

## **Marlborough Wine Estates Group Limited**

### **CODE OF ETHICS**

#### **PURPOSE:**

Marlborough Wine Estates Group Limited's ("MWE" or "Company") Code of Ethics sets the standards of ethical behaviour on which Directors of the Company are required to conduct their professional lives.

Directors will:

- Always act with honesty and total integrity exercising diligence and fairness. They will conduct themselves in a manner that ensures the Company's reputation and image will not be compromised by their actions or statements.
- Fulfil their duties and exercise their powers as Directors with due care and diligence having regard to the Company's Values and acting in the best interests of MWE.
- To the best of their abilities, using reasonable endeavour, seek to ensure MWE records and documents including financial reports are accurate and true.
- Avoid conflicts of interest. Each Director will disclose all relationships they have with MWE as per the group's Conflicts of Interest Declaration, together with private or business interests that may constitute a conflict of interest to the Board so that the Board can assess the Director's independence in each instance.
- Respect, maintain and protect the confidentiality of information about MWE's financial and business affairs as well as information entrusted to them about customers, work colleagues and stakeholders except where disclosure is permitted or required by law.
- Respect, protect and uphold the rights of employees, customers, shareholders and other legitimate stakeholders in the Company.
- Not take advantage of opportunities arising through the use of any of the assets, property or information of MWE or its subsidiaries for personal gain.
- Fully comply with all laws, rules and NXT and other regulations relevant to MWE's business in all jurisdictions within which the Company operates.
- Use their best endeavours to ensure compliance by the Company with all statutory and internal disclosure requirements in a timely manner.
- Not accept unauthorised payments, gifts or other inducements arising from dealings conducted on behalf of the Company.
- Report any unethical or illegal (or potentially illegal) behaviour of which they become aware to the Chairman of MWE.

**Date adopted: 30 June 2016**