



Global Company Code of Conduct

1. Policy Statement

This Policy applies to all employees of, and contractors to, the Company regardless of the employee's location, ie. a Company office, a Customer site or any other location associated with the individual's employment.

From time to time the Company may exercise its prerogative to change this Policy or to introduce new Policies in line with legislation and/or Company practice. Accordingly these Policies do not form a contract of employment.

This Policy is applicable globally unless superseded by local legislation. References in this policy to **the Company** include references to Integrated Research Limited and all its subsidiaries.

2. Commencement

This Policy will commence from 1 June 2012. It replaces all other Code of Conduct Policies previously released by the Company (whether written or not).

3. Purpose

Integrated Research expects all employees to conduct all the activities they undertake on behalf of the organisation and with their fellow employees in compliance with this Code and with all legal, statutory and regulatory requirements including the codes of conduct of any professional and industry bodies with which the organisation has formal or informal ties.

4. Compliance

The IR Board and management will monitor compliance with the Code of Conduct and is committed to fulfilling the company's responsibilities as part of its core values to pursue the expectations of all stakeholders, including its employees, customers, shareholders, regulators and the community; and to achieving the company's goals, objectives and aspirations.

5. Policy

Each employee is required to behave at all times with honesty and integrity - because such behaviour is morally and legally right, and because Integrated Research depends, for its business success, on its reputation for integrity and on the trust and confidence of everyone with whom we deal.

Each employee is required to treat fellow employees, customers, suppliers and all others with due respect and without regard to gender, race, colour, creed, age, marital status, physical attributes or limitations, or sexual preferences and in particular to observe the laws against discrimination and harassment.

Each employee is required to abide by Company policies and procedures, instructions and lawful directions that relate to their employment and duties



As an Integrated Research employee, you must scrupulously comply with all laws and government regulations applicable in your country, state and other governing jurisdiction, including, but not limited to:

- Trade practices;
- Fair dealing;
- Consumer protection;
- Privacy;
- Employment/industrial relations law;
- Occupational health and safety;
- Workplace Harassment
- Equal employment opportunity;
- Superannuation;
- Drugs and alcohol;
- The environment.

For any interpretation or clarifications of legal or regulatory requirements you should consult with your manager.

5.1 Deal honestly with customers, suppliers and consultants

Contract Negotiations - In negotiating contracts, be accurate and complete in all representations. The submission to a customer of a proposal, quotation or other document or statement that is false, incomplete, or misleading can result in civil and/or criminal liability for the corporation and the involved employees who condone such a practice.

Product Quality - Integrated Research is committed to developing and delivering quality products which meet all contractual obligations and company quality standards.

Competitive Analysis - In conducting market analysis, do not accept or use information proprietary to our competitors. Supervisors must ensure that competitor proprietary information is not obtained or used in any fashion.

Our Products – In your contact with customers or partners do not give any verbal or written undertakings or imply in any way the possibility of unannounced products or product developments without the written approval of the managing director.

5.2 Internal Communications

Exercise diligence and good faith in the preparation and communication of internal information or reports, ensuring that such information is accurate, timely and presents a true and fair view of the facts.

5.3 Use of company resources

Do not contribute or donate company funds, products, services, or other resources for any political cause, party, or candidate without the advance written approval of the managing director.

Our success in the marketplace results from providing superior products and services at competitive prices. Our company does not seek to gain improper advantage by offering business courtesies such as entertainment, meals, transportation, or lodging. Do not provide any customer or supplier with gifts or promotional items of more than a nominal value. You may pay for reasonable refreshments and/or entertainment expenses for customers and suppliers that are incurred only occasionally.



Do not promise, offer or make any payments in money, products or services to any foreign official in exchange for or in order to induce favourable business treatment.

All company payments and other transactions must be properly authorised by management and be accurately and completely recorded on the corporation's books and records in accordance with generally accepted accounting principles and established corporate accounting policies. Do not make false, incomplete, or misleading entries. No undisclosed or unrecorded corporate funds shall be established for any purpose nor should any company funds be placed in any personal or non-corporate account. Unacceptable practices, such as exaggerating business entertainment expenses are prohibited.

5.4 Do not abuse your position of trust

The company expects you to devote your full working time and efforts to the corporation's interests and to avoid any activity that may distract from or conflict with the corporation's interests. In particular:

- a. Conflict of Interest - You may not have any employment, consulting or other business relationship with a competitor, customer, or supplier of our company (except for moderate holdings of publicly traded securities) unless you have the advance written permission of managing director. Outside employment may also constitute a conflict of interest if it places an employee in the position of appearing to represent the company, involving providing goods or services substantially similar to those of the company, or lessening the efficiency, alertness, or productivity normally expected of employees and their jobs.
- b. Insider Trading - Do not trade in the securities of the company or any other company, or buy or sell any property or assets, on the basis of non-public information you have acquired through your employment at Integrated Research, whether such information comes from the company or from another company with which we have a confidential relationship.
- c. Acceptance of business courtesies - Never accept anything of value from someone doing business with the company whether the gratuity is offered in exchange for any type of favourable treatment or advantage, or not. To avoid even the appearance of impropriety, we do not accept any gifts or promotional items of more than a nominal value. You may accept meals, drinks, or entertainment, only if such courtesies are unsolicited, infrequently provided, and reasonable in amount. Such courtesies must also be directly connected with business discussions. Do not accept reimbursement for lodging or travel expenses, or free lodging or travel.

6. Dealing with the Media

Employees are not authorised to release information regarding the company to representatives of the media. Should any employee be approached by the press for information about or related to the company then such requests must be forwarded to the managing director.

The Company Secretary is the person nominated by the Board as having sole responsibility for all communication with the Australian Stock Exchange.

7. Personal Use of Company Property

Employees may not use, direct or appropriate company property, equipment, services or assets for personal use or benefit. The improper and unauthorised use of any of these will be treated as theft.



8. Confidential Company Information

Confidential company information is considered company property and may be used or disclosed only with proper authorisation and only in the exercise of an employee's duties.

The company, through its disclosure policy, will keep the amount of information it considers confidential to a minimum. However, it has the right to protect certain types of information, especially that which might jeopardise the company's existence, give competitors overwhelming advantages and harm company investors, customers and employees.

9. Disputes or Grievances

In circumstances where a dispute or grievance arises between the employee and the Company, the Company will address the issue promptly and discretely which may include (as required) seeking responses from other parties involved and depending on the response, may investigate the matter further and may speak to any witnesses including holding investigatory meetings with those involved.

The actual process to be followed in such instances is likely to vary depending on the circumstances surrounding the complaint. The Company however has a Grievance and Complaints Policy (HR2-22) that should be referred to in these circumstances.

10. Report violations and discipline

Managers and supervisors are responsible for ensuring that employees adhere to provisions of the policy. For clarification or guidance on any point, or to report any suspected violation of the policy, please consult your supervisor, their manager, the General Manager, HR or the CEO.

No adverse action or retribution of any kind will be taken against any employee because they report a suspected violation of this policy or other irregularities. Such reports shall be treated confidentially to the maximum extent consistent with fair and rigorous enforcement of this policy.

Violations of the policy may result in disciplinary action ranging from warnings and reprimand to discharge - or even the filing of a criminal or civil complaint. Employees will be informed of the charges against them and will be given the opportunity to explain their actions before any disciplinary action is imposed.

Subject to local legal requirements, an employee who has committed or been involved in unacceptable conduct will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this Policy.

In addition, if an employee witnesses illegal conduct, the Company has a Whistleblower Policy (HR1.2) which should be referred in such circumstances. It could also be warranted to refer to the Whistleblower Policy for certain breaches of this code.

For clarification, the purpose of the Whistleblower Policy is to help detect and address unacceptable conduct, help provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concern to them and to the Company, provide an avenue to employees whereby they can confidentially report unacceptable conduct and help protect people who report unacceptable conduct in good faith.



11. Complaint Handling

Complaints related to the Company's Code of Conduct are always very unique and each investigation will need to be handled differently. However, the following procedure should be followed by all employees should a complaint or disclosure about an alleged breach of the Code be considered appropriate action.

1. A complaint or disclosure should be in writing (preferably, although a verbal complaint or disclosure will be accepted) and contain details about the date, time and nature of the alleged breach and include any available supporting material.
2. The allegation should be made to the employee's immediate supervisor, or if the employee believes the immediate supervisor may be implicated, to the General Manager, HR or to the Chief Executive Officer.
3. If the complainant wishes to remain anonymous through the process, this should either be documented in the complaint or disclosure document (stating the request for anonymity through the process of an investigation), or if an employee feels it is necessary to raise a complaint anonymously, they can do so by writing to the Company Secretary at the following address:-

Confidential – To be opened by the addressee only
Company Secretary
Integrated Research Limited
Level 9
100 Pacific Highway
North Sydney
NSW, 2066
Australia

4. The person to whom the allegation is made should undertake a prompt and thorough investigation, with the assistance of the General Manager, HR, and determine whether any action is required. Anonymity will be maintained through any investigation, where possible, if the complainant requests such confidentiality.
5. The employee who lodged the allegation will be informed of the outcome of the investigation when this is possible; however, details may be withheld depending on the circumstances and outcomes of the investigation.
6. If unsatisfied with the outcome of the investigation, the employee may refer the matter to the General Manager, HR, Chief Executive Officer or the Company Secretary.

The Company's Grievance and Complaints Procedure (HR2-22) can provide further guidance regarding the appropriate steps for handling a complaint under this Policy.

12. Review

This policy will be reviewed annually by the Board and reissued company-wide should any substantive changes be required.