



Simonds Group

Code of Conduct

Simonds Group Limited
(ABN: 54 143 841 801)

1. Introduction

The Company is committed to the highest standards of business conduct. It is important that all staff members at Simonds observe the highest standards of ethics, integrity and behaviour. This Code outlines the standards of behaviour that staff members at Simonds including Directors, employees, consultants and contractors must meet.

Notwithstanding this Code, the ethical conduct of the affairs of the Company ultimately depends upon the understanding and judgment of its staff, having regard to their sense of honesty, fairness and decency.

Nevertheless, this Code sets out the Company's minimum standards of conduct and integrity to be observed by all staff members. The Code's focus is to ensure that all Directors, executives, and employees act with the utmost integrity and objectivity in carrying out their duties and responsibilities, striving at all times to enhance the reputation and performance of the Company.

2. Definitions

General terms and abbreviations used in this Code have the following meaning set out below.

Board	the board of Directors of Simonds.
Chairman	the chairman of the Board.
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director.
Code	this Code of Conduct.
Company Secretary	the Company Secretary of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Directors	the directors of Simonds.
Officer	a senior executive of Simonds.
Simonds or the Company	Simonds Group Limited ACN 143 841 801
Staff/Staff Member	reference to a staff member includes, where the context permits, non-executive directors, managers and all other staff engaged either on a contract of employment or a salaried basis.

3. Adherence to the Law

3.1 Responsibilities of directors

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by Simonds to meet corporate governance requirements.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) a Director or former Director will not make improper use of information acquired by virtue of their position;
- (c) a Director will not make improper use of their position to gain a direct or indirect advantage for themselves or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

3.2 Responsibilities of staff

Staff members should at all times, comply with or observe all applicable laws and regulations.

Staff members should not take any action which they know or should reasonably know violates any applicable law or regulation. Where operating rules exist, they should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

4. Responsibilities to stakeholders

The Company strives to be a good corporate citizen.

Accordingly, the standards of personal behaviour applicable to staff members are as follows:

- (a) they must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (b) they will treat each other and other parties who have interest in or dealings with the Company, with professionalism, courtesy and respect. They will work cooperatively with fellow staff members towards agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Staff members will deal fairly with all parties who have legitimate business with the Company;
- (c) Directors and Officers are obliged to exercise due judgement in their decision making and will not attempt to improperly influence their colleagues in issues or matters where independent judgement is expected of the other person; and

- (d) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general, convey views agreed by the Board. If material beyond this is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance - preferably with the full Board, but at least with the Chairman.

5. Conflicts of Interest

Staff members owe their primary business loyalty to the Company. They must not participate in any decision, by or on behalf of the Company, which may affect any private business in which they have an interest, unless they have disclosed the nature and extent of that interest to a relevant senior manager in the Company.

Staff members must obtain the consent of the CEO through the Company Secretary before accepting a position as a director or member of the board of an external company or organisation. The staff member, who has received such approval, will advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities, if required. Directors will normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Interests are confirmed annually in writing to the Company Secretary prior to inclusion in the Directors' Report.

A staff member may, generally, not approve or administer contracts or other business arrangements between the Company and a member of the staff member's immediate family or with a company, firm, or individual employing a member of the staff member's immediate family in activities under the staff member's administration. In the particular case where the Board may decide that a staff member (who is also a Director) may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.

Staff members must avoid acquiring any business interests or participate in any business activity outside the Company which would tend to:

- (a) create an excessive demand upon the staff member's time and attention or create any distraction during working hours; or
- (b) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest.

A staff member may not use Company personnel, facilities, equipment or supplies for personal benefit contrary to the Company's policies and procedures.

6. Ethical Standards

Simonds is committed to fostering a climate of ethical behaviour and business practice. Key issues which staff members must consider when making any decision on the Company's behalf are:

- (a) Is it the right thing to do?
- (b) Is the decision or contemplated business conduct lawful?
- (c) Is it consistent with this Policy?
- (d) What will be the outcome for the Company, shareholders, colleagues and other stakeholders?
- (e) Does a conflict of interest arise?
- (f) Is the decision one that would stand public examination and scrutiny?

The Company encourages staff to report in good faith suspected unlawful/unethical behaviour.

Any member of staff who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Company Secretary directly.

The Company Secretary will then determine what action, if any, should be taken.

The Company Secretary will treat as confidential all such queries and reports except where action is to be taken. In which case, the Company Secretary will seek to keep the identity of the staff member confidential, unless the circumstances demand otherwise.

7. Fair Dealing

Staff members must not use their positions within the Company to seek personal gain from those doing business or seeking to do business with the Company nor accept such gain if offered.

Staff members must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission or questionable payment. Decisions made by staff members in the course of their work must be objective and based solely upon the best interest of the Company. They should never be influenced by any consideration of personal gain or gain to any personal associate (e.g. friend or relative). Except as noted below, staff members may neither seek nor accept gifts, payments, services, fees, pleasure or vacation trips or accommodation, or loan (except normal loans from regular lenders, on conventional terms) from any person, organisation or group that does business or is seeking to do business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.

A staff member may not accept gifts, services or entertainment from individuals or companies doing or seeking to do business with the Company, unless the transaction meets all of the following requirements:

- (a) is in keeping with good business ethics;

- (b) is customary and proper under the circumstances and gives no appearance of impropriety;
- (c) serves a valid business purpose;
- (d) does not impose any sense of obligation on the recipient to the donor;
- (e) does not result in any kind of special or favoured treatment of the donor;
- (f) cannot be viewed as extravagant, excessive or too frequent considering all the circumstances;
- (g) does not involve cash payments, gift certificates, credit arrangements of any kind or any item having a value of more than \$100.00;
- (h) does not involve materials, services, repairs or improvements at no cost or at unreasonably low prices; and
- (i) there is no effort made to conceal the full facts by either the recipient or the donor.

8. Confidentiality

It is a policy of the Company to honestly and openly provide information to those who have a legitimate interest in its operations. In addition to formal reports to regulatory authorities and reports to the public and shareholders required by statute, the Company may provide extensive information on its activities by way of a variety of publications and through continuing working relations with news media, financial analysts and others. The extent, timing and form of such public disclosure are matters for senior management. Apart from concern for the privacy of staff members, the Company also operates in a competitive business environment. Consequently, it would be inappropriate for the Company to disclose information, which if published, might impair its own effectiveness and competitiveness.

Accordingly, Company documents such as circulars, manuals, records and internal communications materials, especially materials marked 'Confidential', must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow staff members in public places.

The obligation of staff members to safeguard the privacy of fellow members of staff, to protect the confidentiality of the Company's own affairs, and to protect the Company's proprietary interests continues with equal force when the staff member leaves the service of the Company.

In conversations with customers or other staff members and when on the telephone, care must be taken to prevent outsiders from overhearing confidential personal information.

Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should also be taken in answering enquiries; data disclosed, must be limited to that permitted by standard Company practice. Appropriate legal advice should be obtained where doubt exists.

The same considerations apply to the privacy rights of members of staff and similar care to avoid breaching these rights must be exercised by those staff members who, by reason of their position, may have knowledge of another staff member's private affairs.

9. Inside information and Share Trading

Inside information about the Company's affairs or those of customers shall not be used by staff members for their own gain or that of others.

Staff members are often in possession of information (commonly referred to as 'inside' information) which is not publicly available and which may have an impact on the price of the Company's securities. Staff must not disclose such information nor use such information for personal gain or for the advantage of others, such as friends or relatives. For example, trading in the Company's securities or advising others to do so on the basis of such special knowledge may also result in violation of insider trading laws and lead to criminal penalties.

Staff members are expected to comply with the Company's Share Trading Policy at all times.

10. Administration

It is recognised that staff members may have questions concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code. Such questions should be referred in writing to the CEO through the Company Secretary.

It is also recognised that circumstances may arise where compliance with the Code may be achieved without strict adherence to the guidelines and where such strict adherence would be unreasonable or result in undue hardship for the staff member. In such circumstances, the pertinent facts of the case should be submitted in writing to the CEO through the Company Secretary.

11. Publication

A copy of this Code of Conduct is available at www.simondsgroup.com.au.