

AWF Madison Group's Code of Conduct for its Business Partners/Clients

AWF Madison Group Limited and its subsidiary companies ("AWF Madison") are committed to fair, honest and ethical conduct, and we expect the same from all clients, business partners and suppliers.

All clients, contractors, subcontractors and suppliers to AWF Madison ("you" or a "Partner") are expected to follow this Code of Conduct, for which the standards are laid out below. The Code of Conduct will form part of our Supply Agreement or such other agreement forming the basis of the relationship between the relevant AWF Madison entity and the Partner.

You undertake, on your own behalf and on behalf of your employees, officers, representatives and subcontractors (as the case may be), to:

1. Observe the law

- 1.1 Comply with all applicable legal, statutory and regulatory requirements (including, to any relevant human rights, health & safety, employment; and immigration law and regulations relating to the provision of its services).

2. Ensure employee Health & Safety

- 2.1 Comply with applicable legal requirements concerning workplace health and safety of employees.
- 2.2 Report any potential or actual violation of workplace health and safety laws or regulations to AWF Madison's management where such incident may affect or impact AWF Madison.
- 2.3 Comply with AWF Madison's workplace health and safety programme; and immediately report any non- compliance, to AWF Madison management.

3. Act ethically and with integrity

- 3.1 Always act in an ethical manner and with integrity and honesty.
- 3.2 Meet AWF Madison's quality, delivery, service and pricing standards in line with corporate responsibilities.
- 3.3 Be aware of and act consistently with AWF Madison's Values and standards.

4. Financial honesty

- 4.1 Not engage in any actions that could result in conveying false or inaccurate financial information to AWF Madison and/or its clients.
- 4.2 Ensure that all submissions (e.g. orders, invoices, reports and rebate/discount requests, if any) made to AWF Madison are complete and accurate; and that no information is falsified or concealed under any circumstances.

5. No unfair business practices

- 5.1 Comply with competition laws and regulations.
- 5.2 Not use market position to create restrictive practices that reduces competition in violation of competition law.
- 5.3 Ensure there are no agreements with competitors to set prices, or divide clients, suppliers or markets.
- 5.4 Ensure that representations relating to AWF Madison's services are accurate and truthful.

6. No Bribery

- 6.1 Not engage in any form of bribery, or make any improper payments, to influence the behaviour of any Officials, organisations or individual for the purpose of acquiring any undue commercial advantage related in any way to AWF Madison's services.
- 6.2 Ensure compliance with all applicable anti-bribery/corruption laws including the US Foreign Corrupt Practices Act, the UK Bribery Act; the NZ anti-bribery laws (Crimes Act) and the OECD Conventions that NZ is a signatory to.

7. Giving/receiving gifts

- 7.1 Not provide and/or accept any gifts, favours or entertainment to/from any client or AWF Madison employee that may create or appear to create an undue influence.
- 7.2 Any gift or entertainment provided to, or received from, a client or an AWF Madison employee must be a reasonable accompaniment to the business relationships - comply with AWF Madison's gifts and entertainment policy (an operational Management document); and must be legal.

8. No Insider trading

- 8.1 Not themselves buy or sell; or suggest that a third party buys or sells shares, stock or other securities of AWF Madison while it is in possession of material non-public information ("insider information") relating to the company. Material information is defined as including, but not limited to information or material which a judicious investor would consider important in deciding whether to buy, sell or hold securities in AWF Madison.
- 8.2 Not pass on or disclose any insider information to any party unless:
 - a) it is lawful to do so; or
 - b) the law requires it.

9. Conflicts of interest

- 9.1 Not use any AWF Madison equipment, information or property to conduct personal or non-AWF Madison business without prior permission from the appropriate AWF Madison manager.
- 9.2 Keep all financial or business-related activities lawful and free of conflicts in fulfilling its obligations to AWF Madison.

10. Confidentiality and privacy

- 10.1 Ensure the protection of AWF Madison and its clients' intellectual property consistent with all applicable laws.
- 10.2 Not directly or indirectly use and/or disclose (or allow any third party to use) any of AWF Madison and its clients' confidential and proprietary information, whether during or following the cessation of the business relationship with AWF Madison
- 10.3 Ensure compliance with all applicable laws relating to data privacy and protection in collecting, use, processing, storage and/or disclosure of any data or information relating to individual persons; and employ appropriate information security safeguards and measures to protect any such personal data or information.

11. Employees' rights

- 11.1 Uphold equal opportunities and fair treatment for employees, free from discrimination on the basis of race, colour, religion, gender, gender preference or expression, disability or age.
- 11.2 Respect the personal dignity, privacy and rights of each employee.
- 11.3 Maintain a work place free from harassment (whether physical, verbal; or sexual) or discrimination.
- 11.4 Comply with all applicable employment or labour laws and regulations.

12. Environmental compliance

- 12.1 Comply with all applicable environmental safety laws and regulations.
- 12.2 Commit to environmental responsibility and sustainability

Compliance

You undertake to ensure that this Code of Conduct is provided to your contractors and employees who work with AWF Madison personnel; and you will also maintain the necessary documentation (to demonstrate your compliance with this Code of Conduct), should it be requested of you.

Any non-compliance with this Code of Conduct must be reported to AWF Madison immediately by contacting the AWF Madison Company Secretary, explaining the breach and how and when it arose:

Email: company.secretary@awfmadison.co.nz

A breach of this Code of Conduct by you or any person working for you or on your behalf shall constitute a material breach of our business relationship and shall be grounds for immediate termination of the relationship.

Any AWF Madison policy referred to herein may be modified at any time to take into account a changing environment for both AWF Madison, you, its Partner, statutory amendments and/or in the interest of maintaining best practices.