

AOTEAROA FISHERIES LIMITED

CODE OF ETHICS

INTRODUCTION

This Code of Ethics sets out the minimum standards of conduct and behaviour that AFL expects of its directors, executive and staff (collectively Personnel) in all their dealings associated with and on behalf of AFL.

The purpose of the Code is to protect AFL's values by promoting ethical conduct and thus increasing confidence in AFL, through its personnel, among Iwi and stakeholders. Adherence to this Code should generate decisions that are consistent with AFL's values, business goals and legal obligations, thereby enhancing performance outcomes.

Failure to follow the standards provided in this Code may lead to disciplinary action being taken. In extreme cases this could result in dismissal. AFL's Managers are expected to lead according to these standards and to ensure that they are communicated to the staff or contractors who report to them.

AFL'S VALUES

AFL has identified four core values –

- Integrity:** AFL Personnel shall be honest in dealings with each other, Iwi and stakeholders. We face up to issues when they arise. When problems occur, our priority is to make things right rather than allocate blame. We are encouraged to shoulder responsibility and to learn from our mistakes.
- Teamwork:** AFL Personnel shall treat their work colleagues, Iwi, and stakeholders with respect and earn respect through their behaviour. AFL Personnel share knowledge, support and encourage each other at all times.
- Innovation:** AFL Personnel shall embrace and encourage critical analysis as a driver of innovation and continuous improvement. This requires the collection of objective data on physical and financial performance as the basis of analysis. Everyone in AFL is encouraged to voice their ideas for innovations.

Operational Excellence:

All Personnel shall take a high degree of ownership for the key performance indicators within their area of activity. Operational excellence applies to quality of our systems, the timeliness and accuracy of day to day activities, the quality of our products and services. We will invest in the development of Personnel to assist them in attaining excellence within their current role and to realise their potential.

1. CONFLICTS OF INTEREST

Personnel should take appropriate steps to avoid situations where their personal interests interfere or appear to interfere with the interests of AFL. If any individual is in doubt about a particular matter they must raise it at the appropriate level so that a decision on whether they have a conflict can be made and, if necessary, steps be taken to avoid that conflict of interest.

Personnel will not, except with AFL's prior informed consent:

- knowingly allow circumstances to arise whereby a stakeholder or an Iwi shareholder could reasonably consider AFL's advice or actions are influenced by the person's own interests;
- use their position with AFL for personal or pecuniary gain;
- accept any gift or koha, entertainment or personal benefit that could potentially be regarded as compromising or influencing any decision they may make on behalf of AFL;
- be directly or indirectly interested or concerned in any capacity including as a director, employee or independent contractor with any other business in the fishing industry, without the prior approval of AFL;
- engage in any other business or activity which would conflict with their ability to perform their duties to AFL, or that could conflict with AFL's interests;
- support a political party or organisation other than in a personal capacity.

Directors, the CEO and direct reports will, as required by clause 60 of the AFL constitution, disclose the names of:

- any Iwi of which they are a member
- any Relevant Organisation of which they are, or duly become, a director, trustee or officeholder or in respect of which they perform another role

2. CORPORATE LOYALTY

AFL expects its Personnel:

- to advance AFL interests in a manner consistent with AFL's value's and obligations to Iwi and stakeholders;
- to use AFL corporate information or property gained by virtue of their relationship with AFL in the best interests of AFL, and not for personal gain;
- to safeguard AFL's corporate information and property against damage, waste, misuse or loss;
- not to compete with AFL;
- not to trade or encourage others to trade in any aspect of the fishing industry, on the basis of information that is not publicly available and which is gained by virtue of their relationship with AFL.

3. CONFIDENTIALITY

Confidential information includes non-public information about AFL's business, including AFL's past, present and potential stakeholders, Iwi shareholders and Personnel.

Personnel will:

- protect the confidentiality of all non-public information held by AFL about Iwi shareholders, Personnel, stakeholders and AFL's business and financial affairs, except where disclosure is authorised by the board or is allowed or required by law;
- comply with AFL's corporate disclosure policy and practices where confidential information requires public release.

4. COMPLIANCE

Strict compliance with all applicable legal and other obligations is fundamental to the success of AFL's business.

Personnel will:

- comply with all applicable laws, regulations, by-laws, regulatory and court decisions, and codes of conduct of relevant professional organisations;

- use their best endeavours to ensure AFL complies with all its legal and contractual obligations;
- deal with officials and regulators in an open and constructive manner;
- comply with all AFL policies and processes at all times (including those relating to equal employment opportunities and health and safety);
- undertake training on legal obligations and policies as required by their Manager;
- comply with all statutory and internal disclosure requirements in a timely manner.

5. BEHAVIOUR

AFL's reputation is directly related to the way it treats its Personnel, Iwi shareholders and stakeholders, and by the way Personnel treat each other.

Personnel will:

- conduct AFL's business with honesty and integrity and in accordance with AFL's values and will not behave in a manner that has the potential to bring AFL's image into disrepute;
- use due care and diligence in performing their AFL role and only act in accordance with their delegated (general or specific) authority;
- treat other Personnel, Iwi shareholders and stakeholders with dignity and respect;
- not enter into transactions or make promises on behalf of AFL that AFL does not intend to, or cannot, honour;
- ensure that any personal opinions are clearly identified as their own and are not represented to be the views of AFL;
- to the best of their ability, use reasonable endeavours to ensure that AFL's records and documents, including financial reports, are true, correct and conform to AFL's reporting standards and internal controls;
- not accept or offer bribes or improper inducements to or from any person.

6. PROPER USE OF AFL'S ASSETS AND INFORMATION

AFL Personnel have a duty to protect all of AFL's assets from loss, damage, misuse, waste or theft; assets include tangible assets and intangibles such as intellectual property.

- Personnel will only use AFL's assets for lawful business purposes authorised by AFL;

7. DELEGATED AUTHORITY

The AFL Board of Directors delegates the responsibility of managing the business and affairs of AFL to the Chief Executive Officer who in turn delegates authority to make operational and financial decisions within defined limits to other levels of management.

Personnel will:

- only act within their delegated authority;
- ask their Manager if they are uncertain as to their level of delegated authority.

8. COMPLIANCE WITH THIS CODE

All Personnel should be familiar with this Code. Failure to comply with it could lead to disciplinary action and, in serious cases, dismissal.

9. REPORTING CONCERNS

Any person who becomes aware of a breach or suspected breach of this Code should report it to their Manager or the CEO as soon as possible. They will investigate and where necessary act on the report.

AFL will support any person who, in good faith, reports a breach or suspected breach of this Code. AFL will, subject to any legal requirements, keep confidential the identity of a person making a bona fide report. In some situations the nature of the breach or its proper investigation may lead to the identity of the reporter becoming suspected or require his or her identity to be disclosed.

Any person who knowingly makes a false report of a legal or policy breach may after due process be subject to disciplinary action.

10. REVIEW

This Code will be reviewed annually.