



## Code of Conduct

### 1. Aim of the Code of Conduct

- 1.1. The reputation and integrity of the Company (The Company includes Rision Limited and all subsidiary Companies) will only be maintained if every officer and employee (collectively referred to as “employee”) observes the highest standards of behaviour when engaging in corporate activity.
- 1.2. The Board of the Company has therefore adopted this Code of Conduct (the “Code”) which sets out the standards with which all officers and employees are expected to comply when representing the Company.
- 1.3. Under this Code all directors and employees are required to:
  - a) comply with the law;
  - b) act honestly and with integrity;
  - c) not place themselves in situations which result in a conflict of interest;
  - d) use the Company's assets responsibly and in the best interests of the Company;
  - e) be responsible and accountable for their actions.
- 1.4. The Code is not intended to address every circumstance, nor is it a summary of all the laws and regulations that apply to Rision Limited. Employees are always expected to use their common sense and best judgment when addressing business conduct issues, and to seek guidance if the best course of action is not clear.

### 2. Declaration by Directors and Employees of the Company

- 2.1. We, the directors and employees of the Company, set for ourselves the following standards of conduct in our relationship with each other, our employer and with all those with whom we deal in our work.

### 3. Compliance with legislation

- 3.1. Employees must comply with the letter and the spirit of all relevant laws, regulations and rules (“Laws”) relevant to the conduct of Rision’s business (including those relating to environment, health and safety laws where applicable).
- 3.2. Employees should understand the Laws relevant to their job responsibilities including those which are relevant to all employees, such as laws relating to occupational health and safety and equal employment opportunity practices. Employees who are unclear about the laws relevant to their work should consult the Chairman, Managing Director or the Company Secretary.



#### **4. Work environment Equal Employment Opportunity**

- 4.1. The Company is committed to providing equal opportunity in employment to all employees and applicants for employment. Employment decisions must be based on merit without regard to a person's race, colour, religion, gender, age, national origin, sexual orientation, disability, marital status, or any other status covered by employment laws.
- 4.2. Discriminatory conduct or harassment in any form will not be tolerated.
- 4.3. Health and Safety
  - 4.3.1. Rision is committed to providing a healthy and safe working environment. The health and safety standards of the Company's collaborators and contractors must be of a high standard and must be considered in selecting such collaborators and contractors.
  - 4.3.2. Rision can only provide a healthy and safe working environment with the cooperation of every employee. As part of that co-operation employees must exercise responsible behaviour.
- 4.4. Bullying, Harassment or Discrimination
  - 4.4.1. Rision can only provide a safe working environment with the co-operation of every employee. As part of that co-operation it is expected that employees do not bully, harass or discriminate against other members of staff.
- 4.5. The Company considers a breach of this policy as serious and may result in termination of employment.

#### **5. Intellectual property and confidential information**

- 5.1. Employees who take part in the creation or development of intellectual property in the course of their employment or for use by Rision must treat this information as the property of Rision Limited.
- 5.2. All employees who have access to such information must also treat this information as the property of Rision Limited. Intellectual property is a general term which includes, but is not limited to, all copyright and industrial and intellectual property rights of whatever nature, including all rights relating to ideas, written work, inventions, industrial processes, formulae, registered and unregistered trade marks, registered designs, trade secrets, confidential information and circuit layouts, and all other results from intellectual activity.
- 5.3. Confidential information includes but is not limited to: specifications, compilations of information, development of website, financial and statistical data; customers, terms of contracts entered into by the Company and so forth. Protecting this information plays a pivotal role in the growth of the Company and all proprietary information should be maintained in strict confidence except when disclosure is authorised by an appropriate Company officer. Employees must provide prompt and full information with respect to intellectual property to the Managing Director.
- 5.4. Subject to any other written arrangement which is in place prior to the commencement of the patent process, the Company is exclusively entitled to benefits which may arise from any patents. As it is not always easy to identify what is intellectual property or confidential information, employees should always treat all materials as confidential until an appropriate Company officer has indicated otherwise.



## 6. Continuous market disclosure

- 6.1. Rision has the responsibility of informing the ASX Limited on a continuous basis of any information that would be expected to have a material effect on the price or value of the securities of the Company. Employees should seek advice from the Managing Director or the Company Secretary if in doubt about whether information would require disclosure.
- 6.2. All public price sensitive communications, including, but not limited to, announcements to the ASX, media releases, presentations to analysts, conferences and public speeches, must be approved by the Chairman and at least one non executive Board member before release.

## 7. Fair trading and dealing Insider Trading

- 7.1. Australian and various international laws prohibit insider trading. Insider trading occurs when an entity/individual deals in the securities of a Company while in possession of material unpublished price-sensitive information (inside information) about that Company. Using inside information when buying or selling stock, or providing any other person with such information, is both illegal and unethical. Employees are prohibited from engaging in inside trading.
- 7.2. Employees should refer to Rision “Share Trading Policy” for further details regarding the Company’s policy.
- 7.3. Conflicts of Interest
  - 7.3.1. Employees should avoid partaking in behaviour where there is a conflict with the interests of the Company. This includes activities which could be perceived to be a conflict of interest. Examples of potential conflicts include:
    - a) Working in any capacity, for a competitor, supplier (including sub-contractors, collaboration partners, suppliers of other services to the Company, etc), or licensee/customer while still employed by or performing services for Rision Limited;
    - b) Competing with Rision for the purchase or sale of property, services or other interests.
    - c) Without the prior approval of the MD, participating in social activities provided and paid for by suppliers or licensees/customers, the costs associated with which have a market value of more than \$300 in one event or more than \$600 over a calendar year.
    - d) Having a material interest in a transaction involving Rision Limited, a supplier or licensee/customer.
- 7.4. Supplier and Other Relationships
  - 7.4.1. To the extent possible, the selection of sub-contractors, collaboration partners and suppliers must be made based on an objective criteria which includes quality, technical excellence, solid and ethical reputation, ability to deliver/produce results/services in a timely manner, maintenance of adequate sources of supply and safety record where appropriate. Employees must also be honest in all dealings with those organisations or businesses which may become licensees/customers and/or collaboration partners.



## 7.5. Bribery & Kickbacks

7.5.1. Employees must not provide any bribes or kickbacks in any form. Likewise, employees are not to solicit or accept any bribes or kickbacks. Should an employee be offered a bribe or kickback it must be reported immediately to the Managing Director, Company Secretary or a Director.

## 8. Proper accounting policies and practices

8.1. The directors, management, investors and other stakeholders require complete and accurate information about Rision's business to make informed business decisions. Australian law also requires the recording and reporting of accurate financial information. Accordingly, business transactions must be recorded promptly and accurately in order to permit the preparation of accurate and complete financial and other records. Management is responsible for establishing and maintaining effective systems for the capture and processing of information (financial and other relevant information) and to provide safeguards for the Company's assets (including tangible assets, financial information, and so forth).

## 9. Use of Company property

9.1. Rision's property is to be used to conduct Company business. Employees are expected to behave responsibly and exercise sound judgement when using Company property. All employees are responsible for protecting the Company's assets against theft, damage, loss, misuse and waste. Modest personal use may be allowed where such use is lawful, of limited duration and frequency and does not consume a significant amount of Company resources nor interfere with Company business or the performance of work duties.

## 10. Email and Internet

10.1. Employees are responsible for using the Company's e-mail and internet resources responsibly and for Company use. All communications and information transmitted by, received from, created or stored in the Company's information systems are the Company's records and property. Minimal personal use may be allowed if it is unrelated to outside business activities and does not interfere with Company business or the performance of work duties. Use of the Company's information systems for illegal purposes is prohibited.

## 11. Drugs and Alcohol

11.1. Rision is committed to ensuring that the safety and wellbeing of employees and the quality of Rision work, is not compromised by the presence of people under the influence of alcohol or other drugs in the workplace.

11.2. Rision does not and will not condone:

- a) The use, sale or possession of any illegal/prohibited substance or alcohol at the workplace or a work related event;
- b) The presence of employees adversely affected by drugs or alcohol at the workplace or work related event; or
- c) The consumption of alcohol at the workplace or at a work related event without express management permission.



- 11.3. Rision acknowledges that alcohol may be consumed at some activities involving employees including Rision initiated activities. When attending a function as a representative of Rision, employees are expected to conduct themselves responsibly within the bounds of Rision policies. If employees choose to consume alcohol they must do so responsibly and arrange for safe transportation to their place of residence.
- 11.4. Alcohol is not to be consumed on company premises by Rision staff unless approved by the MD or any of his/her direct reports.
- 11.5. Employees are responsible for their behaviour and actions at all times and should seek advice from a manager before undertaking an action or activity that may be contrary to Rision policy. Managers are responsible for monitoring compliance with this policy by members of their team and ensuring that each member of their team understands this policy.
- 11.6. Breach of this policy may result in termination of employment.

## **12. Reporting conduct issues**

- 12.1. Employees should contact the Managing Director, Company Secretary or Chairman of the Board with respect to obtaining advice on ethical and conduct issues and reporting any misconduct issues.