

## Code of Conduct

Issue Date: 19/03/10 • Version 1.00

### 1 Purpose

Gerard Lighting Group Limited (Gerard Lighting) is committed to acting and doing business with fairness, honesty and integrity. Gerard Lighting expects each employee, officer and director of the Gerard Lighting group of companies to conduct themselves according to high ethical and legal standards.

The Board of Gerard Lighting has therefore adopted a Code of Conduct which outlines how the company expects directors and employees to behave and conduct business in the workplace on a range of issues, and includes legal compliance and guidelines on appropriate ethical standards.

### 2 Implementation

All employees of the Gerard Lighting group of companies will be given a copy of the Code of Conduct and are expected to comply with it. The Code of Conduct extends to all directors of Gerard Lighting.

All employees are required to read and certify that they have read and understood, and will abide by the Code of Conduct, and be familiar with any amendments to the Code. Employees are expected to participate in training to assist them in understanding and complying with these policies, as appropriate.

All employees and directors are responsible for conducting themselves in accordance with the Code of Conduct, whatever their position or role in Gerard Lighting.

Any person covered by the Code of Conduct who breaches the Code or fails to notify a known breach of the Code will face disciplinary action.

A suspected breach of the Code of Conduct or other company policies should be made known to the Chief Executive, Company Secretary or the Chairman of the Audit and Risk Committee.

Gerard Lighting will provide appropriate means by which employees may raise concerns regarding illegal conduct or unethical behaviour, and will support employees who report and take any necessary action.

Gerard Lighting has adopted a Whistleblower Protection Policy. Employees are expected to cooperate with any investigation of a breach of the Code or otherwise face appropriate retribution.

## Code of Conduct

Issue Date: 19/03/10 • Version 1.00

Gerard Lighting will take all necessary steps to maintain confidentiality of any complaint or investigation in relation to a suspected breach of the Code.

The implementation of the Code will be regularly reported to the Board of Gerard Lighting and the Board will review as appropriate.

Your Supervisor or Manager is responsible for helping you to comply with the Code and is your first contact in clarifying any concerns you may have about its application.

### 3 Code of Conduct

The following standards comprise the Code of Conduct and establish our intentions for our relationship with each other, our employer and with all those with whom we deal in our work.

In performing our work we seek to comply with the following standards:

#### *We intend to act honestly and with integrity*

We are committed to upholding high ethical standards in all our corporate activities, in that:

- we promote practices that foster the company's key values of acting with fairness, honesty and integrity;
- we will comply with the letter and spirit of all applicable laws and regulations;
- employees and directors must not act in any way that could cause harm to Gerard Lighting's reputation or market position during or after their employment;
- integrity for us means doing the right thing and behaving properly even if no one were to know we had done the wrong thing or acted improperly.

#### *We intend to comply with the law*

We intend to compete lawfully and ethically in the market place and will act responsibly in our relationships with customers, suppliers, vendors and partners. We will provide quality products to our customers and will be honest and fair in all our business dealings.

To keep this commitment to our customers and the market place we intend to:

- seek to know and understand the laws which affect or relate to our activities;
- market products honestly, in accordance with relevant laws and regulations;
- gather business intelligence properly;

## Code of Conduct

Issue Date: 19/03/10 • Version 1.00

- comply with all regulatory requirements and standards;
- in interpreting any law, endeavor to adopt a course which reinforces Gerard Lighting's reputation for integrity.

We will not endorse the making of illegal payments or questionable gifts to government officials.

***We intend to use Gerard Lighting's assets responsibly and in the best interests of Gerard Lighting.***

We are committed to pursuing sound growth and earnings goals. We intend to operate the business in the best interests of Gerard Lighting and our shareholders, be forthright about our operations and performance and exercise care in the use of our assets and resources.

In order to protect the best interests of Gerard Lighting and our shareholders, we will endeavour to:

- keep accurate and complete books and records;
- maintain an effective system of internal controls over financial reporting;
- retain company records to comply with our obligations;
- make appropriate use of and keep our computers and networks and other company property secure;
- safeguard confidential, proprietary and personal information;
- protect patents and trademarks;
- as a company, continually disclose required information to the market and regulators;
- enforce restrictions on trading in company shares during reporting periods;
- respect the proprietary character of confidential information concerning Gerard Lighting and its clients, and will not disclose that information either during or after employment without proper authorisation.

We will not:

- recommend trading in company shares based on inside information;
- permit the use of company assets and resources for personal gain;

## Code of Conduct

Issue Date: 19/03/10 • Version 1.00

- permit solicitation or distribution activities on company premises or time that are not related to company business;
- use the company's assets (such as equipment or stores) other than for Gerard Lighting business purposes or interests;
- use company funds to provide excessive benefits for ourselves or others.

### *We are committed to treating all employees with honesty, fairness and respect*

We believe in co-operation, teamwork and trust. Hostility and harassment are illegal and offensive – there is no place for them at Gerard Lighting.

In order to create a safe work environment where people are treated respectfully and fairly, we will endeavour to:

- provide fair and equitable treatment for all employees;
- promote a positive and harassment- and discrimination-free work environment;
- protect the health and safety of all employees;
- prohibit employees from dispensing, distributing, manufacturing, possessing or abusing controlled substances on company premises or while conducting company business.

For a productive and safe workplace, we do not accept or permit:

- engaging in any form of discrimination, harassment or retaliation;
- using, possessing or trafficking illegal drugs;
- consuming alcohol that might affect anyone's safety;
- using offensive language and/or unwarranted or violent physical behaviour.

### *We will endeavor not to place ourselves in situations which result in divided loyalties.*

Divided loyalties may arise:

- when our private interests conflict directly or indirectly with our obligations to Gerard Lighting;

## Code of Conduct

Issue Date: 19/03/10 • Version 1.00

- when we receive benefits from a person doing or seeking to do business with Gerard Lighting which could be seen as creating an obligation to someone other than Gerard Lighting;
- when we act in ways which may cause others to question our loyalty to Gerard Lighting.

We will:

- implement and enforce policies to deal with the treatment of conflicts of interest;
- approve outside employment by employees only if it does not involve a conflict of interest, and only if it does not interfere with the employee's responsibilities or performance at Gerard Lighting.

Should such a conflict arise or benefit be received we will discuss the matter with our immediate Manager.

We will not endorse offers or acceptance of bribes, questionable gifts or entertainment.

### *We are committed to good corporate citizenship*

To keep this commitment, we intend to:

- support our communities;
- protect the general safety and the environment;
- respond to all public, media and government inquiries appropriately;
- co-operate with our local host governments.

### *We are responsible and accountable for our actions*

For us, accountability means we accept responsibility for and will be judged by our actions.

Accordingly we take responsibility for:

- the way in which we perform our functions;
- honestly and fully reporting the results of our actions.

## Code of Conduct

Issue Date: 19/03/10 • Version 1.00

### 4 Company Policies

The Code of Conduct is a summary only of the core requirements expected of employees and directors of the Gerard Lighting group of companies.

Gerard Lighting has implemented policies in relation to various matters, including:

- continuous disclosure of material information;
- guidelines for dealing in securities;
- privacy;
- occupational health & safety;
- whistleblower protection.

Copies of the Code of Conduct and these policies are available on the Gerard Lighting website or on the company's intranet site. Hard copies are also maintained and are available.

Employees are expected to be familiar with and at all times adhere to the requirements of all company policies as amended from time to time.

Gerard Lighting continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. Each of Gerard Lighting's businesses may also introduce local policies and procedures to provide more detail on some areas covered by this Code of Conduct.

You should ensure you regularly make yourself aware of all current policies and compliance requirements.

If you have any questions regarding this Code of Conduct or any of Gerard Lighting's policies at any time, you should contact your Manager or Supervisor or the Company Secretary.

### 5 Disclaimer

This Code of Conduct is a statement of certain fundamental principles, policies and procedures that govern actions in the conduct of Gerard Lighting's business. It is not intended to, and does not create any rights of any employee, client, customer, supplier, competitor, security holder or any other person or entity.