



Ethics and Responsibilities

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Code of Conduct

Hansen Technologies Limited (“**the Company**”) and its associated entities (together “**the Group**”) is made up of the individual employees or contractors representing our operations globally. Each person has an individual responsibility for their own behaviour and should take accountability for their actions and choices. The Group’s Code of Conduct has been established to assist all Group representatives to make considered choices with regard to their behaviour. The Code of Conduct reflects the Group’s primary values of ethical behaviour, compliance with legal obligations, and respecting the expectations of all stakeholders.

Our Code

The Company expects each Group representative to respect the law and act accordingly, including by adhering to the following:

- Group 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 reason for the Group’s 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 Group and the individual involved.
- Group representatives should respect customs and business practices of countries they operate in, whilst always observing the primary principles of this Code.
- Where the Group believes a product or service provision would be used in relation to illegal activities, the Group shall withdraw from involvement.
- Discharging of authority to sign documents on behalf of the Group should be performed responsibly and indicates the signatory has received and understood the document being signed. No person is to act outside our authority.
- Breaches of any law should be notified to a Senior Executive of the Group.

Behave as a good corporate citizen

Whilst pursuing its business objectives, the Group and its representatives should aim to contribute to the communities which the Group operates within and should consider the impact of decisions on colleagues, customers and community.

Respect confidentiality

Each representative respects the confidential nature of the Group’s business affairs and those of the Group’s customers and colleagues. As a part of employment contracts with the Group, each party commits to keeping confidential any information we obtain in the course of 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 Group's business is the professionalism and conduct of individuals and representatives of the Group. In addition to conducting themselves ethically, each representative should continually aim for excellence in all business activities.

Act to avoid conflicts of interest

A conflict of interest occurs where a Group representative has a personal or professional interest sufficient to influence, or appear to influence, the objective performance of their duties and responsibilities to the Group. No representative of the Group should allow themselves to be placed in a position where they have a conflict with their duties and responsibilities to the 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

Group representatives who breach this Code may face disciplinary action, which could result in changes to their employment or engagement. Any material breach of this Code is to be reported promptly to the Board.

Hansen Values

In addition to, and complementing our Code are the following Hansen Values, which underpin the way we operate.

One United Team

Sharing knowledge and leveraging our global experience. An environment that encourages innovation and facilitates openness and transparency.

Treat it Like it's Your Own

Make business decisions with the same level of consideration you would if you were making them for yourself.

People and Family

Caring about others, being respectful, treating others like you want to be treated. Genuinely embracing our differences, like family.

Focused and Committed

Focused on understanding the customer's needs and being passionate about delivering an exceptional customer experience.

Communications

The Company 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: the use of electronic communications is encouraged by providing up-to-date information on the Group web site, www.hansencx.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 upon request of a shareholder.
- Notice of Annual General Meeting via email or post upon request of a shareholder.
- Mail or upload to the web site whenever there are other significant developments to report.

In addition, the Company's Registry Manager, Link Market Services, provides an option to shareholders to select to receive some or all communications from the Company by post by requesting so as their communication preference.

The Annual General Meeting ("AGM") is an important communication forum for shareholders. In preparing notices of meeting and related explanatory information, the Company aims to provide all information that is relevant to shareholders in making a decision on the matter to be voted on in a clear and concise format. During the meeting, time is dedicated to accommodating shareholder questions and the external auditors are in attendance to respond to any relevant questions. The Company is committed to continuing to improve communication with shareholders.

Communication mechanisms are reviewed regularly to ensure they provide the optimum information flow to shareholders and potential investors, enabling them to make informed decisions.

Continuous Disclosure and Communication Policy

The Company 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. The Group 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 Group employees, officers and managers, to understand the Company'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 the Company's Continuous Disclosure obligation?

ASX Listing Rule 3.1 requires the Company, if it becomes aware of any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Company'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 the Company's Continuous Disclosure process?

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

- The information is to be reviewed by the Managing Director ("MD"), Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Company Secretary.
- The MD CEO, CFO and Company Secretary are to determine whether or not the Company's continuous disclosure obligations require the information to be disclosed to the ASX. In appropriate circumstances, management may consult the Chair of the Board ("Chair") and/or the Directors or the Company's legal and corporate advisers.
- 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 of Directors ("Board") for approval (provided it is

feasible to do so having regard to the Company'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 the Group's website.

Communications Representative

The Company has appointed the Company Secretary to be the Communications Representative of the Group. The Communications Representative has responsibility for:

- coordinating and controlling disclosure of information to ASX and ASIC, and, in conjunction with the Head of Investor Relations, to shareholders, analysts, brokers, the media and the public;
- ensuring complete records are maintained of all disclosures of information by the Company 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 Group 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 the Company complies with continuous disclosure requirements.

The Board has nominated a limited number of individuals that are authorised as spokespersons for the Group as follows:

- the Chair;
- the CEO;
- the MD;
- the Company Secretary;
- the CFO; and
- subject to the approval of the Chair, MD 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 the Group, 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

The Company will make market disclosures, if it becomes aware of any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Company'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;
- material mergers, acquisitions, divestments, joint ventures or changes in assets;
- events regarding the Company's shares or securities;
- major new contracts or orders; and
- major litigation involving the Group.

If there is any uncertainty, 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.

The Company is aware that outside of statutory and listing rule requirements, communication with the market will occur in other forms. In participating in such communications the Company 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 Group representatives.
- When answering questions at a briefing/presentation, care must be taken to ensure that there is no disclosure of price sensitive information which the Company 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 the Company's continuous disclosure obligations is as follows:

- Board - The Board is responsible for approving this Policy and any changes to it. The Policy will be reviewed periodically to ensure that it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of the Company. 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.
- Managing Director ("MD") - The MD, in conjunction with the CEO has primary responsibility for making sure that the Company 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 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 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 changes to their security holdings in the Company;

- any 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 media sources 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 MD and CEO and ensuring final versions are provided to the Company Secretary for announcement.
- All Employees and Directors - All Group employees and are responsible for ensuring price-sensitive information they have obtained is kept confidential. Failure to do so may result in the Company breaching its disclosure obligations. Accordingly:
 - If an employee or Director comes into possession of information that may be price-sensitive, that employee must immediately inform the Company Secretary and the Director must immediately inform the MD and CEO.
 - Refer to the Company's Securities Trading Policy for further information regarding the trading of Company securities by Employees and Directors.

Inadvertent Disclosure

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

Rumours and Market Speculation

Subject to its obligations under the ASX Listing Rules, the Company 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 MD, Company Secretary and CEO under this policy. The CEO and MD are/is responsible for keeping the Company Secretary informed of information referred to the CEO or MD 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 the Company to request a trading halt or suspension from the ASX. The MD, CEO, CFO and the Company

Secretary will collaboratively decide whether a trading halt or suspension is necessary and make any requests to the ASX for any such trading halt or suspension. Where possible, the Chair will also be consulted on such matters.

Policy Breaches

A contravention of the Company's continuous disclosure obligations will attract, criminal and/or civil penalties under the Corporations Act 2001 (Cth). Both the Company and persons involved will be liable 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 Ethics and Responsibilities 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 the Group. It helps the Group attract and retain talented people, create more innovative solutions, and be more flexible and responsive to our customers' and shareholders' needs. Across the Group, 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 the Group 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 and any other areas of potential difference. Diversity is about the commitment to equality and treating all individuals with respect.

Gender

The Group 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 the Group 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 the Group'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 Group.

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. The Group 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 Group 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 be family care, study, travel or transitioning to retirement. The Group offers a number of flexible work options 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 enabling flexible work practices, we will not only deliver on our business objectives, but it also increases the probability that we retain our best people and attract talent from the broader market.

Measurable Objectives

- Foster the Group's equal opportunity culture to ensure the genuine belief amongst employees that all employees are equally able to demonstrate their skills, talent, commitment and results regardless

of gender. Senior management will review the equal opportunity culture annually to ensure that it is present and actively encouraged.

- Identify mentoring and/or networking opportunities to develop high potential women for career progression within the Group.
- Ensure that gender ratios are comparable to, or better than, the Australian norm, taking into account, where applicable, the IT industry within which the Group operates.
- Increase Board representation to 30% female Directors.
- Supporting flexible working initiatives where appropriate to achieve improved business outcomes and support work/life balance. Create a constant feedback loop from employees 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 the Group.

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.

As part of our initiative to identify and mitigate the risks of modern slavery, and in accordance with Australian legislation (*Modern Slavery Act 2018* (Cth)) we have 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.

The Group's Modern Slavery Policy is available for review in the corporate governance section of the Group's website.



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