

## PPK GROUP LIMITED

### CODE OF CONDUCT FOR DIRECTORS & OFFICERS

#### 1. INTRODUCTION

- 1.1 The Board of PPK Group Limited (“PPK”) is committed to the principles underpinning good corporate governance in a manner which is most suited to PPK, and to best addressing the directors’ accountability to shareholders and other stakeholders.
- 1.2 The PPK Code of Conduct for Directors and Officers (“D & O Code”) has been developed in order to demonstrate the commitment of PPK directors and key executives to ethical practices and the highest standards of integrity in the fulfilment of their respective roles and responsibilities.

#### 2. PURPOSE OF THE CODE

- 2.1 The objective of the D & O Code is to ensure that:
- 2.1.1 high standards of corporate and individual behaviour are observed by all PPK directors and officers in the context of their respective roles and the performance of their duties with PPK; and,
- directors and officers are aware of their responsibilities to PPK under the terms of their appointment or contract of employment; and,
- all of the stakeholders of the Company can be guided by the stated values and policies of PPK.

#### 3. SCOPE & COVERAGE

- 3.1 The D & O Code will apply in particular to:
- 3.1.1 all executive and non-executive directors including the chief executive officer or managing director (collectively “Directors”);
- the chief financial officer;
- company secretary;
- group general manager; and,
- any other employee or key executive of the company considered to have the opportunity to materially influence the integrity, strategy and operation of the business and its financial performance
- (collectively “Officers”)

#### 4. APPLICATION OF CORPORATE CODE OF CONDUCT & ETHICS

- 4.1 The minimum standards established by the D & O Code will be in addition to those to which Directors and Officers will also be subject in the PPK Code of Conduct &

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Ethics. A copy of the PPK Code of Conduct & Ethics may be found on the company's website at [www.ppkgroup.com.au](http://www.ppkgroup.com.au).

### **5. PRIMARY OBLIGATIONS OF THE D & O CODE**

- 5.1 The following represent the primary obligations of Directors and Officers under the D & O Code:
  - 5.1.1 You must act honestly, in good faith and in the best interests of the company as a whole.
  - 5.1.2 You must act with high standards of honesty, integrity, fairness and equity in all aspects of your employment with PPK.
  - 5.1.3 You must comply fully with the content and spirit of all laws and regulations which govern the operations of PPK, its business environment and employment practices.
  - 5.1.4 You will not knowingly participate in any illegal or unethical activity.
  - 5.1.5 You will not enter into any arrangement or participate in any activity that would conflict with the interests of PPK or prejudice the performance or professional duties.
  - 5.1.6 You must actively promote compliance with laws, rules, regulations and this Code.

### **6. PERSONAL RESPONSIBILITY**

- 6.1 PPK employees should always act with the highest standards of ethics and integrity in their dealings with customers, suppliers, creditors, shareholders, competitors and other employees.
- 6.2 Underpinning this standard is a commitment by each employee to being truthful, honest and trustworthy and a recognition that superior ethical behaviour means complying with the spirit, as well as the letter of the law.
- 6.3 As a consequence, you must not engage in any conduct which brings discredit upon the Company.

### **7. CONFLICTS OF INTEREST**

You have a duty to act in the best interests of PPK.

During the course of your employment or appointment, however, there may be occasions whereby your own interest conflicts with those of the Company for whatever reason.

- 7.3 If you do find yourself in this situation you need to take immediate action to remove the conflict.
- 7.4 If you are unsure what to do, speak to your supervisor or the Group Company Secretary.
- 7.5 A supervisor who is consulted about a potential conflict of interest will ensure that measures are put in place to protect parties affected by the conflict of interests from that conflict.

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7.6 Depending on the nature and extent of the conflict, the measures taken to protect against conflict of interest may include:

ensuring that the conflicted or potentially conflicted employee does not participate in the relevant decision or activity; or,

disclosing the conflict to third parties affected by the conflict; and,

ensuring that the conflicted or potentially conflicted employee is not the sole decision maker on the matter.

7.7 You must otherwise not allow your personal interest to conflict with the interests of PPK.

### **8. OPPORTUNITIES ARISING FROM COURSE OF EMPLOYMENT OR APPOINTMENT**

8.1 You will not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with PPK.

### **9. GIFTS, BENEFITS AND HOSPITALITY**

9.1 No employee should seek a gift or benefit from any party in the performance of their duties.

9.2 No employee should accept significant gifts or other benefits that could have the potential to impair his or her judgement, or could be seen to be a conflict of interest.

9.3 If you are in doubt about whether a proposed gift or benefit is significant, speak to your supervisor or the Group Company Secretary.

9.4 All gifts and other benefits received by Directors or Officers must be disclosed to the Board or a supervisor respectively.

### **10. DISCLOSURE AND USE OF INFORMATION**

10.1 You have a continuing duty of trust and confidence to PPK.

10.2 During the course of your employment or appointment with PPK, you may become aware of information concerning the Company or a third party which is confidential.

10.3 You should not use this information in a way which creates a personal benefit to you or to another party not entitled to make use of the information.

10.4 Such information often has the potential to cause damage or create a benefit if disclosed without permission and should always remain confidential.

10.5 If you are uncertain about whether information may be disclosed or used you should always seek guidance before proceeding to do so.

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### **11. INSIDER TRADING**

- 11.1 It is a serious criminal offence for any person to apply for, buy or sell, shares in PPK while they have inside information concerning the Company.
- 11.2 Inside information is that information which is not generally available, and which if it was generally available, would be expected to have a material effect on the price or value of PPK shares.
- 11.3 This applies not only to PPK employees, but any other person (such as a friend or family member) who has inside information concerning the Company.
- 11.4 If you have doubts as to whether you can buy or sell PPK shares under the terms of this policy you should contact the Group Company Secretary.

### **12. PUBLIC STATEMENTS**

- 12.1 No employee is authorised to make or issue public statements about the Company unless these have been authorised by the Board or Managing Director.
- 12.2 This includes public speaking engagements and conversations with the media.

### **13. SEXUAL HARASSMENT**

- 13.1 Sexual harassment in the work environment will not be tolerated under any circumstances.
- 13.2 Sexual harassment means any unwanted, unwelcome or uninvited behaviour of a sexual nature which makes a person feel humiliated, intimidated or offended.
- 13.3 PPK has established a separate policy which specifically deals with this issue. You should make yourself familiar with the contents of this policy and ensure that you comply with it in all respects.

### **14. EQUAL OPPORTUNITY**

PPK is an equal opportunity employer.

The Company takes very seriously its efforts to ensure that all employees, and prospective employees, have an equal opportunity to participate and contribute to the business free of prejudice and discrimination.

PPK considers this not only fair and just, but makes good business sense.

Discrimination on any grounds will not be tolerated and, if found to exist, will result in disciplinary action including termination.

### **15. WORK ENVIRONMENT**

PPK is committed to providing its employees with a working environment which is healthy, safe and productive.

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While the Company is continually taking action to ensure the safety of its employees, it is expected that each employee will also take responsibility for their own safety and that of their colleagues.

Workplace bullying, intimidation or harassment of any kind will not be tolerated.

### 16. ENVIRONMENTAL CONSIDERATIONS

- 16.1 You should perform your duties in a manner consistent with PPK's on-going commitment to undertaking its business operations in a way which minimises the impact on the environment.
- 16.2 You should contribute wherever possible to the stated objectives of the PPK Environment Policy and assist in the development of operational practices and procedures which have sustainable environmental benefits.

### 17. OTHER POLICIES REGULATING EMPLOYEE BEHAVIOUR

- 17.1 PPK also requires you to comply with policies relating to:

- 17.1.1 occupational health and safety;
- 17.1.2 drugs, smoking and alcohol;
- 17.1.3 environmental;
- 17.1.4 computer usage, desktop software, internet usage and email;
- 17.1.5 discrimination, harassment and bullying;
- 17.1.6 company car;
- 17.1.7 employment practices, termination and grievance procedures;
- 17.1.7 personal leave;
- 17.1.8 privacy; and

any other policy developed by the Company which relates to your employment or appointment.

### 18. REPORTING VIOLATIONS OF THE CODE OR OTHER UNETHICAL CONDUCT

- 18.1 You are required to report breaches of the Code or other unethical conduct to your supervisor or the Group Company Secretary.
- 18.2 You will not be disadvantaged or suffer any detriment for having reported a breach of the Code or other unethical conduct.
- 18.3 PPK will investigate any reported breach and will ensure that such investigation is carried out promptly and fairly to all parties concerned.
- 18.4 The reporting procedure should not be used maliciously or mischievously.

### 19. BREACHES OF THIS CODE

Breaches of this Code will be viewed seriously by PPK and will result in appropriate disciplinary action being taken against any person engaging in conduct considered to be in breach of these minimum standards.

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Disciplinary action may range from warnings to dismissal.

No disciplinary action will be taken until the breach has been investigated and the Director or Officer concerned has had an opportunity to comment on the alleged breach.

Colin Ryan  
Chairman



David Hoff  
Managing Director



CURRENT VERSION B ■ DATE MODIFIED: 1 SEPTEMBER 2006

APPROVED BY: BOARD OF DIRECTORS

PREVIOUS VERSION: A ■ DATED: 20 APRIL 2004