

POSTIE PLUS GROUP

CODE OF CONDUCT AND ETHICS POLICY

Date Reviewed: October 2009.
Issued by: Board of Directors
Authority: Board Resolution

PURPOSE:

This policy is to provide guidance to all directors, managers, employees and contractors of Postie Plus Group Limited on how it expects them to conduct themselves when undertaking business on behalf of the company.

INTRODUCTION

The Code of Conduct and the Ethics Policy incorporated in the Code, sets out paramount obligations to be complied with by Directors.

- Acting with integrity and in the best interests of the company.
- Treating all shareholders fairly.
- Meeting legal obligations, including their fiduciary duties.
- Avoiding conflicts of interest and dealing with any that may arise in a lawful way and in accordance with the company's Constitution.
- Being diligent and attending to the company's business issues in a timely way.
- Maintaining confidentiality and dealing with confidential information only as authorised by the Board.
- Trading in the company's shares only in accordance with the stated policy on share dealings and statutory obligations.

All PPGL business units are responsible for ensuring that their policies and practices are consistent with this policy. PPGL's reputation and credibility are based upon its total commitment to ethical business practices. To safeguard the Company's reputation, employees must conduct themselves in accordance with the highest ethical standards and also be perceived to be acting ethically at all times. Compliance with all relevant laws and regulations is the minimum standard.

BUSINESS CONTROLS

Managers and supervisors must ensure that business controls are in place for their area of responsibility. Employees must ensure that transactions are conducted within their level of authority.

EMPLOYEES

PPGL will respect the human rights of its employees, treat them with dignity and respect, provide safe work conditions, and promote the development and best use of employee talents and equal opportunity employment. PPGL will protect the confidentiality of employee records.

Actions that constitute harassment or discrimination in the workplace will not be tolerated and any report of such actions will be investigated and dealt with appropriately.

Employees must contribute to building and maintaining work conditions that are safe, fair, respectful and free from discrimination and harassment for all individuals.

CUSTOMERS, SUPPLIERS, CONTRACTORS

PPGL will deal openly and honestly with its customers, suppliers, and contractors, and avoid conduct that is misleading and deceptive. When making business decisions, the company's Code of Ethics must be followed.

PPGL will compete vigorously in all markets in which it participates but will at all times act in compliance with the law. Under no circumstances will collusive practices be accepted.

ETHICS POLICY

The Board has implemented this Ethics Policy to provide guidance to its executives and other employees on how it expects them to conduct themselves when undertaking business on behalf of the company.

The values of Integrity, Honesty, and Respect are integral to Postie Plus Group's inter-relationship with its suppliers, staff, customers and stakeholders.

Directors, managers and employees must not directly or indirectly engage in any activity that may by association cause public embarrassment to PPGL.

They are cautioned against the wrongful use of company assets including the company's information.

Under the Company's 'whistleblower policy' employees may disclose information that relates to a 'serious wrongdoing' in the workplace. Any questions or concerns or a breach of legal obligation or one of PPGL's policies should be communicated to an appropriate person.

The Ethics Policy covers the following areas:

BUSINESS INTEGRITY

- PPGL insists on honesty, integrity and fairness in all aspects of its business and expects the same in its relationships with all those with whom it does business.
- The direct or indirect offer, payment, solicitation, or acceptance of bribes in any form is unacceptable.
- Employees must avoid conflicts of interest between their private financial activities and the conduct of PPGL business.
- All business transactions on behalf of PPGL must be reflected accurately and fairly in the accounts of the company, in accordance with established procedures, and are subject to audit.
- PPGL directors and employees will maintain and protect the confidentiality of confidential information entrusted to the Company by customers, technical principals, work colleagues, suppliers and shareholders.

CONFLICT OF INTEREST

- PPGL expects its employees to act in the company's best interest at all times. Employees will not engage in any other business, commercial or investment activity that would conflict with their ability to perform their duties to the Company.
- Employees must not engage in any other activity (cultural, political, recreational, social) which could reasonably conflict with the Company's interests and interfere with the performance of their duties.
- Employees must not use any company property, information or position, or opportunities arising from these for personal gain or to compete with the company.

GIFTS AND PERSONAL BENEFIT

- Employees should not give or accept gifts, entertainment, or any other personal benefit or privilege that could in any way influence or appear to influence any business decision.
- This does not preclude giving or receiving gifts or entertainment that are customary and proper in the circumstances, provided that no obligation

could be, or be perceived to be, expected in connection with the gifts or entertainment.

- All gifts accepted by personnel must be disclosed to the Company.
- It is unacceptable to directly or indirectly offer, pay, solicit or accept bribes in any form. Any attempted transaction of this nature should be immediately reported to a supervisor, or to the security or audit department.

INTEGRITY OF FINANCIAL INFORMATION

- Shareholders, management and other interested parties must have complete and accurate financial information in order to make informed decisions.
- Employees participate in accounting processes that directly impact the integrity of external financial statements and internal management reports. Employees have a responsibility to ensure that transactions are recorded in PPGL's accounts accurately and promptly and they must immediately report any known inaccuracies.
- Misrepresentations that result from intentional acts that may conceal or obscure the true nature of a transaction are clear contraventions of this Code.

PROTECTION OF COMPANY PROPERTY

- All members of the company, directors, managers and employees are responsible for protecting company assets. These include physical assets and intellectual property used in carrying out their responsibilities and for taking reasonable steps to prevent the theft or misuse of, or damage to, such property. This includes corporate information, trade secrets, and intellectual property such as inventions, copyrights, patents, trademarks and technology.
- Equipment, tools, materials, supplies, and employee time are to be used only for PPGL's legitimate business interests. PPGL property must not be borrowed, loaned, or disposed of, except in accordance with the appropriate PPGL policies.

CONFIDENTIAL INFORMATION

- Executives and other relevant employees are not permitted to transfer verbally, or in writing, any company information where such transfer would result in a breach of confidentiality. This prohibition is specifically related to commercially sensitive material or knowledge which would, in the hands of another person or organisation, convey commercial advantage or breach New Zealand's securities laws.
- Employees must not disclose confidential information to any person outside of PPGL unless authorised to do so. Where confidential information is disclosed to persons outside of PPGL efforts must be made to ensure the continuing protection and confidentiality of that information.
- Where confidential information is disclosed to persons outside of PPGL under any circumstances senior management must be advised forthwith.
- Employees must not use confidential information for unauthorised purposes. They must also take reasonable care to protect confidential information against loss, theft, unauthorized access, alteration, or misuse.
- Departing employees who have had access to confidential information will be reminded of their continuing responsibility to maintain the confidentiality of information. PPGL expects that employees joining it from other companies will not disclose the confidential information of those companies.

REGULATORY COMPLIANCE

Executives, and managers at all levels of the Company are reminded of their responsibility to ensure legal compliance of the Company and its employees with all legislation including the Fair Trading Act, Health & Safety regulations in the workplace, employment and equal opportunity law, codes of compliance, and laws related to financial management and securities

HEALTH, SAFETY AND THE ENVIRONMENT

PPGL will provide a workplace that minimizes health and safety risk to directors, managers, employees, contractors and visitors to any of its operations throughout the world. The health and safety policies of each operation should be made available to ensure compliance.

Employees, contractors, and joint ventures under PPGL's operational control are expected to be conversant and comply with health, safety and sustainable development policies, standards, and procedures.

ACCOUNTABILITY

It is a condition of appointment and or employment that all PPGL directors, managers, employees and contractors must understand and adhere to PPGL's Code of Ethics and at all times abide by the standards, requirements and procedures. They must:

- Commit to individual conduct in accordance with PPGL's Code of Ethics.
- Observe both the spirit and the letter of the law in their dealings on PPGL's behalf.
- Recognise PPGL's responsibility to its shareholders, customers, employees, those with whom PPGL does business, and to society.
- Conduct themselves as responsible members of society, giving due regard to health, safety, and environmental concerns, and human rights, in the operation of PPGL's business.
- Report any suspected breach of the law or this code of ethics to the Audit Committee of the Board who will protect those who report violations in good faith.

POLITICAL INTERESTS

Political contributions to any Government official, political party, political party official or candidate or election committee must not be made, whether directly or indirectly on behalf of PPGL without prior approval of the Board of Directors.

This Policy shall be reviewed annually.