



**Version 1**

# **Ethics and Responsibilities**

**June 2020**



**Copyright © Hansen Technologies Ltd 2020, all rights reserved.**

All information in this document is provided in confidence for the sole purpose of adjudication of the document and shall not be used for any other purpose and shall not be published or disclosed wholly or in part to any other party without Hansen's prior permission in writing and shall be held in safe custody. These obligations shall not apply to information, which is published or becomes known legitimately from some source other than Hansen.

Many of the product, service and company names referred to in this document are trademarks or registered trademarks.

They are hereby acknowledged.

**CONFIDENTIAL & PROPRIETARY INFORMATION**

# Contents

<b>Code of Conduct</b> .....	<b>2</b>
Our Code.....	2
Behave as a good corporate citizen .....	2
Respect confidentiality .....	2
Value professionalism .....	3
Act to avoid conflicts of interest.....	3
Breaches of the Code of Conduct.....	3
<b>Communications</b> .....	<b>3</b>
Communication Methods .....	3
<b>Continuous Disclosure and Communication Policy</b> .....	<b>4</b>
What is Hansen’s Continuous Disclosure obligation? .....	4
What is Hansen’s Continuous Disclosure process?.....	5
Communications Representative .....	5
Communications Procedures.....	6
Communications for Disclosure .....	6
Briefings and Presentations .....	7
Key Responsibilities .....	7
Inadvertent Disclosure .....	8
Rumours and Market Speculation .....	8
Register of Decisions and Announcements.....	9
Trading Halts .....	9
Policy Breaches.....	9
Additional information .....	9
<b>Diversity Policy</b> .....	<b>9</b>
Diversity.....	9
Gender .....	10
Mature Age .....	10
Providing employees with flexible work practices .....	10
Measurable Objectives .....	11
<b>Modern Slavery</b> .....	<b>11</b>

# Code of Conduct

At Hansen Technologies we recognise that our company is made up of the individual employees representing our operations globally. Each person has an individual responsibility for their own behaviour and should take accountability for their actions and choices. The Hansen Technologies Code of Conduct has been established to assist all Hansen representatives to make considered choices with regard to their behaviour. The Code of Conduct reflects the Hansen Group's primary values of ethical behaviour, compliance with legal obligations, and respecting the expectations of all stakeholders.

## Our Code

To respect the law and act accordingly, including the following:

- Hansen employees operate in numerous countries and it is essential that the laws of each jurisdiction are observed and followed. It is important to note that the observance of the laws is not simply because they exist, it is because it is right to do so. Breaching laws and regulations can result in serious consequences for the Hansen Group and the individual involved.
- We should respect customs and business practices of countries in which we operate, whilst always observing the primary principles of this code.
- Where we believe our product or service provision would be used in relation to illegal activities, we shall withdraw from involvement.
- Discharging of authority to sign documents on behalf of the Hansen Group should be performed responsibly and indicates we have received and understood the document being signed. We are not to act outside our authority.
- Breaches of any law should be notified to a Senior Executive.

## Behave as a good corporate citizen

Whilst pursuing our business objectives we should aim to contribute to the communities we operate within and should consider the impact of decisions on our colleagues, customers and community.

## Respect confidentiality

We respect the confidential nature of the Hansen Group's business affairs and those of our customers and colleagues. As a part of our employment contract with the Hansen Group we commit to keeping confidential any information we obtain in the course of our employment. Confidential information is to be used only for authorised work-related tasks, and never for personal gain or for the gain of others.

## Value professionalism

A cornerstone of the Hansen business is the professionalism and conduct of individuals and of the Hansen Group. In addition to conducting ourselves ethically, we should continually aim for excellence in all our business activities.

## Act to avoid conflicts of interest

A conflict of interest occurs where an employee has a personal or professional interest sufficient to influence, or appear to influence, the objective performance of their duties and responsibilities to the Hansen Group. No employee of the Group should allow themselves to be placed in a position where they have a conflict with their duties and responsibilities to the Hansen Group, or which are prejudicial to the Group. Employees should speak to their manager where they have concerns regarding a potential conflict of interest.

## Breaches of the Code of Conduct

Employees who breach this Code may face disciplinary action, which could result in changes to their employment.

## Communications

Hansen has established communication mechanisms to provide shareholders with information about the Group and to enable them to exercise their rights as shareholders in an informed manner.

## Communication Methods

Information is communicated to shareholders through:

- Website: Hansen encourages the use of electronic communications by providing up-to-date information on the Group web site, [www.hsntech.com](http://www.hsntech.com). The “Investors” section of the website contains a range of information relevant to shareholders including:
  - ASX announcements
  - Annual Reports and presentations
  - Financial results
  - Corporate Governance
  - Key dates
  - Share registry contact details and links
  - Contact link for more shareholder information
- Annual Report: distributed either via email or post.

- Notice of Annual General Meeting via mail or email.
- Mail or upload to the web site whenever there are other significant developments to report.

In addition, Hansen's Registry Manager, Link Market Services, provides an option to shareholders to select to receive some or all communications from Hansen by email by nominating their communication preference.

The Annual General Meeting is an important communication forum. In preparing notices of meeting and related explanatory information, Hansen aims to provide all information that is relevant to shareholders in making a decision on the matter to be voted on by shareholders in a clear and concise format. During the meeting, time is dedicated to accommodating shareholders questions and the external auditors are in attendance to respond to any relevant questions. Following the meeting, Directors and shareholders are able to further communicate informally. Hansen is committed to continuing to improve communication with shareholders.

Communication mechanisms will be reviewed regularly to ensure they provide the optimum information flow to Shareholders and potential investors, enabling them to make decisions in an informed manner.

## Continuous Disclosure and Communication Policy

Hansen has developed this Continuous Disclosure and Communication Policy to provide clear guidelines and establish appropriate processes and criteria for continuous disclosure to ensure compliance with the requirements of the ASX Listing Rules and corporate legislation. Hansen is committed to complying with its continuous disclosure obligations and to ensuring that trading in its securities occurs in an orderly and informed market and is not, or is not likely to be, false. The purpose of this Policy is to assist Hansen employees, officers and managers, to understand Hansen's continuous disclosure obligations and to set out the procedures that must be followed for the release of information to the ASX, shareholders and the public in a timely, informative and effective manner.

### What is Hansen's Continuous Disclosure obligation?

ASX Listing Rule 3.1 requires Hansen, if it becomes aware of any information concerning Hansen that a reasonable person would expect to have a material effect on the price or value of Hansen's securities, to immediately disclose that information to the ASX.

Disclosure is not required where:

- a reasonable person would not expect the information to be disclosed, and
- the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- one or more of the exceptions apply. These exceptions include where the information relates to an incomplete proposal or negotiation, comprises matters which are not sufficiently definitive to warrant disclosure, is a trade secret or is generated for internal management purposes only.

## What is Hansen's Continuous Disclosure process?

The following procedures are to be followed when any information concerning Hansen is being considered for disclosure to the ASX:

- The information is to be reviewed by the CEO, CFO and Company Secretary.
- The CEO, CFO and Company Secretary are to determine whether or not Hansen's continuous disclosure obligations require the information to be disclosed to the ASX. In appropriate circumstances, management may consult the Chairman and/or the Directors.
- Announcements relating to significant matters such as results, guidance to the market, major acquisitions or divestments or other corporate matters which involve significant financial or reputational risk should be referred to the Board for approval (provided it is feasible to do so having regard to Hansen's continuous disclosure obligations).
- The Company Secretary is to immediately disclose the information to the ASX when it is determined that the continuous disclosure obligations require such disclosure.
- All information which is disclosed to the ASX is to be placed on Hansen's website.

## Communications Representative

Hansen has appointed the Company Secretary as the Communications Representative. The Communications Representative has responsibility for:

- coordinating and controlling disclosure of information to ASX, ASIC, shareholders, analysts, brokers, the media and the public;
- ensuring complete records are maintained of all disclosures of information by Hansen and the related authorisations;
- reporting and making recommendations to the Board on information potentially warranting disclosure;
- developing and maintaining relevant guidelines to help employees understand what information is price sensitive;
- educating Hansen staff, Management, Executives, and Directors on disclosure guidelines and raising awareness of the principles underlying continuous disclosure;
- supporting the Directors and Executives in ensuring that Hansen complies with continuous disclosure requirements.

The Hansen Board has nominated a limited number of individuals that are authorised as spokespersons for Hansen as follows.

- the Chairman;
- the CEO;
- the Company Secretary;
- the CFO; and
- subject to the approval of the Chairman or CEO, other Executives may become spokespersons for specific areas under their control, however any comments are to be limited to their area of expertise (collectively “Senior Executives”).

## Communications Procedures

A representative of Hansen, the Directors or the Senior Executives, may not release any information that is required to be disclosed to the ASX under the continuous disclosure rules to any person before:

- the information has been given to the Communications Representative (or their delegate) and the approval and sign-off process for disclosure has been effected; and
- the information has been given to ASX; and
- an acknowledgement of the receipt of that information has been received from ASX.

## Communications for Disclosure

Hansen will make market disclosures, if it becomes aware of any information concerning Hansen that a reasonable person would expect to have a material effect on the price or value of Hansen’s securities.

Events warranting disclosure may include (but are not limited to):

- financial performance and significant changes in financial performance;
- changes in the composition of the Board of Directors;
- material mergers, acquisitions, divestments, joint ventures or changes in assets;
- events regarding Hansen’s shares or securities;
- major new contracts or orders; and
- major litigation involving Hansen.

If there is any uncertainty, Hansen’s Directors and Senior Executives will discuss the matter, seek legal advice if necessary, and if considered appropriate, approach the ASX to seek its position on whether the information should be disclosed to the market.

Hansen is aware that outside of statutory and listing rule requirements, communication with the market will occur in other forms. In participating in such communications Hansen will act to avoid against unintended disclosure of material information to selected market participants. Communication channels include:

- investor briefings and presentations;
- one-on-one meetings with stockbroking analysts or institution fund managers;
- industry forums;
- company literature; and
- media interviews.

## Briefings and Presentations

As outlined above, information provided at briefings and presentations is subject to the continuous disclosure obligations. The following procedures are to be followed in relation to briefings and presentations:

- Material to be presented at a briefing/presentation is to be provided in advance to the Company Secretary to enable consideration to be given to whether any disclosure to the ASX is required.
- Where practicable, a briefing/presentation should be attended by at least two Hansen representatives.
- When answering questions at a briefing/presentation, care must be taken to ensure that there is no disclosure of price sensitive information which Hansen has not previously disclosed to the ASX. A question raised at the briefing/presentation should not be answered if it would result in the disclosure of price sensitive information that has not been previously disclosed to the ASX.

## Key Responsibilities

The responsibility to ensure compliance with Hansen's continuous disclosure obligations is as follows:

- Board - The Hansen Board is responsible for approving this Policy and any changes to it. The Policy must be reviewed annually. The Board agenda includes a standing item on continuous disclosure and the Board is provided with a summary of decisions and announcements contained in the register.
- Chief Executive Officer (CEO) - The CEO has primary responsibility for making sure that Hansen complies with its continuous disclosure obligations. These include:
  - deciding what information will be disclosed;
  - approving announcements before they are given to the ASX, subject to any Board approval for the announcement that may be required in the circumstances;
  - providing information to the Company Secretary to enable the Company Secretary to maintain a register of decisions and announcement.
- Directors and Senior Executives – Directors and Senior Executives are primarily responsible for compliance with the continuous disclosure guidelines. Directors and Senior Executives are

responsible for communicating to the Communications Representative:

- any price sensitive information of which they become aware, of which they believe the Communications Representative will not be aware. Where there is uncertainty as to whether an issue could be sensitive, the matter should be reported for the Board to consider;
  - any dealings undertaken in their Hansen securities;
  - comments on draft announcements, presentations and general communications to shareholders, ASX and the market;
  - all information, as specified by ASX and ASIC, that requires market announcements.
- Head of Investor Relations - Responsibilities under this policy include:
    - monitoring the media daily for commentary about the company. If any matter suggests an announcement may be required, this must be brought to the attention of the Company Secretary;
    - developing announcements in consultation with the CEO and making sure that final versions are with the Company Secretary for announcement.
  - All Employees and Directors - All employees and are responsible for making sure that any price-sensitive information they have is kept confidential. Failure to do so may result in Hansen breaching its disclosure obligations. Accordingly:
    - If an employee or Director comes into possession of information that may be price-sensitive, the employee must immediately inform the Company Secretary and the Director must immediately inform the CEO.
    - Refer to Hansen's Trading Policy for further information regarding the trading of Hansen securities by Employees and Directors.

## Inadvertent Disclosure

If an employee becomes aware of price sensitive information relating to Hansen which has been leaked or inadvertently disclosed, the Company Secretary must be informed so consideration can be given to whether disclosure to the ASX is required.

## Rumours and Market Speculation

Subject to its obligations under the ASX Listing Rules, Hansen will not generally comment on rumours or market speculation.

## Register of Decisions and Announcements

The Company Secretary must maintain a register of information referred to the Company Secretary and CEO under this policy. The CEO is responsible for keeping the Company Secretary informed of information referred to the CEO to enable the Company Secretary to maintain the register.

## Trading Halts

In order to facilitate an orderly and informed market, it may be necessary, in exceptional circumstances, for Hansen to request a trading halt or suspension from the ASX. The CEO, CFO and the Company Secretary will make decisions relating to any need for a trading halt or suspension and any requests to the ASX for any such trading halt or suspension. Where possible, the Chairman will also be consulted on such matters.

## Policy Breaches

If Hansen contravenes its continuous disclosure obligations, offences attracting criminal and/or civil penalties under the Corporations Act 2001 may be committed by the Company and persons involved in the contravention. Breaches of this policy will be regarded with the utmost seriousness and will be subject to disciplinary action, including dismissal from employment, where appropriate.

## Additional information

If you have any questions arising from this Continuous Disclosure policy, please contact the Company Secretary.

## Diversity Policy

The Board recognises that a diverse and inclusive workforce is not only good for our employees but also good for Hansen as a company. It helps Hansen attract and retain talented people, create more innovative solutions, and be more flexible and responsive to our customers' and shareholders' needs. Across Hansen, there is increasing momentum on diversity with a particular focus on gender and age, as well as greater work and career flexibility.

## Diversity

Diversity within Hansen refers to all the characteristics that make individuals different from each other. It includes characteristics or factors such as religion, race, ethnicity, language, gender, sexual orientation, disability, age or any other area of potential difference. Diversity is about the commitment to equality and treating all individuals with respect.

## Gender

Hansen is committed to being an equal opportunity employer, with a practice of making decisions based on merit for recruitment, internal promotion, leadership development and flexible work arrangements without regard to any form of gender bias.

However the Board recognises that pursuing a balance of diversity is also an appropriate objective in maintaining a balanced work environment. Accordingly as Hansen grows, the Board has the objective that all persons be conscious of striving for a balance of gender diversity in the work place and accordingly when appropriate encouraging actions which recognise the value of increasing the representation of females at all levels of the organisation.

This focus on diversity at all levels of the business is intended to reinforce the importance of equality in the workplace and is a logical extension of Hansen's active participation in the "Workplace Gender Equality" initiatives of the Australian government.

With respect to gender diversity, management will:

1. develop, for approval by the Board or the Remuneration Committee of the Board, as appropriate:
  - a. measurable objectives concerning the strategies, initiatives and programs for pursuing gender diversity;
  - b. targets to verify progress towards attainment of those measurable objectives.
2. Measure performance against those targets on no less than an annual basis; and
3. Report from time to time on the progress of the matters referred to in (1) and (2) above.

## Mature Age

It is important for the Company to attract and retain mature age workers as these individuals have accumulated knowledge, skills, wisdom and experience which will only benefit the company.

Over the next decade, organisational growth and sustainability will be tested by the retirement of key labour and talent. The loss of certain individuals (45 + years) brings with it the loss of significant experience, leadership bench strength and valuable know-how at times of critical importance. Hansen is committed to assist in the attraction and retention of mature age workers and provide mature age workers with the transition to retirement and ability to adopt various work style options such as flexible work conditions.

## Providing employees with flexible work practices

The Board acknowledges that individuals have varying home life demands and by providing flexible working conditions, we are able to give our people real choices in managing the balance between work and personal life over the course of their career.

Flexible work options can assist people with balancing their personal commitments and interests, whether that is family care, study, travel or transitioning to retirement. There are a number of flexible work options available which include both formal and informal options such as the ability to work part time, job share, working from home, flexible start and finish times and leave of absence.

By being flexible in our work practices, we will not only deliver on our business objectives but it also enables us to retain our best people and attract talent from the broader market.

## Measurable Objectives

- Foster Hansen's equal opportunity culture to ensure genuine belief amongst employees that all employees are equally able to demonstrate their skills, talent, commitment and results regardless of gender. Review annually with senior management to ensure that the emphasis on an equal opportunity culture is present and actively encouraged.
- Identify mentoring and/or networking opportunities to develop high potential women for career progression within Hansen with progress being reviewed annually by the CEO.
- Ensure that gender ratios are comparable to the Australian norm, taking into account, where applicable, the IT industry within which Hansen operates.
- Flexible working initiatives are supported by management where appropriate and made available to employees to achieve improved business outcomes and support work/life balance. Create a constant feedback loop into senior management on initiatives their usage and effectiveness.

## Modern Slavery

We are committed to acting ethically and with integrity to ensure that there is no modern slavery or human trafficking in our supply chains or in any part of our business. We are committed to implementing and enforcing effective systems and controls to ensure modern slavery practices are not taking place anywhere in our operations and supply chains. We are committed to acting in compliance with modern slavery laws that are applicable to Hansen.

We carry out our activities in compliance with law and we ensure that all our employees and any staff in our supply chain are paid a living wage, provided with adequate working conditions, and can raise any concerns via our whistle-blower policies. To assess our effectiveness we are implementing systems for ongoing monitoring and measurement of our strategies.

As part of our initiative to identify and mitigate the risks of modern slavery, we are implementing systems to identify and assess areas in our business where there may be a higher risk in our supply chains, to then further investigate and potentially remediate. Identification and assessment will be an ongoing process to ensure we are doing all we can to commit to eliminating modern slavery in our operations and supply chains.



**Copyright © Hansen Technologies**

Hansen Technologies, Melbourne, Victoria, Australia.

The Programs, which include both the software and documentation, contain information that is proprietary to Hansen Technologies and its licensors; they are provided under a license agreement containing restrictions on use and disclosure and are also protected by copyright and other intellectual and industrial property laws. Except as may be expressly permitted in such license agreement,

no part of the Programs may be reproduced or transmitted in any form or by any means, electronic or mechanical, for any purpose. Reverse engineering, disassembly, or de-compilation of the Programs, except as expressly permitted by law, is prohibited.

The information contained in this document is subject to change without notice. If you find any problems in the documentation, please report them to us in writing. This document is not warranted to be error-free.