



Power Systems

Code of Ethical Conduct

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Code of Ethical Conduct

From the Office of the President and CEO

March 2015

Dear Fellow Employee,

Our Company has built an excellent corporate image and worldwide reputation. This reputation is one of our most important assets. To maintain this image and reputation with the public, our customers and business partners, an unwavering commitment to honesty and ethical behaviour by every individual within the Company is essential.

The Company has adopted a Code of Ethical Conduct which is part of the framework that supports our values and underpins our day to day behaviour. The Code explains how we sustain the public's, our customers' and business partners' confidence in our services and it strengthens the efforts of our people to deliver services of the highest quality.

The Code applies equally to everyone in the Company. Please join me in making the commitment to uphold the principles of the Penske Power Systems Code of Ethical Conduct. The reputation of the Company, its products and services depends on you.

A handwritten signature in blue ink, appearing to read "Rob Sisk".

Rob Sisk





President and CEO

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Our Values and Behaviours

The Code of Ethical Conduct represents the people of Penske Power Systems. All our employees play an important role and have a responsibility for making the Company a satisfying and rewarding place to work.

We have adopted a set of Values and Behaviours which set out the principles, standards and actions that we consider of utmost importance. They give us a sense of common corporate direction; they are the basis for guiding our day to day behaviour and underpin the Code of Ethical Conduct.

 <p>LEAD</p>	<p>We take responsibility for what we do, and tell it how it is.</p>
 <p>CONNECT</p>	<p>We build strong relationships which last.</p>
 <p>DELIVER</p>	<p>Providing world class products and service is our passion.</p>
 <p>CARE</p>	<p>We are uncompromising on safety, quality and respect.</p>

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Ethical Principles

Penske Power Systems' "Business Ethics Always" tenet refers to the following principles which we have adopted to provide a general framework to guide ethical conduct and decision making.

Each of us has a responsibility for our decisions and actions and the Code aims to support us in our daily activities.

The Code is an evolving document and we expect it will change over time to reflect the growth and development of the Company.

Links to the policies supporting the Code and referred to in this document can be found on the Penske Power Systems Hub at Resources/Business Documentation/Corporate.



Integrity and Honesty

We act in an honest and fair manner when conducting business activities, including those with our employees, customers and suppliers. We do not tolerate unethical behaviour or corrupt practices.

Accountability and Use of Resources

We must take personal responsibility for doing our job in a way that best meets the Company's overall goals, policies, processes and quality standards. We do what we say we will do. We use, manage and protect the Company's resources, equipment and facilities appropriately and efficiently and not for personal gain or enterprise.



Environmental Responsibility

We abide by the Company's environmental policy and exercise the utmost care to ensure the environment is protected.

Equal Employment Opportunity

We abide by the Company's Equal Employment Opportunity and Prevention of Harassment Policy. We acknowledge, respect and are proud of the diverse range of people and cultures with which we work. We utilise the diversity of our people to expand our business and meet the needs of our customers.

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Health and Safety

Our Health Safety and Environment Policy, procedures and guidelines are paramount to our business. We preserve the highest standards of safety, health and welfare, for the people who matter to us; our employees, customers, suppliers and contractors.

Non-Discrimination

We treat each other with respect and dignity and do not tolerate discrimination harassment or bullying.



Compliance with the Law

We comply with all laws and regulations that apply to the business activities of Penske Power Systems.

Confidentiality and Use of Information

We keep the affairs of the Company and our customers confidential and respect the privacy of personal information. We safeguard the integrity of the Company's information systems and physical premises by securing personal access and preventing unauthorised access. We do not use confidential information for personal gain or disclose information that is not generally available to members of the public.



Conflict of Interests

We avoid personal interests or financial activities that conflict or may appear to conflict with the Company's interests or influence our judgment or actions in performing our work. We disclose any actual or perceived conflicts of interests to the performance of our work to our Manager.

Gifts and Entertainment

We exercise the utmost care in giving or receiving gifts, services and entertainment and only do so in accordance with the Company's Independence and Conflict of interests Policy.



External Interests

When engaging in business external to that of the Company we are mindful of the integrity and independence of the Company. Our employees will not serve on boards operated for profit or engage in business activities that interfere with their in-house work without the approval of the Company. The Company maintains a position of impartiality and does not contribute funds to political parties, politicians or political candidates.

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Fair Business Practices

We adhere to fair trading laws and practices and engage in fair and honest competition. We are honest and fair when engaging with customers and suppliers and select external service providers based on quality, service, and value in accordance with the Company's Independence and Conflicts of Interest Policy.

We maintain effective internal control systems to record, authorise and report with integrity on business transactions and financial matters to ensure these comply with relevant laws, standards and policies.



Responsible Recreation

We take seriously the problems associated with the misuse of alcohol, drugs or gambling. We participate in the Employee Assistance Program, which helps employees and their families resolve personal issues including issues associated with alcohol, drugs and gambling. The Employee Assistance Program is provided by Drake Workwise. Contact your Manager for more information.

Our Responsibilities to the Company

We are as proud of our work as we are of the Company.

Each of us has a personal and professional responsibility to:

- Adhere to the Code of Ethical Conduct
- Assess and address ethical issues
- Ensure that employees who report to us are familiar with the Code
- Consult with others about ethical issues
- Raise concerns about possible unethical conduct
- Report concerns about unethical conduct of a serious nature
- Report any actual or perceived conflicts of interests, including outside business activities and employment relationships with family members
- Respond thoughtfully to concerns that others may have about our own conduct
- Confirm our understanding of and compliance with the Code as part of our induction process for new employees or periodic compliance declaration.

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The Company's Responsibilities to Us

- To take reports about possible unethical conduct seriously
- To respect our request for anonymity, if we seek it
- To act in accordance with the Whistleblower Policy
- To monitor compliance with the Code through internal/external audits and control processes

Breaches of the Code and Discipline

The Company will address breaches of the Code or unethical conduct in accordance with the Company's Unsatisfactory Performance and Conduct Policy. Disciplinary action may include formal warnings or dismissal.

Ethical Decision Making – How do I know when there is an ethical issue?

The area of ethics is rarely black or white, and there is often no obvious right answer to an ethical problem. The following questions may help guide your decision-making.

The Basic Test

- Does my decision violate the law or Ethical Principles?

The Window Test

- How would I feel if my conduct appeared on the front page of a major newspaper e.g. The Daily Telegraph or the Herald Sun?

The Family and Friends Test

- What would my family or friends think about my conduct?
- Would I do this to my own family or friends?

The Conscience Test

- Am I comfortable with the decision?
- Does it leave me with a bad feeling?
- Can I live with it?

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The Stakeholders Test

- How would my work mates or supervisor react?
- What would the customer say?
- What effect might my conduct have on the reputation of the Company?

If you are still unsure about how to proceed with your decision-making process, please ask for further help from your departmental supervisor or Manager.

Where do I go for help within Penske Power Systems?

Ethical issues come in many shapes and sizes, from the run-of-the-mill issues that are part of our daily work to serious breaches of the Company's Code of Ethical Conduct or the law. When you face an ethical issue we encourage you to firstly ask whether you can resolve it within your own work area, branch or department.

Please consider consulting:

- Your immediate supervisor
- The Branch or Department Manager.

If you have a serious concern or if you believe the problem cannot be resolved within your work area, branch or department you can seek help from the corporate group within the Company.

For more serious issues, please consider consulting:

- Ken Newman, General Manager - Human Resources
Phone: **02 9794 2684**
Email: **KNewman@penskeps.com**
or Gillian Cunningham, Human Resources Manager, Operations
Phone: **02 9794 2611**
Email: **GCunningham@penskeps.com**
- John Zappia, Chief Financial Officer
Phone: **02 9794 2672**
Email: **JZappia@penskeps.com**
- Michael Ross, Risk and Compliance Manager
Phone: **02 9794 2796**
Email: **MRoss@penskeps.com**
- An Executive Team member, the President and CEO, or a Board member.

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Whistleblower Policy

The Company has adopted a Whistleblower Policy to provide an environment in which employees, and contractors are able to report instances of unethical, unlawful, or undesirable conduct without fear of intimidation or reprisal. The types of conduct that may be reported under the Whistleblower Policy include:

- Unethical conduct
- Illegal or unlawful practices
- Corrupt activities
- Harassment
- Theft, fraud or misappropriation
- Substantial mismanagement of resources
- Substantial risk to workplace safety or environment.

Where an employee is not comfortable with reporting a matter within their own work area, branch or department then this can be reported to the General Manager - Human Resources, Chief Financial Officer, or the Risk and Compliance Manager.

If you believe the matter is too sensitive to raise internally you can report the matter to Penske Power Systems' Integrity Hotline established with external service provider, Expolink, by calling 1800 121 889 in Australia, 0800 443 816 in New Zealand or via the website at <http://expolink.co.uk/whistleblowing/submit-a-report/> using access code: "PCV".

If you report concerns you have a right to have your identity kept confidential and this would only be released with your consent. You can also report concerns anonymously. In all cases a person will not be discriminated against or disadvantaged for making a report in accordance with the Code or the Whistleblower Policy.

It is important that before reporting a matter you ensure there is a reasonable basis for making a report and it is made in good faith. Reports that are found to be deliberately misleading, malicious or frivolous will result in disciplinary action.

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Document Control

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Approved by	x	x
	Rob Sisk President & CEO	John Zappia CFO

Amendments

Please Note:

- The issue of an update invalidates the previous issue;
- The currently valid version of the policy can be accessed on the Hub;
- Hard copy print-outs are not covered by any subsequent amendments;
- Always verify that the version is current before using the information contained therein.