



RUA – Code of Culture and Ethical Behaviour

1. Purpose

- 1.1 Rua Bioscience Limited (**Rua**) is committed to ensuring the highest standards of professional behaviour and that everyone is treated fairly and equitably in a work environment which is safe.
- 1.2 The Code of Culture and Ethical Behaviour (**Code**) is a cornerstone of expected behaviour and Rua’s culture. The Code does not purport to cover every scenario or situation that could arise in the workplace, but it is designed to show what choices are consistent with Rua’s values and culture, business goals and legal obligations.

2. Scope

- 2.1 The Code applies to all directors, employees, volunteers and contractors of Rua (**Rua People and Rua Person**). All Rua People are required to read and understand the Code and acknowledge that they have done so.
- 2.2 For the purposes of the Code the Chief Executive Officer, Chief Financial Officer and each manager that reports to the Chief Executive Officer make up the senior management team of Rua (**Senior Management Team**).

3. Our values

Ponotanga	Rua respects diversity. Rua has integrity in all relationships.
Mauitanga	Rua does ‘Business as Unusual’. Rua celebrates learning and curiosity. Rua celebrates innovation and courage. Rua has hope for the future.
Oranga	Rua works for healthy whānau and healthy whenua. Rua prioritises the well-being of its customers, staff, family and wider industry.
Whakawhanaungatanga	Rua collaborates for success.

4. Behaviours and responsibilities

- 4.1 The actions and statements of Rua People can impact on Rua’s reputation and whether people choose to do business with Rua. Rua People will:
 - 4.1.1 deal with people in Rua openly and in good faith;
 - 4.1.2 comply with all of Rua’s policies and procedures, and to assist in compliance with the Code a schedule attached to the Code sets out behaviours that Rua considers examples of misconduct or serious misconduct, which may be amended from time to time;
 - 4.1.3 act honestly and diligently carry out the responsibilities of their role and any related responsibilities with personal integrity;

- 4.1.4 act at all times in a way that promotes and protects Rua's business, and take account of the interests of Rua's shareholders and stakeholders, reputation and relationships and not engage in activities which would be likely to bring Rua into disrepute;
 - 4.1.5 act at all times in a way that promotes Rua's vision, mission and values;
 - 4.1.6 take all reasonable precautions while at work to ensure their own safety, and the safety of their colleagues and the public;
 - 4.1.7 be present at work as required and be absent from the workplace only with proper authorisation;
 - 4.1.8 undertake proper receipt and use of Rua's corporate information, Rua's assets and its property;
 - 4.1.9 comply with lawful and reasonable employer instructions and work as directed;
 - 4.1.10 treat all of Rua's workers, directors, customers and visitors with respect at all times and always behave in a courteous and professional manner;
 - 4.1.11 respect the privacy of others - use confidential information only for the purposes for which it was intended and refrain from seeking or revealing confidential information about other individuals without the appropriate permission;
 - 4.1.12 refrain from representing themselves as a spokesperson for Rua unless authorised to do so;
 - 4.1.13 not demand, claim or accept any fee, gratuity, commission, personal benefit or gift from any person(s) other than Rua in payment for any activity or matter concerned with their duties and responsibilities and to immediately report any offer or indication to offer that is made to them; and
 - 4.1.14 view and avoid actual or potential conflicts of interest in an ethical context of good faith, honesty and impartiality.
- 4.2 Rua People will be treated fairly, reasonably, lawfully and with respect. Rua values the role that each Rua Person plays within Rua, reward each Rua Person fairly and have high regard for each Rua Persons' safety and wellbeing. The Senior Management Team and board of directors of Rua (the **Directors** and the **Board**) will:
- 4.2.1 deal with Rua People openly and in good faith;
 - 4.2.2 consult with Rua People about any major changes that could impact them;
 - 4.2.3 provide Rua People with a healthy and safe workplace; and
 - 4.2.4 comply with Rua's policies and procedures, which may be amended from time to time.
- 4.3 Directors must also:
- 4.3.1 give proper attention to all matters put before them;
 - 4.3.2 have an understanding of the legal, fiduciary and ethical requirements affecting directors in New Zealand;
 - 4.3.3 be familiar with current business management techniques and related ethics;



4.3.4 undertake appropriate training to remain current with how to best discharge their duty as a Director; and

4.3.5 be aware of issues impacting the business of Rua.

5. **Reporting concerns and “whistleblower” protection**

5.1 Any Rua Person(s) who becomes aware of a breach or suspected breach of the Code or any law, regulation, Rua policy or any other serious wrongdoing, has a responsibility to report it. The following people are the primary points of contact in relation to a breach of the Code:

5.1.1 HR Manager (who at the date of adoption of this Code is Christine Bevitt).

5.1.2 Chief Financial Officer (who at the date of adoption of this Code is Hamish White).

5.1.3 Chief Operations Officer (who at the date of adoption of this Code is Paul Naske).

5.1.4 Chief Executive Officer (who at the date of adoption of this Code is Rob Mitchell).

5.1.5 If none of the above are appropriate for any reason, the Chair or a Director.

5.2 All complaints will be taken seriously and dealt with in a timely and appropriate manner. Any breach of the Code will be dealt with in a consistent and even-handed manner.

5.3 Rua will stand behind a Rua Person who, acting in good faith and in adherence with Rua’s policies and procedures, reports a breach or any other serious wrongdoing. If a Rua Person makes a report their identity will be kept confidential where possible. There may be situations however where the proper investigation of the matter may require the Rua Person’s identification or inadvertently identify them.

6. **Acceptance of gifts**

6.1 The line between token gifts of appreciation and those that might compromise the recipient is often not easily defined, but as a general standard a gift should not be accepted (whatever the nature or value) where it could be seen by others as an open inducement or a reward that might place Rua under any obligation.

7. **Conflicts of interest**

7.1 Rua values the integrity of its people and their commitment to the interests of Rua. Hence, Rua relies on Rua People acting, at all times, inside and outside Rua, in an open and honest manner and in a way that does not interfere or conflict with their obligations to Rua.

7.2 Conflicts of interest may arise when a Rua Person or someone close to a Rua Person (such as a spouse or family member) has an association with another business that is substantially similar to or likely to be in conflict with Rua’s business.

7.3 Conflicts of interest are assessed in terms of the likelihood that a Rua Person possessing a particular interest could be, or could appear to be, improperly influenced in the performance of their duties.

7.4 If a Rua Person uses or intends to use knowledge, information, experience or position gained through their association with Rua to further themselves materially in some outside capacity, each Rua Person has a duty to disclose this to the Chief Executive Officer or the Chair.



- 7.5 If a Rua Person considers that a conflict of interest does exist, or may exist they must advise the Chief Executive Officer or the Chair immediately.
- 7.6 Family members: It is Rua’s intention to not allow a situation to arise where a family member reports in line to another family member to avoid the potential occurrence of a conflict of interest.
- 8. Confidentiality**
- 8.1 Except in the proper performance of a Rua Person’s duties, a Rua Person must not disclose (directly or indirectly) any information or knowledge regarding the affairs of Rua’s business, its people or its customers or partners, which is of a confidential nature.
- 8.2 Rua People must not divulge, or use for other than legitimate and authorised purposes, any confidential information which is the property of Rua or may have been divulged to Rua by a third party under an obligation of confidentiality, and each Rua Person must take all reasonable precautions to maintain the security of such information.
- 8.3 This confidentiality requirement continues even after Rua People cease working for Rua, until such time as the information ceases to be confidential.
- 9. Bribery and corruption**
- 9.1 Rua People must never accept or offer bribes. The direct or indirect offer, payment, soliciting or acceptance of bribes or inducements in any form (including favours) is unacceptable, potentially illegal and may constitute serious misconduct.
- 10. Systems security and use**
- 10.1 The integrity and security of technology and telecommunications systems is vital. These systems are to be used for business purposes in serving the interests of Rua and its customers in the course of normal operations. In this regard, it is the employee’s responsibility to act in a manner that does not compromise systems security, cause harm or offence to any person(s) or damage Rua’s reputation in any way.
- 11. Responsibilities off duty**
- 11.1 Personal activities, both private and public, should not discredit Rua in any way. Guidelines for deciding whether personal activities may constitute misconduct, serious misconduct, or conduct detrimental to the best interests of Rua include but are not limited to:
- 11.1.1 the nature and circumstances of the activity;
 - 11.1.2 the individual’s position, duties, and responsibilities;
 - 11.1.3 the effects of the activity on the individual’s ability to fulfil their duties; and
 - 11.1.4 the effects of the activity or its consequences on relationships with Rua employees, customers or potential customers, other agencies, partners or potential partners and the community.



11.2 Conduct considered to be detrimental to the best interests of Rua is defined as:

11.2.1 any conviction in a court of law for an offence which has the potential to adversely impact on Rua's reputation or brings the standing of the individual into disrepute; or

11.2.2 behaviour (whether during or outside working hours) that brings Rua or the standing of the individual into disrepute.

12. **Social media**

12.1 Reference to Rua whilst using social media should not be detrimental to Rua, its people, its brand or general business affairs.

13. **Compliance**

13.1 Breach of the Code may lead to disciplinary action up to and including termination of employment for serious misconduct (or termination of existing contractual arrangements for contractors).

13.2 Any breaches of the Code will be recorded, as necessary, by the HR Manager in order to monitor Rua People's compliance with the Code and monitor Rua's organisational behaviour as a whole.

13.3 The HR Manager is responsible for providing training to new and existing Rua People on the content of, and compliance with, the Code.

14. **Publication**

14.1 The Code is available on Rua's website, www.ruabio.com.

15. **Review**

15.1 The Code will be reviewed, at least, once every two years by the Board.

16. **Related Documents**

16.1 Bullying, Harassment and Discrimination Policy.

16.2 Diversity and Inclusion Policy.

17. **Contact**

17.1 For queries in relation to the Code, please contact the HR Manager.

Date adopted: 24 September 2020



Schedule

1. Examples of Misconduct

- 1.1 The following are examples of behaviours that Rua considers misconduct. They are likely to result in formal warnings and if repeated, may result in summary dismissal (dismissal without notice). This list is not exhaustive; where an act is carried out by an employee that is not specifically covered by the examples below, Rua reserves the right to apply disciplinary action as it deems appropriate.
- 1.1.1 Failure to follow Rua's policies, procedures, or any other lawful and reasonable instruction.
 - 1.1.2 Abusive or offensive language that cause offence to another person.
 - 1.1.3 Carrying out duties in a manner that is negligent, careless inefficient or incompetent, or failing to perform work to the required standards.
 - 1.1.4 Frivolous wasting of time or materials.
 - 1.1.5 Smoking in a designated non-smoking area.
 - 1.1.6 Regularly disruptive, boisterous or unruly behaviour.
 - 1.1.7 Interfering with or preventing another person from carrying out their duties.
 - 1.1.8 Frequent lateness or absenteeism, or failing to report at the time required without notifying a Manager.
 - 1.1.9 Leaving the workplace during working hours without good reason or authority.
 - 1.1.10 Damage to property belonging to Rua, a member of the public or another employee, through negligence or misuse.
 - 1.1.11 Failure to promptly report a fire, accident or other workplace accident or incident.
 - 1.1.12 Failure to observe health and safety requirements, working in an unsafe manner or failing to make proper use of safety equipment or personal protective equipment.
 - 1.1.13 Posting or distribution of unauthorised material within Rua.
 - 1.1.14 Failure to exercise good judgement in all matters of integrity.
 - 1.1.15 Any act which could diminish the reputation of Rua.
 - 1.1.16 Acting in an unprofessional and/or discourteous manner towards a customer/client/partner, director/employee/contractor or member of the public.
 - 1.1.17 Acts falling within the category of serious misconduct, but where the particular case is such as to fall short of requiring dismissal in the particular instance.

2. **Examples of Serious Misconduct**

2.1 The following are examples of behaviours that Rua considers serious misconduct, and which are likely to lead to summary dismissal (dismissal without notice) or formal warning. This list is not exhaustive; where an act is carried out by an employee that is not specifically covered by the examples below, Rua reserves the right to apply disciplinary actions as it deems appropriate.

- 2.1.1 The use, sale, transfer or possession of drugs and/or alcohol while on Rua's property or worksite (excluding alcohol at Rua's approved functions).
- 2.1.2 Reporting to and/or undertaking work with a risk level of drug(s) and/or alcohol in the system putting yourself or others at potential risk or harm.
- 2.1.3 Having a level of alcohol at or above 250 micrograms of alcohol per litre of breath.
- 2.1.4 Compromising or attempting to compromise the integrity of the drug test specimen or the testing process.
- 2.1.5 Refusing to take a drug and/or alcohol test.
- 2.1.6 Deliberate or careless acts or omissions, including failure to comply with Rua's health and safety policies and procedures, that result or could result in self injury or injury another person, damage to Rua's property or another person's property. This includes failure to wear prescribed safety equipment and/or clothing.
- 2.1.7 Misappropriation or unauthorised use of Rua's funds.
- 2.1.8 Misrepresentation of an employee's, or Rua's position.
- 2.1.9 Wilfully disregarding or refusing to carry out a lawful and reasonable instruction or walking off the job without good reason.
- 2.1.10 Sexual, racial or other harassment; or bullying, intimidation or unwelcome behaviour towards Rua People, customers or members of the public.
- 2.1.11 Gross incompetence or negligence in the performance of duties.
- 2.1.12 Copying, removal or unauthorised disclosure of confidential information.
- 2.1.13 Unauthorised possession of any gun, firearm, knife or other offensive or dangerous weapon or material on Rua's premises or while carrying out Rua's business.
- 2.1.14 Unauthorised or irresponsible use of fire protection or safety equipment.
- 2.1.15 Actual or threatened physical or verbal violence against another person or persons, including Rua People, customers or members of the public during work hours or during any function or event of Rua.
- 2.1.16 Being absent from work for three consecutive days without reporting (except in extenuating circumstances).



- 2.1.17 Unauthorised absence from work, including misleading Rua as to the nature of the approved absence.
- 2.1.18 Theft, unauthorised possession/use of, or removal of property belonging to Rua, customers, the public at large or another Rua Person.
- 2.1.19 Misrepresenting or withholding criminal convictions, health or employment history or qualifications pertinent to Rua's decision to hire or promote an employee.
- 2.1.20 Failure to report to the employer any criminal conviction or serious traffic offence (such as loss of licence) obtained while employed by Rua.
- 2.1.21 Failing to report to the employer any traffic infringements, road accidents or vehicle damage while driving Rua's vehicles.
- 2.1.22 Being convicted of a criminal offence which impacts your ability to perform their work function.
- 2.1.23 Unacceptable use of Rua's technology/emails/internet, including (but not limited to) downloading, saving, printing or forwarding pornographic, offensive or objectionable material, or breaching copyright laws.
- 2.1.24 Acts or behaviours detrimental to the quality and/or efficiency of Rua's business, safety of Rua People, customers or the community.
- 2.1.25 Accepting a personal fee or remuneration other than normal salary/wages or lump sum payment for any service provided in the normal course of duty.
- 2.1.26 Signing any document or making a statement on behalf of Rua without proper authorisation.
- 2.1.27 Bringing Rua into disrepute or acting in a way that has the potential to bring Rua into disrepute or damage the interests or integrity of Rua.
- 2.1.28 Repeated unacceptable behaviour which the employer in its sole discretion considers to be of sufficient seriousness to warrant consideration as serious misconduct.