

Resonance Health Limited

Code of Conduct

1. OVERVIEW & PURPOSE

This Code of Conduct sets out the principles and standards which the Board, management and employees of Resonance Health Limited and each of its subsidiaries (collectively referred to in this policy as "the Company") are encouraged to strive towards when dealing with each other, shareholders, other stakeholders and the broader community.

2. PRINCIPLES & STANDARDS

2.1 Integrity

All Company personnel must:

- exhibit professional behaviour and act with integrity and honesty;
- contribute to a cooperative, cohesive and safe work environment;
- not engage in any form of harassment, intimidation, bullying or discrimination;
- act with kindness, understanding, compassion and respect towards others;
- maintain high standards of conduct, self-control, and moral/ethical behaviour; and
- intervene in Code of Conduct violations by reporting to management.

Directors, management and employees 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.

2.2 Responsibility to Shareholders

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.

2.3 Responsibility to Communities

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.

2.4 Responsibility to Individuals

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

2.5 Respect for Law

The Company is to comply with all legislative and common law requirements that affect its business wherever it operates. Where the Company has operations overseas, it shall comply with the relevant local laws. Any transgression from the applicable legal rules is to be reported to the CEO or Company Secretary as soon as a person becomes aware of such a transgression.

2.6 Conflicts of Interest

Directors, management and employees must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of;

- (a) ARC Chair in the case of Board chair
- (b) the Chair in the case of a Board member or the CEO
- (c) the CEO 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.

2.7 Protection of Assets

Directors, management and employees must protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and 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.

2.8 Confidential Information

Directors, management and employees must respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and 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.

2.9 Employment Practices

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

2.10 Fair Trading & Dealing

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

2.11 Financial & Other Inducements

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.

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.

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; made 'corruptly' (i.e. with an intent to obtain an improper quid pro quo); directly, or through one or more intermediaries, to (i) any foreign official, defined to include any official, functionary or employee of a non-US government, state-owned enterprise or public international organisation, or (ii) 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; and to assist in obtaining or retaining business, directing business to any other person or securing any improper advantage.

3. COMPLIANCE

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

4. REVIEW

The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and employees 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. Suggestions for improvements or amendments to this Code of Conduct can be made at any time by providing a written note to the CEO or Company Secretary.