

# Code of Conduct

## 1. Overview and purpose

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This Code of Conduct sets out the principles and standards that the Directors, management, employees and contractors (**Personnel**) of Resonance Health Ltd and each of its subsidiaries (**Company**) are encouraged to strive towards when dealing with each other, shareholders, other stakeholders and the broader community.

## 2. Principles and standards

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### Integrity

- 2.1 All Personnel must:
- (a) exhibit professional behaviour and act with integrity and honesty;
  - (b) contribute to a cooperative, cohesive and safe work environment;
  - (c) not engage in any form of harassment, intimidation, bullying or discrimination;
  - (d) act with kindness, understanding, compassion and respect towards others;
  - (e) maintain high standards of conduct, self-control and moral and ethical behaviour; and
  - (f) intervene in actual or potential Code of Conduct violations by immediately reporting them to management.
- 2.2 Personnel shall deal with each other and the Company's shareholders, suppliers and competitors with honesty, fairness and integrity and observe the rule and spirit of the legal and regulatory environment in which the Company operates.

### Responsibility to shareholders

- 2.3 The Company aims to increase shareholder value within an appropriate framework that safeguards the rights and interests of the Company's shareholders and the financial community. This is achieved by complying with systems of control and accountability that the Company has in place as part of its corporate governance with openness and integrity, including this Code of Conduct and the other policies and procedures adopted by the Company.

### Responsibility to communities

- 2.4 The Company will recognise, consider and respect environmental issues and other community concerns which arise in relation to the Company's activities and comply with applicable legal requirements.

### Responsibility to individuals

- 2.5 The Company recognises and respects the rights of individuals and will comply with applicable legal rules regarding privacy and the use of privileged or confidential information.

### Respect for law

- 2.6 The Company is to comply with all legislative and common law requirements that affect its business wherever it operates.
- 2.7 The Company shall comply with the relevant local laws applicable to its overseas operations.
- 2.8 Personnel should immediately report any transgression from applicable legal rules to the Chief Executive Officer or Company Secretary upon becoming aware of such a transgression.

### Conflicts of interest

- 2.9 Personnel must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interests of the Company.
- 2.10 Where a real or apparent conflict of interest arises, the matter should be brought to the attention of:
- (a) the Chair of the Audit & Risk Committee, in the case of the Chair of the Board;
  - (b) the Chair, in the case of a Board member or the Chief Executive Officer; and
  - (c) the Chief Executive Officer, in the case of a member of management; or
  - (d) reporting manager in the case of an employee, so that it may be considered and dealt with in an appropriate manner.

### Protection of Company assets

- 2.11 Personnel must protect the Company's assets to ensure:
- (a) availability of those assets for legitimate business purposes;
  - (b) that all corporate opportunities are enjoyed by the Company; and
  - (c) that no property, information or position belonging to the Company, or opportunity arising from these, are used for personal gain or to compete with the Company.

### Confidential information

- 2.12 Personnel must respect confidentiality of all

information of a confidential nature which is acquired in the course of the Company's business and must not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure (or disclosure is legally mandated).

### Employment practices

- 2.13 The Company will employ the best available persons with skills required to carry out vacant positions.
- 2.14 The Company will use its best endeavours to ensure a safe workplace and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

### Fair trading & dealing

- 2.15 The Company will deal with others in a way that is fair and will not engage in deceptive practices.

### Financial & other inducements

- 2.16 The Company prohibits the making of payments (including payments in kind, such as gifts, favours, etc) to influence individuals to award business opportunities to the Company or to make business decisions in the Company's favour.
- 2.17 It is an offence in Australia to bribe a foreign public official under the *Criminal Code Act 1995 (Code)*. There are serious consequences for breaching the Code, including imprisonment. The Code describes a bribe as providing, causing or promising a benefit to another person where that benefit is not legitimately due. The Code makes this provision irrespective of whether the benefit is customary or perceived to be customary or tolerated.
- 2.18 Internationally in those jurisdictions where the Company carries on business or maintains a presence, various similar legislation enables some other countries to prosecute their own citizens and corporations, as well as other persons within their jurisdiction, for bribery of public officials abroad. For example, and without limitation, in the US, the Foreign Corrupt Practices Act (FCPA) anti-bribery provisions prohibit any offer, payment or promise of anything of value:
  - (a) made corruptly (i.e. with an intention to obtain an improper *quid pro quo*);
  - (b) directly, or through one or more intermediaries, to:
    - (1) any foreign official (defined to include any official, functionary or employee of a non-US government, state-owned enterprise or public international organisation); or
    - (2) any non-US political party or candidate for the purpose of influencing any act or decision of such person or inducing such person to

exercise their influence with a non-US government,

to assist in obtaining or retaining business, directing business to any other person or securing any improper advantage.

## 3. Compliance

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Any breach of compliance with this Code of Conduct is to be reported directly to the Chief Executive Officer, Chair or Company Secretary, as appropriate. Anyone breaching this Code of Conduct may be subject to disciplinary action, including termination.

## 4. Review of this Code of Conduct

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- 4.1 The Company will monitor compliance with this Code of Conduct periodically by liaising with Personnel, especially in relation to any areas of difficulty which arise from this Code of Conduct and any other ideas or suggestions for improvement of it.
- 4.2 Suggestions for improvements or amendments to this Code of Conduct can be made by providing a written note to the Chief Executive Officer or Company Secretary.

## 5. Who to contact

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Questions relating to the interpretation of this Code of Conduct should be forwarded to the Chief Executive Officer or the Company Secretary.