

# Employee Code of Conduct

## Plan B Group Holdings Limited (“Plan B” or “the Company”)

Plan B’s mission is to improve the economic well-being and quality of life of all stakeholders.

Our stakeholders are all those who would be adversely affected by the demise of the company. They include shareholders, clients, suppliers, work colleagues and the communities within which we operate.

It is one of our core values that we act ethically and honestly at all times when dealing with our stakeholders.

Plan B’s Code of Conduct sets ethical standards for Plan B employees and directors to embrace and advocate. The following six principles govern our conduct, wherever we are and whatever we do.

## The Principles

### 1. Honesty and Integrity

I will not make any statements, promises or commitments that I do not believe to be true or that I do not intend, or am unable, to honour.

My honesty will be beyond question in everything I do.

I will treat all people with respect and in the manner that I myself would wish to be treated.

I will at all times deal fairly and in good faith with Plan B’s shareholders, clients, suppliers, competitors, work colleagues and other parties.

I will adhere to the truth, and will not knowingly make false statements, nor mislead directly, indirectly or by omission.

I care for Plan B’s reputation and its assets.

I will carry out my duties with care and diligence and will uphold Plan B’s values.

### 2. Personal Transactions and Gain

My personal dealings will be kept separate from my business dealings.

I will not use the Plan B name, nor any information obtained in the course of employment or as a result of positions held with Plan B, to further any personal transaction or gain.

Plan B provides me with the use of goods, services and facilities to do my work. I agree to use these strictly in accordance with the terms and conditions on which they are provided and will ensure that such goods and facilities are protected.

### 3. Conflict of Interest

My primary business loyalty is to Plan B.

If I have any personal matters that could lead, or be perceived to lead, to a conflict of interest, I will immediately disclose these in full to my supervisor or line manager.

I will always deal on an arms length basis with clients, suppliers and other parties to avoid the possibility of actual or perceived conflicts of interest.

### 4. Confidentiality of Information

I will respect the privacy of others.

I will take care to ensure that confidential information relating to clients, work colleagues, suppliers and Plan B is properly protected and not disclosed to third parties, unless allowed or required under relevant law or regulation.

I will not use information obtained in the course of employment or as a result of a position held at Plan B for personal financial gain, nor allow that information to be used to obtain financial benefit for any other person or company.

### 5. Payments, Gifts and Entertainment

I will not solicit, accept or offer any gift or entertainment that is not permitted under this Code.

I will not use my position at Plan B to seek personal gain from those doing business or seeking to do business with Plan B, or from any other person or company.

I will not accept cash payments or cheques.

I will not accept or provide any gift(s) or entertainment of any kind:

- if such gift(s) or entertainment are provided in return for any consideration;
- if such gift(s) or entertainment could reasonably be seen to be excessive or abnormal; or
- in circumstances that could reasonably be regarded as creating a business obligation on the donor, recipient or third party that are not disclosed to my supervisor or line manager.

I will not offer, promise or provide a bribe, in any form, to any person, either directly or indirectly, and I will not accept a bribe from any person.

### 6. Abiding by the Law and this Code

I will abide by the law and by this Code.

I will not commit any act nor allow any omission, that will breach any law or regulation (including insider trading laws) of the country in which I work.

I will immediately report knowledge of any actual or potential breaches of the law or this Code to my supervisor or line manager or business compliance manager so that appropriate action can be taken.

I understand that if I breach any law or provision of this Code, the breach will be investigated, which could result in disciplinary action, including termination of my employment with Plan B.

I will comply with all statutory and internal disclosure requirements on a timely basis and if applicable to me, will ensure the full, fair, accurate and understandable, disclosure of matters in financial reports.

## Maintaining the effectiveness of our Code.

- Our Code is reviewed on an ongoing basis by the Plan B Board
- Any breaches of this Code or the law are reported to the Group Managing Director and reports provided to the Audit and Risk Management Committee of the Board
- The Code is made available to all new Plan B staff and is located on the Plan B intranet. Aspects of the Code (eg confidentiality, values and ethical standards and business loyalty are reinforced in our contracts of employment.)

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*Adopted by the PBGH Board on 20 April 2007*

*Amended by the Audit & Risk Management Committee on 18 May 2009*