



GALE PACIFIC

CODE OF CONDUCT & BUSINESS ETHICS

POLICY TITLE	CODE OF CONDUCT & BUSINESS ETHICS
EFFECTIVE DATE	2014
LOCATIONS	ALL GALE REGIONS
APPROVED BY	GROUP MANAGING DIRECTOR

CONTENTS

A MESSAGE FROM OUR GROUP MANAGING DIRECTOR	3
CODE OF CONDUCT AND BUSINESS ETHICS	4
COMPLY WITH THE LAW AND THIS CODE	6
SAFETY IN THE WORKPLACE	7
CONFLICT OF INTEREST	8
ANTITRUST AND COMPETITION	9
CONFIDENTIAL INFORMATION	10
INSIDER TRADING	11
GIFTS AND GRATUITIES	12
EQUAL EMPLOYMENT AND ANTI-HARASSMENT	13
ALCOHOL, DRUG AND TOBACCO USE	14
USE OF COMPANY RESOURCES AND TECHNOLOGY	15

A MESSAGE FROM OUR GROUP MANAGING DIRECTOR



The success and reputation of our business is fundamentally linked to how we conduct ourselves. We must always do the right thing and the business places enormous value on the integrity of our business and the people within it.

The GALE Pacific Code of Conduct and Business Ethics establishes certain non-negotiable minimum standards relating to the way we work. The Code is not intended to cover all possible situations that may occur. It does, however, provide a practical set of guiding principles to help you make decisions in your day to day work, whatever you do and wherever you do it.

As a member of the GALE Pacific community you have a responsibility to read, understand and work according to our Code of Conduct and Business Ethics. You also have a responsibility to promptly seek advice and raise concerns if you suspect our Code is being violated.

Please can I ask that you read our Code carefully and immediately let us know if you have any questions about what is or is not acceptable GALE Pacific business conduct.

Thank you for your efforts in building our business and upholding our values and principles.

A handwritten signature in blue ink that reads "Nick". The signature is stylized with a long, sweeping stroke for the 'N'.

Nick Pritchard

CODE OF CONDUCT AND BUSINESS ETHICS

GALE Pacific has a long standing commitment that our Company and each of its employees will observe the highest standards of business conduct and ethics. GALE Pacific places great importance on honesty, integrity and trust. Together we shoulder the responsibility for the reputation of our company. The Code of Business Conduct and Ethics provides a strong foundation to build the trust that is imperative for the success of our business. No matter what your role is, or which location you work in, you are expected to:

- demonstrate the behaviours of honesty, integrity and trust at all times
- set an example for others and recognise those around you who also demonstrate these behaviours
- speak out when you feel that these behaviours are threatened or compromised

WHAT IS THE CODE OF BUSINESS CONDUCT AND ETHICS?

The Code of Business Conduct and Ethics sets standards for the way we work at GALE Pacific. The Code provides a set of guiding principles to assist you in making decisions in your daily work, whatever you do and whenever you do it. The Code will be supported by several more detailed policies. GALE Pacific takes the Code of Conduct and Business Ethics and all the underlying policies very seriously.

WHO DOES THE CODE APPLY TO?

The Code applies to anyone who is employed by or works at GALE Pacific including employees, contractors and consultants. As someone who works at GALE Pacific, you have a responsibility to read and understand our Code and ensure full compliance with all provisions of the code. To “do the right thing” and to ensure the highest standards of integrity is each employee’s personal responsibility that cannot be delegated.

WHEN DOES THE CODE APPLY?

The Code applies to you in any circumstance that you are identified as a representative of GALE Pacific. This will include, but is not limited to instances when you are working outside your immediate workplace or working hours. eg. when you are at a work function or work related activities beyond working hours.

HOW CAN I ENSURE MY CONDUCT IS COMPLIANT WITH THE CODE?

No written Code can cover every situation that may arise. In everything you do, you are expected to listen to and act upon your conscience to help build and maintain GALE Pacific’s and your own reputation. Where differences exist as the result of local customs, norms, laws or regulations, the Code or local requirements must be applied – whichever sets the higher standard of behaviour.

CODE OF CONDUCT AND BUSINESS ETHICS

If you are in doubt about whether your conduct is consistent with this Code, it may help you to ask yourself the following questions:

- ✓ *Is it legal and in line with our policies and procedures?*
- ✓ *Does it feel like the right thing to do?*
- ✓ *If this was reported in the paper, would I feel comfortable?*
- ✓ *Would my colleagues or manager consider my behaviour appropriate?*
- ✓ *What impact might this have on GALE Pacific and its commitment to shareholder value?*

If you have trouble answering any of the above questions, then the conduct in question may not be consistent with this Code.

WHO CAN SUPPORT ME IN COMPLYING WITH THE CODE?

The laws that govern our activities are often complex, but ignorance does not relieve us of an obligation to comply. If you need more information regarding GALE Pacific's expectations or your obligations, you must seek advice from your manager or Human Resources.

WHAT WILL HAPPEN IF I BREACH THE CODE?

Failure to comply with the principles or the spirit of the Code will be considered a serious breach of GALE Pacific policy and will be investigated. Breaches of the Code will result in disciplinary action, ranging from a verbal warning through to the termination of your employment, depending on the seriousness of the violation.

WHAT SHOULD I DO IF I FEEL THE CODE IS BEING BREACHED?

You should report any concern that you become aware of through your work. You shall report any practices or actions believed to be inappropriate under this Code or even illegal to your Manager, HR or to the Company Secretary. All complaints will be thoroughly investigated. GALE Pacific prohibits retaliation against any employee for such reports made in good faith, while it also protects the rights of the incriminated person.

COMPLY WITH THE LAW AND THIS CODE

GALE Pacific's reputation as a trusted and respected organisation is one of our greatest assets. Our commitment to complying with the laws and regulations that apply to all aspects of the business extends to our dealings throughout the world.

Although the laws may be complex, ignorance is no excuse. You are ultimately responsible for compliance with the law in your field of work and should not take any improper actions intended to circumvent the application of local laws. We do not allow the needs of the business to justify doing something that violates the law. Any breaches of law can have serious consequences beyond your employment, both for GALE Pacific and you as an individual.

Wherever there is an inconsistency between an applicable law and this Code, or our policies, you must comply with whichever is the higher standard.

What you must do:

- ✓ *Not take any action, or fail to take any action, that may breach this Code, the law, GALE Pacific policies, procedures or practices.*
- ✓ *Complete all required training to build and maintain your awareness and understanding of relevant laws, policies, procedures and practices.*
- ✓ *If you are unsure whether a particular law, policy, procedure or practice applies, seek guidance from your manager.*

SAFETY IN THE WORKPLACE

GALE Pacific believes that the safety, security and physical health of our employees lies at the heart of each person's ability to contribute to our success. GALE Pacific respects the right of all individuals to work in a safe environment that promotes wellbeing and is committed to achieving high standards in safety.

As an employee of GALE Pacific, you shall understand and comply with applicable statutory laws as well as internally defined safety policies and procedures. Employees must promptly report any circumstance that appears to threaten the safety of their colleagues. A safe workplace is the responsibility of every employee working at GALE Pacific. We will only be truly successful when every employee and contractor goes home safely to their families at the end of every day.

What you must do:

- ✓ *Comply with health and safety standards and procedures*
- ✓ *Ensure you identify, assess and take steps to control health and safety hazards associated with your work*
- ✓ *Use the personal protective equipment required for the task you are undertaking*
- ✓ *Familiarise yourself with emergency procedures*
- ✓ *Promptly report any accident, injury, illness, unsafe or unhealthy condition, incident, so that appropriate action can be taken to rectify those conditions.*

CONFLICT OF INTEREST

Conflict of interest arises when an employee is in a decision-making position and participates in a situation that puts or appears to put their own personal interests before that of GALE Pacific or our customers. You must be mindful of when a conflict may be perceived by others, and take action to avoid or address this risk. A conflict of interest can arise in many ways, but common examples involve:

- Holding external jobs and affiliations
- Accepting or offering gifts and entertainment
- Pursuing GALE Pacific business opportunities for personal gain

You must excuse yourself from any decision making process where you have an interest that influences, or may be perceived as influencing, your ability to make an objective decision and to fulfil your responsibilities to GALE Pacific.

You must promptly advise your supervisor or manager in writing of any outside activities, financial interests or relationships that may involve you either in an actual conflict of interest or the appearance of one. Your supervisor or manager will thoroughly review the matter and consider whether it is appropriate for you to resume any discussions or activities that involve the conflict.

What you must do:

- ✓ *Conduct all business relationships in a professional manner.*
- ✓ *Avoid business dealings and personal relationships that cause or may cause conflicts of interest.*
- ✓ *Excuse yourself from any decision-making process where you have an interest that impacts your ability to make an objective decision.*

ANTITRUST AND COMPETITION

GALE Pacific is committed to fully complying with competition laws; and the enforcement of competition laws against those third parties who act in an anti-competitive manner towards GALE Pacific. We are expected to compete vigorously and effectively, but never unlawfully. Competition laws prohibit a range of practices which restrain trade or restrict free and fair competition. Examples include price fixing, market sharing, bid rigging, and abuses of a dominant position.

In all dealings with competitors, joint venture partners, customers, suppliers, business partners and other third parties you are required to conduct yourself in a manner that does not breach competition laws. All employees, who are in regular contact with competitors, have a responsibility to ensure that they are familiar with applicable competition laws.

Breach of competition laws can result in serious consequences for GALE Pacific and individuals and is regarded by GALE Pacific as serious misconduct which may lead to disciplinary action and ultimately termination.

What you must do:

- ✓ *Maintain GALE Pacific independence of judgment in pricing, marketing and selling of any product*
- ✓ *Consider the appearance and implications of interacting with a competitor, whether in a business or personal setting. Avoid any action which could imply illegal coordination with competitors*
- ✓ *Inform your supervisor :*
 - *if inappropriate contact is initiated by a competitor*
 - *before exchanging competitively sensitive information, directly or indirectly, with a competitor*
 - *if a complaint is made about the competitive behaviour of GALE Pacific*
 - *if you suspect that a third party is acting in an anti-competitive manner towards GALE Pacific.*

CONFIDENTIAL INFORMATION

Confidential information is non-public information that you are exposed to as a result of your job with GALE Pacific. This confidential information might be useful to our competitors or harmful to the Company if disclosed. Examples of information deemed confidential are:

- Intellectual property and trade secrets including research and development plans, technical information, marketing plans
- Information about customers and business partners
- Pricing strategies
- Personal information about your co-workers (health, salary, performance)
- Budgets and non-public financial information

Unless required by law or authorised by management, employees shall not disclose confidential information or allow such disclosure. This obligation applies throughout your employment and continues beyond the termination of employment. Furthermore, employees must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

What you must do:

- ✓ *Regard the information obtained by participating in the development of processes or products at GALE Pacific as the property of GALE Pacific both during and after your period of employment with GALE Pacific*
- ✓ *Treat all confidential information acquired during your employment with GALE Pacific with the highest regard*

INSIDER TRADING

During the course of your employment at GALE Pacific you may become aware of information about our Company or other companies with whom we do business before it is made public. This non-public information, also known as “inside information” is information about a company that an investor would consider important when deciding whether to invest in the Company.

It is illegal to use inside information for your financial or other personal benefit or to convey this information to others. Examples of information considered to be “inside” information include:

- Projected future earnings or losses
- Actual or proposed mergers, acquisitions or joint ventures
- Change in executive management
- New product plans

All employees must gain approval from a designated clearance officer before engaging in any transactions involving GALE Pacific irrespective of whether or not they have ‘inside’ information. Employees participating in any executive share plan must not buy, sell or otherwise deal in GALE Pacific securities during any blackout period.

Enquiries about the Company from the financial press, investment analysts or financial institutions should be referred to the Company’s Chief Financial Officer.

What you must do:

- ✓ *Maintain the confidentiality of GALE Pacific Information*
- ✓ *Carefully consider the information you disclose about what you are working on*
- ✓ *Report leaks of any GALE Pacific information you become aware of to your manager*

GIFTS AND GRATUITIES

Employees of GALE Pacific must exercise utmost care when giving and accepting gifts, entertainment and hospitality to protect their reputation as well as GALE Pacific's reputation. Gifts, hospitality and entertainment of any kind must not be solicited from a supplier, customer, or party with whom GALE Pacific conducts business.

Accepting gifts, hospitality or entertainment can be a legitimate contribution to building good business relationships. However you should not accept payments, gifts, entertainment or other favours that unduly influence business decisions. No bribe, kickback or other improper payment shall be made or accepted on the Company's behalf. Gifts greater than AU\$100 are considered Company property. You must notify your manager if you receive a gift exceeding AU\$100. In general, you may accept:

- gifts of a modest value (small promotional items or items that an average person would view as business-related)
- occasional, reasonably priced meals with a business associate
- gifts, hospitality or entertainment not designed to further a valid business purpose that are appropriate in nature

Offering gifts and entertainment in order to win or keep business is unethical and in some circumstances illegal. Be sure you understand the rules and ask questions if you are in doubt about whether a particular gift or form of entertainment is acceptable. In general you should limit gifts and entertainment to AU\$100 or less.

What you must do:

- ✓ *Report any gift, hospitality or entertainment accepted.*
- ✓ *Ensure that gifts, hospitality and entertainment are modest and comply with applicable laws.*
- ✓ *Assess the potential for a conflict of interest when offering or accepting gifts, hospitality or entertainment.*
- ✓ *Be prepared to politely decline any gift or gratitude that contravenes our practices.*

EQUAL EMPLOYMENT AND ANTI-HARASSMENT

GALE Pacific is committed to developing a truly diverse workforce in which every employee is treated fairly and with respect. As an employee of GALE Pacific you are expected to be aware of our commitment to equality in employment, anti-harassment and bullying and respecting human rights. You must abide by these commitments.

Employment and development opportunities at GALE Pacific will be offered strictly on merit. GALE Pacific does not tolerate bullying, harassment or discrimination on the basis of race, colour, religion, sex, sexual orientation, gender identity, age, national origin, disability, citizenship, marital status or pregnancy.

What you must do:

- ✓ *Ensure employment related decisions are based only on merit, and not on attributes that are irrelevant to employment or performance*
- ✓ *Treat all colleagues with dignity and respect*
- ✓ *Never unlawfully discriminate, harass or bully your colleagues*
- ✓ *Report any evidence of child or forced labour in our operations or those linked to our businesses*

ALCOHOL, DRUG AND TOBACCO USE

In tandem with GALE Pacific's commitment to providing a safe and healthy work environment, GALE Pacific workplaces are to be free from the use of alcohol and illegal drugs. Employees should never be engaged in work if they are under the influence of, or impaired by illegal or legal drugs, including alcohol.

It is strictly against our policy to sell, manufacture, distribute, possess or use alcohol and illegal drugs while on GALE Pacific premises (including Company vehicles) or performing services for GALE Pacific.

GALE Pacific prohibits smoking in all its offices, warehouses and production areas. Smoking is permitted only in designated smoking areas.

Alcohol must not be offered or consumed at any GALE Pacific workplace. Functions held at a GALE Pacific workplace, even if they occur outside working hours, must be alcohol-free unless prior approval from the regional business leader is received. Consuming alcoholic beverages at Company events or while conducting Company business is permitted so long as you comply with all laws and policies and exercise good judgement. If you are unable to drive a vehicle safely, you must not drive.

Repeated poor work performance caused by alcohol or drug use, or impairment that creates a safety risk, will result in disciplinary action including termination of employment.

What you must do:

- ✓ *Report to work fit and ready to carry out assigned work*
- ✓ *Recognise and take appropriate action on the early symptoms of a dependency condition exhibited either by yourself or a person that you supervise*
- ✓ *Advise your manager if you are taking prescribed drugs that has the potential to affect your ability to undertake your job safely.*

USE OF COMPANY RESOURCES AND TECHNOLOGY

All GALE Pacific employees are responsible for safeguarding and utilising GALE Pacific assets appropriately. GALE Pacific assets must not be used for personal benefit. GALE Pacific assets may include technology, data, cash, property, time and equipment.

Precautionary measures should be taken to prevent theft, damage and misuse of such assets. This includes not allowing GALE Pacific resources to be destroyed, sold, loaned or donated without appropriate approvals. GALE Pacific also expects you to respect the assets of others, and never knowingly damage or misappropriate the assets of others.

While in the workplace, you are expected to be fully engaged in your work and not undertake personal activities beyond a very modest level. You have a duty of care to advance GALE Pacific's business interests.

GALE Pacific employees have access to a wide range of information technology and communications systems to assist them in performing their jobs. We rely on you to use them appropriately and in accordance with Company policies. Hardware, software, e-mail, voicemail, Internet access, computer files and programs including any information you create, send, receive, download or store on Company resources are Company property. To the extent permitted by the law, GALE Pacific reserves the right to monitor the use of all of these resources, its IT and communication systems, and access, review and disclose data stored on the Company's systems for maintenance, business needs or to meet a legal or policy requirements. Accessing or storing inappropriate material using GALE Pacific systems is not permitted. In the event that inappropriate material or behaviour is identified, disciplinary action, including dismissal, may be taken. Inappropriate material includes sexually explicit images or text; materials promoting violence, hatred, terrorism and any material that is obscene and abusive. Never install unauthorised software, applications, hardware or storage devices on your Company issued computer, and don't access our network through unauthorised applications or devices.

What you must do:

- ✓ *Prevent waste, loss, damage, misuse, theft or misappropriation of GALE Pacific assets*
- ✓ *Comply with applicable GALE Pacific requirements and laws regarding the use of GALE Pacific assets*
- ✓ *Prevent non-authorised personnel from accessing GALE Pacific facilities*
- ✓ *Advise your IT representative of inappropriate unsolicited material, for example, spam*
- ✓ *Ensure hardware, software and data for which you are responsible is appropriately safeguarded*
- ✓ *Treat emails and other electronic forms of communication as official GALE Pacific records*