payments to or from the Company

No employee, officer or member of their families shall accept any gift of more than a nominal value, including unusual entertainment or lavish hospitality that exceed common courtesies usually associated with the accepted business and seasonal practice. Equally any payments from the Company must be limited to accepted business practice, must be lawful and if publicly disclosed would not embarrass the Company.

16. Bribes and Other Improper Payments.

No bribe, kickback or other improper payment shall be made on the Company's behalf.

17. Improper Accounting Practices

No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entry shall be made in books or records and no employee shall engage in any arrangement that results in such an entry.

18. Failure to Comply

Any employee failing to comply with the Gale Code of Business Conduct will be in violation of company policy and may be subject to disciplinary action. Examples of relevant disciplinary action include verbal or written warnings, suspension (with or without pay) and dismissal.

19. Reporting

Gale calls on every employee to report any violation of this Code. If appropriate, employees are encouraged to work with supervisors or management in making a report. The escalation procedures for employees reporting alleged violations should be to their manager in the first instance, to the company secretary in the second instance, to the Managing Director/Chief Executive Officer in the third instance and then to the Chairman of the Board in the final instance. If employees perceive a violation to be by their immediate superior, then employees are encouraged to take the matter to the level above their superior. Reports will be handled confidentially, and no employee will suffer indignity or retaliation because of a report made in good faith.