

ROSS HUMAN DIRECTIONS LIMITED CODE OF CONDUCT

Overview

The Board of Directors of Ross Human Directions Limited (“the Company”) has established a Code of Conduct to make all employees aware of their responsibilities to act with honesty, integrity, objectivity and fairness in all business relationships involving the Company and to comply with the letter and the spirit of the law and company policies. The Company has a policy of conducting its affairs in compliance with all applicable laws and regulations and observing the highest standards of business ethics.

This Code shall apply to the Company and its subsidiaries and all their employees, including, directors, officers, employees, consultants and any other persons representing the Company.

Any employee having information regarding a violation, or potential violation of this Code shall immediately report the matter to their immediate manager. Where it is not appropriate to raise this with an immediate manager (as in the case where the immediate manager has violated the Code), the next manager in line should be notified. Retaliation or reprisal of any kind against the employee who reports the violation is strictly prohibited. The employee may also report a breach anonymously.

Any employee who is found to have breached this Code may be subject to disciplinary action. Disciplinary action may include dismissal or demotion. Legal proceedings may also be initiated by the Company against an employee in instances where the employee’s action has resulted in financial loss to the Company.

Conflicts of Interest

No employee should receive improper benefits as a result of their position within the Company. All employees have a duty to avoid situations where their own interest may be in conflict with the best interests of the Company. Employees should avoid any situations that may give rise to a perceived conflict.

Employment Outside the Group

Employment undertaken outside work hours is not permitted unless approval has been obtained from management. In any case, employment outside business hours with a competitor is strictly prohibited. Equipment (including PCs and laptops), stationary or any other property or information owned by the Company is not to be used for any purpose other than Company business.

Fair Dealing

All employees are expected to act fairly when dealing with the Company’s customers, suppliers, competitors and other employees.

Protection of Company Assets

All employees have an obligation to safeguard company assets (including PCs, laptops, mobile phones) at all times.

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Gifts and Benefits

Employees must be very careful when being offered gifts or benefits from suppliers, potential suppliers or other interested parties as the receipt of such a benefit may create an obligation to reciprocate a favour.

Any gifts or benefits received by employees must be declared to their immediate manager. This includes invitations to sporting events, dinners, golf days or other social occasions.

Where the receipt of a gift or benefit may place the employee or company in a compromising position, the benefit should be returned to the donor. In some cases, it may be appropriate to donate the gift to charity or share it amongst all employees.

Under no circumstances are employees to accept any bribes or kickbacks or other improper benefits.

Compliance with Legal and Regulatory Requirements

RHD is required to comply with laws, regulations and industry standards in Australia and the other jurisdictions where it carries on business. Employees are expected to be aware of the Company's obligations in performing their duties to ensure that requirements are satisfied.

Dealing in RHD Shares

The board recognises it is the individual responsibility of each director and employee to ensure that they comply with the spirit and letter of the insider trading laws.

The board has adopted a policy to assist directors and employees in ensuring that they do not inadvertently breach the insider trading rules and trade RHD securities whilst in possession of price sensitive information. Broadly the policy requires that individuals do not actively trade in RHD securities and prior to dealing in RHD securities consider whether or not they are in possession of price sensitive information.

Prior to any trading, individuals will refer to the Chairman or the Chairman of the Audit Committee (in the case of the directors) or the Group Managing Director or CFO / Company Secretary (in the case of executives) to confirm matters they should be aware of in considering whether it is appropriate to trade in the Company's securities.

It should be noted that in light of the continuous disclosure requirements under ASX Listing Rules, the RHD Board has chosen not to use trading windows. However the policy requires that individuals not buy or sell in the four-week period prior to half yearly and yearly profit announcements or prior to any other major announcements of which they are aware.

Directors have all entered into agreements to notify the company within three days of any dealing in the company's securities.

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Confidentiality

Information concerning the Company, its employees, candidates and customers is confidential and must not be released to any person or body without authorisation from management.

Compliance with the Privacy Act is mandatory for all employees.

Employees must ensure that all confidential information in their possession is secure. This includes documents, files and records and computer files.

Computer Systems and the Internet

Computer systems are to be used for business purposes only.

Where employees have access to the internet at work, they have a responsibility to use the internet for the purposes of performing their work duties only. The internet is not to be used for personal or any other use.

Likewise, email should only be used for work purposes and must not be misused. Offensive language or inferences must not be included in emails.

Equal Employment and Anti-Harassment

RHD is committed to equal employment opportunities for all employees. Employees are treated fairly and are not discriminated on the basis of sex, race, age, religion, physical or mental disabilities, marital status or pregnancy.

Sexual harassment in any form is not tolerated. This includes but is not limited to uninvited words or conduct that is considered offensive, humiliating or embarrassing.