

## 1. INTRODUCTION

### 1.1. Position Statement

Isentia Group Limited and its subsidiaries (**Isentia**) are committed to best practice corporate governance and maintaining ethical standards in relation to the conduct and operation of its business activities. Isentia's reputation as an ethical business organisation is important to its ongoing success. The Board recognises the need to have a Code of Conduct (**Code**) which clarifies the standards of ethical behaviour required of Isentia Directors and Director and Workers and outlines the practices necessary to maintain confidence in Isentia's integrity and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. These standards go beyond mere compliance with laws and regulations, they also embrace the values which are essential to Isentia's continued success.

### 1.2. Values

This Policy is a critical component of the delivery of Isentia's values:

#### *i) Client Obsessed*

*We're avid listeners who make time to understand our clients, empowering them to make great decisions. Client obsession is in our DNA, it's who we are. ► We keep our word ► We are solutions focused ► We think about the client first ► We understand our clients' needs ► We strive to add value to our clients*

#### *ii) One Team*

*We're a family who looks out for each other and work together to make great things happen. We bring our whole selves to work, celebrating our successes and having fun along the way. ► We act with integrity ► We are stronger through regional diversity ► We respect and value each other ► We are accountable to each other ► We celebrate success*

### *iii) Innovation*

*We seek out moments of inspiration to help us work smarter and create positive outcomes for our clients. From creating simple change to generating big ideas, we embrace diverse thinking, doing better than the day before. ► We are curious ► We challenge our thinking ► We are resourceful ► We lead and grow - our industry, our region and our people ► We keep informed*

## **2. PURPOSE**

2.1. The purpose of this Code is to provide guidelines in relation to:

- Isentia's commitment to ethical standards and responsible decision making,
- application of this Code,
- ethical and responsible decision-making process,
- Isentia's responsibilities to shareholders and the community,
- raising a concern or whistleblowing,
- fraudulent conduct,
- breaches of this Code,
- conduct in the workplace and as an Isentia Director and Worker,
- business conduct, and
- reporting on this Code in the Isentia Annual Report.

## **3. DEFINITIONS**

Words used in this Code have the following meanings:

**'ASX'** means the Australian Securities Exchange.

**'Director'** includes Isentia Executive and Non-Executive directors.

**'Fraudulent Conduct'** means the intended or actual misuse of Isentia's funds, including through deception to obtain an unjust or illegal advantage. Examples of Fraudulent Conduct include, but are not limited to:

- stealing money or other assets including use of assets for private purposes,
- misappropriation of funds, securities, supplies, or other assets,
- impropriety in the handling or reporting of money or financial records,
- profiting from insider knowledge of Isentia's activities,
- unauthorised disclosure of confidential and proprietary information with the intent to receive a benefit,

- forgery or alteration of any document or account belong to Isentia,
- unauthorised destruction, removal, or inappropriate use of records or other Isentia property,
- accepting or seeking anything of value from contractors, vendors or persons providing services or goods to Isentia,
- creating and paying fictitious employees (i.e. ghost employees),
- falsifying invoices for goods or services never rendered, or expense reimbursement claims,
- inflating amounts on, or backdating, invoices or expense reimbursement claims,
- submission of exaggerated or wholly fictitious accident, harassment or injury claims,
- misuse of sick or family leave; and
- accepting or seeking anything of material value from contractors, vendors, or persons providing services/ material in contravention of this Code or the Isentia Anti-Bribery and Corruption Policy including the Gifts and Entertainment provisions.

**‘Insider Trading’** means conduct involving shares REGARDLESS OF WHERE THE CONDUCT TAKES PLACE where a Director or Worker possesses inside information relevant to the value of the share and:

- the Director or Worker (whether as principal or agent) deals in shares and / or
- the Director or Worker procures another person to deal in shares and /or
- the Director or Worker communicates the inside information.

**‘Worker’** means all of Isentia’s officers, employees (whether full time, part time or casual and including executives and managers) and contractors (including consultants, advisers, agents, interns and free agents).

## 4. SCOPE

- 4.1. This Code applies to all Isentia Directors and Director and Workers wherever located.

## 5. ISENTIA’S COMMITMENT TO AN ETHICAL AND RESPONSIBLE DECISION-MAKING PROCESS

5.1. This Code requires all Directors and Director and Workers to adhere to the law and the various policies of the Company referred to in this Code. The standards set out in this Code cannot – and do not try to – anticipate every situation which may pose a legal, ethical or moral issue. This Code is not a prescriptive set of rules for personal and business behaviour, but rather a practical set of principles giving direction and reflecting Isentia’s approach to business and workplace conduct. Directors and Director and Workers must exercise sound judgment when evaluating any issues of business or personal conduct and if in doubt about any particular situation Directors and Director and Workers should ask themselves the following questions:

- am I authorised to make this decision under the Isentia Delegations Policy or any other authority?
- is the action legal and in accordance with local or national laws, regulations or international standards?
- is the action in keeping with Isentia’s values, expected conduct, policies and procedures?
- does it fit within my own personal values?
- how would the decision look if published in a newspaper? would I feel comfortable?
- would I feel comfortable telling my partner, family or friends?
- does it feel right? If it feels wrong, it probably is bad.

If the answer to any of these questions is doubtful, Directors and Director and Workers should seek advice from their manager, Chief HR Officer or the General Counsel.

## 6. ISENTIA’S RESPONSIBILITIES TO SHAREHOLDERS AND THE COMMUNITY

- 6.1. Isentia has a responsibility to its shareholders, Directors and Workers, customers, suppliers, creditors, joint venture partners and the broader community in which it operates throughout the world. Compliance with the values and policies set out in this Code are important to maintain confidence in Isentia’s integrity in the communities in which it operates.
- 6.2. Isentia recognises that wherever it operates there will be people with legal, economic and emotional ties to the area. It seeks to engage and deal openly with community and personal interests in a sensitive, just and equitable way. Isentia recognises that it should not only be a good neighbour, but that it must also be a responsible local citizen in areas such as employment, local expenditure, training and support of local community initiatives.

## 7. RAISING A CONCERN OR WHISTLEBLOWING

- 7.1. All Directors and Workers:
- are encouraged to report any actions which they are concerned about and maybe inconsistent with this Code,
  - must report any suspected breaches of this Code or any illegal or unethical practices that they become aware of, and
  - must report any suspected Fraudulent Conduct immediately in accordance with this Code.
- 7.2. In the first instance Director and Workers should report any concerns or suspected breaches of this Code to their relevant manager or, if inappropriate in the circumstances, to the General Counsel.
- 7.3. Director and Workers will not be disadvantaged in any way for reporting their concerns and all reporting of concerns or suspected breaches will be treated confidentially and the identity and privacy of the Director and Worker will, subject to any legal restrictions, be protected.
- 7.4. All reports of concern or suspected breaches of this Code will be handled promptly by the relevant manager and where applicable referred to the General Counsel.
- 7.5. Isentia has adopted a Whistleblower Policy setting out in more detail the Company and Director and Workers obligations in regard to Whistleblowing. Director and Workers should familiarise themselves with this policy and ensure they comply with that policy at all times. A copy of Isentia's Whistleblower Policy is available on Isentia's website and Intranet.

## 8. FRAUDULENT CONDUCT

- 8.1. Fraudulent Conduct must be reported to the CFO and General Counsel immediately upon detection or suspected detection.
- 8.2. The CFO, in consultation with the General Counsel and relevant management, will determine what steps will be taken to investigate all reports of Fraudulent Conduct.
- 8.3. All information relating to the investigation of Fraudulent Conduct will be treated as confidential. It will only be released when the investigation is complete and with the approval of the CEO, CFO or General Counsel. No restriction will apply to making information available to law enforcement or other regulatory authorities if this is required by law.

- 8.4. To ensure that an effective and fair investigation can be conducted, the alleged perpetrator of the Fraudulent Conduct should not be interviewed or otherwise alerted prior to the matter being reported to the CFO or General Counsel and then only with the consent of the CFO or General Counsel.
- 8.5. Every effort must be made to retain documentation and evidence relating to any alleged Fraudulent Conduct and bring it to the attention of those conducting the investigation.
- 8.6. The CFO or the General Counsel must be advised if an individual fails to cooperate with or in any way seeks to frustrate an investigation of Fraudulent Conduct.
- 8.7. If the investigation substantiates that Fraudulent Conduct has occurred, the conduct will be reported to the Board through the Audit and Risk Committee.
- 8.8. Any decisions to prosecute or alert law enforcement and/or regulatory agencies will be made in conjunction with the CEO, General Counsel and the Executive Leadership Team.
- 8.9. Nothing in this Code limits the right of a Director and Worker who discovers or suspects Fraudulent Conduct to contact the Chair of the Audit and Risk Committee, the Company Secretary or Isentia's external auditors if, in the circumstances, the Director and Worker feels this action is more appropriate. Director and Workers will not be disadvantaged in any way for reporting their concerns and all reporting of concerns will be treated confidentially and the identity and privacy of the Director and Worker will, subject to any legal restrictions, be protected.
- 8.10. Isentia has also adopted an Anti-Bribery and Corruption Policy setting out in more detail the Company and Director and Workers obligations in regard to Fraudulent Conduct. Director and Workers should familiarise themselves with this policy and ensure they comply with that policy at all times. Isentia's Anti-Bribery and Corruption Policy is available on Isentia's website and Intranet.

## 9. PERSONAL CONDUCT IN THE WORKPLACE

### 9.1. Ethical Conduct

Directors and Workers must conduct themselves with openness, honesty, fairness and integrity in all business transactions and in all dealings with others including customers, shareholders, other Director and Workers, suppliers, creditors, financiers, the financial markets and the general public.

### 9.2. Mutual Respect

Directors and Workers are expected to treat each other, customers, shareholders and anyone else with whom they interact in their work, with courtesy and respect.

### 9.3. Confidentiality

- Confidential information includes but is not limited to all trade and business secrets, operations, processes, business strategy, competitive analyses, business and financial plans and forecasts, information relating to projects including joint venture information, employee information, computer systems and other inventions developed or licensed by, or for, Isentia together with any other confidential information or documents relating to the affairs or business of Isentia.
- Directors and Workers must safeguard Isentia's confidential information at all times and, except as authorised by Isentia or as required in the discharge of duties or obligations to Isentia, must not directly or indirectly reveal confidential information to any third party.
- Director and Workers must also protect all confidential information from unauthorised use or disclosure and use their best endeavours to prevent the disclosure of any confidential information.
- Unless specified otherwise, all confidential or proprietary information that has been entrusted to Isentia by a third party must be treated as though it is Isentia's confidential information.
- Directors and Director and Workers may not at any time, directly or indirectly, profit from confidential information obtained during the course of duties they perform on behalf of Isentia.

#### 9.4. **Privacy**

- Directors and Director and Workers may have access to records which contain information that may be of a personal nature, or that Isentia has obtained to assist in the management of its business. This information is private and confidential and may not be disclosed to any unauthorised third party. Directors and Director and Workers must respect the privacy of others.
- Isentia is bound by the Australian Privacy Principles contained in the Commonwealth Privacy Act 1988.
- Isentia has adopted a Privacy Policy which sets out setting out in more detail the Company, Directors and Workers obligations in regard to privacy. Directors and Workers should familiarise themselves with this policy and ensure they comply with that policy at all times. A copy of Isentia's Privacy Policy is available on Isentia's website and Intranet.

#### 9.5. **Intellectual Property**

Any and all intellectual property rights whether or not such rights are capable of being protected by copyright, letters patent, registered design or other protections, which arise directly or indirectly in the course of any Director or Director and Worker's engagement or employment with Isentia belong to and are the absolute property of Isentia.

All Directors and Director and Workers must disclose full and complete information relating to any intellectual property created and must co-operate to the fullest extent in the establishment of Isentia's right to all intellectual property.

#### 9.6. **Equal Opportunity**

- Isentia actively supports the principle of equal employment opportunity regardless of race, religion, national origin, sex, age, physical disability, marital status or sexual orientation and expects all Directors and Workers to practise and support this principle.
- Isentia seeks to avoid discriminatory practices of any kind and to make employment and business decisions strictly on the basis of individual ability, performance, experience, and Isentia's requirements.
- Isentia's Working with Respect Policy is available on Isentia's website and Intranet.



## 9.7. Harassment

- Isentia believes that every individual has the right to dignity and respect in the workplace. Isentia regards any personal, physical or sexual harassment as totally unacceptable. This applies to all Directors and Director and Workers regardless of their position.
- Isentia Working with Respect Policy is available on Isentia's website and Intranet.

## 9.8. Smoking and the Use of Drugs and Alcohol

- Smoking is not allowed in any Isentia premises. This includes the use of e-cigarettes or their equivalent, The use of recreational or non-prescription drugs while on any Isentia premises or on Isentia business is not permitted.
- Isentia recognises that although it has a zero tolerance of drug use, circumstances may vary among different cities and countries regarding use of alcohol and tobacco. Despite these differences every Director and Worker is responsible for ensuring a safe and healthy work environment. This obligation includes responsible behaviour with respect to use of alcohol and tobacco when conducting Isentia business and at Isentia sponsored activities.
- Alcohol and drug use can affect work performance, posing health and safety risks to Director and Workers.

## 9.9. Health and Safety

- Isentia is committed to protecting the health and safety of its Directors and Workers, customers, visitors and the public. Isentia expects and requires all Director and Workers to comply with all relevant workplace health, safety and environment laws and Isentia policies.
- Isentia has adopted a number of policies governing health and safety which are available to all Workers on the Isentia Intranet. Directors and Workers should familiarise themselves with these policies and ensure that they comply with them at all times.

## 9.10. Use of Isentia's Resources Generally

- Directors and Workers must use all Isentia assets for proper purposes during their employment with Isentia. Improper use includes unauthorised personal use of Isentia's assets, data or resources, including computer equipment,

software, photocopies, facsimile machines, telephones, vehicles, facilities, materials and supplies.

- No property of Isentia may be sold, loaned, given away, or otherwise disposed of, without proper authorisation.

#### 9.11. Use of Isentia information technology

- Directors and Workers have access to a wide range of Isentia information technology and communications systems to assist them in the performance of their work. All Isentia information technology and the data created and stored on it are the property of Isentia and Director and Workers are required to use Isentia information technology responsibly at all times.
- Whilst Directors and Workers are entitled to incidental and occasional personal use of Isentia information technology, they are prohibited from:
  - using Isentia information technology for their own commercial purpose or for a commercial purpose not approved by Isentia,
  - accessing and downloading inappropriate or unlawful material, and
  - using Isentia information technology in any way in violation of a State or Commonwealth law or any law relevant to the location of the Isentia information technology.
- To the extent permitted by law Isentia reserves the right to monitor or audit Directors and Workers use of Isentia information technology and access, review and disclose data stored on Isentia information technology for maintenance, business needs or to meet legal or policy requirements.
- Isentia has adopted a number of policies governing the use of Isentia information technology and use of information assets. This includes, but is not limited to, the Acceptable Use of Information Assets Policy and Social Media Policy. These policies are available to all Workers on the Isentia Intranet. Director and Workers should familiarise themselves with these policies and ensure that they comply with them at all times.
- All users of Isentia information technology are bound by this Code and these policies. Breach of this code or any of these policies may result in disciplinary action, including termination of employment.

## 10. BUSINESS CONDUCT

### 10.1. Trading in Shares

- All Directors and Director and Workers at Isentia are subject to Insider Trading law prohibitions. Insider Trading is not limited to material information on Isentia. If material information, not available to the general public, is about another company the same prohibitions about using the information to buy or sell securities of that company or pass on the information is the same.
- In addition to insider trading law prohibitions the Isentia Share Trading Policy prohibits any trading of Isentia shares by Directors and Workers which is not done in accordance with the Isentia Share Trading Policy.
- Directors and Workers with concerns or queries about the application of insider trading laws or the Isentia Share Trading Policy should contact the Company Secretary.
- Directors and Workers should familiarise themselves with the Isentia Share Trading Policy and ensure they comply with that policy at all times. Isentia's Share Trading Policy is available on the Isentia website and intranet.

### 10.2. Compliance with Laws

- Isentia is committed, as a minimum standard, to complying with all applicable laws of the countries in which it operates. Isentia as a legal entity in its own right and individual directors, officers and Directors and Workers are subject to various legal requirements in relation to the conduct of Isentia's operations. These include financial, corporate, disclosure, fair trading, environmental, safety and many other requirements.
- All Directors and Workers must be aware of and comply with both corporate and individual duties and obligations which apply to the conduct of business in the country or countries in which they work. This includes understanding and keeping up to date with the relevant standards, regulations and laws and any applicable policies adopted by Isentia.
- Directors and Workers should seek advice from the General Counsel if they are unclear about laws or regulations relating to their work or place of work.

### 10.3. Financial Integrity

- Isentia is committed to compliance with all applicable accounting and financial reporting rules, laws and regulations in each country in which it operates.

Isentia has stringent financial accounting procedures that are overseen by management, the Isentia Board Audit and Risk Committee and the external auditor.

- Directors and Workers must ensure that all transactions are properly authorised and are truthfully, accurately and completely recorded in the relevant accounts and records as required by law and applicable Isentia standards or requirements.
- All records and accounts must be appropriately retained and not disposed of other than in accordance with Isentia practices and applicable laws and regulations.
- Compliance with Isentia standards of financial reporting is mandatory. Falsifying records or misrepresenting facts may constitute fraud and can result in civil or criminal liability for Directors and Workers and Isentia.
- Any Director or Worker concerned about the validity of any financial process or recordkeeping activity should immediately report the concern to their manager, the Chief Financial Officer or to the General Counsel.

#### 10.4. **Conflict of Interest**

- A conflict of interest arises when other interests of a Director or Worker (such as relatives or friends or other business or financial investments) conflict with Isentia's ability to act with total objectivity with regard to Isentia's interests.
- Directors and Workers have an obligation to avoid financial, business or other relationships which might be opposed to the interests of Isentia or which may conflict with their responsibilities to Isentia. Directors and Workers should not do anything or make any decisions relating to the business or interests of Isentia where they are influenced by outside activities, financial or business interests or relationships with family or friends.
- All Directors and Workers should advise their manager or the General Counsel, or in the case of directors, the Chair of any outside activities, financial or business interests or relationships which may give rise to an actual or perceived conflict. The relevant manager, General Counsel or Chair will determine the appropriate course of action to handle the conflict.
- A Director who is affected by an actual or possible conflict of interest must excuse themselves from that part of any meeting which discusses the matter or thing in relation to which there is or may be a conflict of interest. The Company Secretary will put in place procedures to ensure that a Director who has given notice of an existing or possible conflict of interest does not receive

or otherwise access Board papers or management communications concerning the matter or thing in relation to which there is or may be a conflict.

#### 10.5. **Improper Payments: Bribery and Corruption**

- Isentia is committed to ensuring that all Directors and Workers are aware of their responsibilities and obligations in relation to the giving and receiving of gifts and the making or receiving of direct or indirect payments in the conduct of Isentia business.
- Isentia is committed to the prevention of bribery and corruption and expressly prohibits the:
  - making of payments or payments in kind (gifts, favours, discounts, entertainment etc) to induce individuals to award business opportunities to Isentia or to make a decision in Isentia's favour,
  - receipt of payments or payments in kind (gifts, favours, discounts, entertainment etc) by an Isentia Director or Worker where the acceptance of the payment or benefit might influence or appear to influence the conduct of the Director or Workers' duties or might lead the giver of the payment or gift to think that they are going to benefit in some way,
  - offering of a bribe, kickback, inducement or illegal payment of any kind to or for the benefit of any government official (of any country) or any customer, supplier, or any other party in connection with the obtaining orders or favourable treatment of any kind for Isentia; and
  - acceptance by any Isentia Director or Worker of a bribe, kickback, inducement or illegal payment of any kind.
- These prohibitions extend not only to direct payments but also to indirect payments made in any form through distributors, representatives, consultants, agents or other third parties.
- Directors and Workers must ensure that anyone who performs services for and on behalf of Isentia are aware of and understand Isentia's policies on the making and receiving of payments of any kind.
- Each country in which Isentia operates may have its own laws relating to improper payments, bribery, corruption and dealings with government officials. It is the responsibility of all Directors and Workers to ensure they are aware of, understand and comply with the applicable law in the location in which they are conducting business. Directors and Workers should be aware of any procedures that they are required to follow to ensure that they do not breach any applicable law or regulation as to improper payments.

- Directors and Workers must be aware that a breach of these prohibitions may amount to an offence in Australia or any other country regardless of where the offence may have actually taken place.
- In some countries where small facilitation payments are acceptable and lawful Isentia will authorise Director and Workers to make such payments only where:
  - the authorisation has been given following the process set out in Isentia's Anti-Bribery and Corruption Policy, and
  - records of the payment have been kept in accordance with Isentia's Anti-Bribery and Corruption Policy Gifts and Entertainment provisions.
- Directors and Workers in any doubt about what is acceptable or unacceptable behaviour in relation to the making or receiving of payments should discuss the matter with their manager or the General Counsel.
- Isentia's Anti-Bribery and Corruption Policy (which includes provision for a Gift and Entertainment Register) is available on Isentia's website and Intranet.

#### 10.6. **Giving and Receiving Gifts and Entertainment**

- Isentia recognises that it is accepted business practice that entertainment and small tokens such as cards and small gifts may be extended to customers and other third parties with whom Isentia has a relationship at certain times. It is also accepted practice that Directors and Workers may provide or accept meals, refreshments or entertainment appropriate to the circumstances in connection with business relationships. Directors and Workers must exercise the utmost care in all such situations to ensure that the gifts or entertainment is modest, reasonable in the circumstances and for a proper purpose. Directors and Workers must not offer gifts that could imply that they could gain a benefit for themselves or for Isentia.
- Subject to the following paragraph and the Isentia's Anti-Bribery and Corruption Policy provisions on Gifts and Entertainment, Directors and Workers may accept gifts of nominal value or where for cultural or other reasons declining a gift may cause offence.
- Directors and Workers must not accept any gift, gratuity, discount, entertainment or services from any person or business entity where the acceptance of the gift, gratuity, discount, entertainment or services might influence or appear to influence conduct of the Director and Workers duties or judgement. Gifts or hospitality that appear excessive or might lead the giver to think they are going to benefit in some way must be declined.

- Directors and Workers in any doubt about what is acceptable or unacceptable behaviour in relation to the giving of gifts should discuss the matter with their manager or the General Counsel.
- Isentia's Anti-Bribery and Corruption Policy (which includes provision for a Gift and Entertainment Register) is available on Isentia's website and Intranet.

#### 10.7. **Delegation of Authority**

- Isentia has a defined process for the delegation of power and authority. This delegation is set out in the Isentia Delegations Policy which is approved by the Board on a regular basis.
- It is the responsibility of all Directors and Workers to be aware of the terms of the current Isentia Delegations Policy and to ensure at all times they comply with and act within any limitations set out in the relevant Isentia Delegations Policy.

#### 10.8. **Execution of Documents**

- Where possible, all documents should be executed by the counterparty or counterparties prior to being executed by Isentia.
- Isentia's copy of each original executed document should be kept for filing.

#### 10.9. **Business Agreements and Legal Contracts**

- Isentia expects to compete fairly and ethically for all business opportunities. Directors and Workers involved in the negotiation of agreements and contracts must ensure that they act in accordance with all applicable laws relevant to the contract and the country in which the contract is being entered. All statements, communications and representations made to customers, suppliers, partners, competitors and others with whom they undertake business transactions, should be accurate and truthful and must not be misleading.
- Directors and Workers should be aware of and at all times act in accordance with the current Isentia Delegations Policy and any other applicable policy in relation to all contract negotiations. All approvals in accordance with the Isentia Delegations Policy must be obtained before any contracts are executed.
- Isentia is committed to meeting all of its contractual obligations. Directors and Workers are expected to know, understand, and honour the terms of the Isentia's contractual obligations that are relevant to their role.

#### 10.10. **Gathering Information on ISENTIA's Competitors**

While ISENTIA acknowledges that an understanding of the market, and therefore its competitors, is essential in undertaking business, gathering this information should be done legally and ethically. Information should not be gained through unlawful or deceitful means.

#### 10.11. **Continuous Disclosure and External Communication**

- As a company listed on ASX, ISENTIA is required to comply with continuous disclosure obligations under the ASX Listing Rules.
- Under these rules ISENTIA must inform the ASX immediately it becomes aware of any information which would reasonably be expected to have a material effect on ISENTIA's share price. The intention of this rule is to keep the market fully informed of information that would, or would be likely to, influence investor decisions.
- Determining whether an event is material and must be announced is not always straightforward and disclosing inappropriate or inconsistent information may be damaging.
- Any Director or Worker who believes they possess or are aware of material information that has not been disclosed to the public and that may affect the ISENTIA share price should immediately report such information to the CEO, CFO or General Counsel.
- To ensure all communications are managed effectively and lawfully all public or external communications regarding ISENTIA must be made or authorised expressly in accordance with ISENTIA's Continuous Disclosure Policy and the ISENTIA Shareholder Communications Policy. In no circumstances should a Director or Worker make any announcements regarding ISENTIA business or activities other than in accordance with ISENTIA's Continuous Disclosure Policy and the ISENTIA Shareholder Communications Policy.
- ISENTIA has adopted a Continuous Disclosure Policy and a Shareholder Communications Policy setting out in more detail the Company, Director and Workers obligations in regard to Continuous Disclosure and Shareholder Communications. Directors and Workers should familiarise themselves with this policy and ensure they comply with that policy at all times. ISENTIA's Continuous Disclosure Policy and the ISENTIA Shareholder Communications Policy are available on ISENTIA's Intranet.



## **11. COMPLIANCE WITH THIS CODE**

- 11.1. Isentia requires all Isentia Directors and Workers to comply with this Code.
- 11.2. When it is considered that a breach of this Code has occurred, the nature of any disciplinary action in relation to the breach will be determined by relevant management in consultation with other appropriate sources of advice, for example Chief HR Officer or the General Counsel.
- 11.3. Any material breaches of this Code will be notified to the Isentia Board of Directors.
- 11.4. Where breaches are considered to be of a particular serious nature penalties may be imposed ranging from compulsory counselling to dismissal. If the situation involves a breach of the law the matter may be referred to the appropriate law enforcement authority.

## **12. REPORTING IN THE ANNUAL REPORT**

- 12.1. The Board will make appropriate disclosure regarding this Code in accordance with the ASX Corporate Governance Principles and Recommendations and to the ASX in accordance with the ASX Listing Rules.

## **13. CODE REVIEW**

- 13.1. This Code will be periodically reviewed to check it is operating effectively and updated if required.
- 13.2. Any proposed changes to this Code must be approved by the Isentia Board of Directors.

## **14. APPROVED AND ADOPTED**

- 14.1. This Code was approved by Isentia's Board of Directors on August 2020