

## CODE OF CONDUCT

### 1. INTRODUCTION

- (a) This is the Code of Conduct for **Regeneus Ltd ACN 127 035 358** and its related bodies corporate (**Company**). This Code of Conduct describes the standards of conduct expected of our people and provides a set of guiding principles to help us make the right decision every time.
- (b) As an experienced team of directors and employees, we have high expectations of ourselves and each other. We conduct ourselves with integrity, recognising our accountability to those who will benefit from our cell based therapies to address unmet medical needs in human health markets with a focus on neuropathic pain, including osteoarthritis and various skin conditions with the Company's technologies Progena and Sygenus. In addition to complying with its legal obligations, the Company seeks to conduct itself in an ethical and responsible manner.

### 2. OUR OBLIGATIONS

We recognise:

- (a) our obligations to act ethically and with care in conducting our business; and
- (b) our accountability to our current and future shareholders to build value in the Company and to communicate honestly and regularly about the progress of our business and about our financial standing.

Our mechanisms to achieve this include our risk management structures, our Audit and Risk Committee and the Board's oversight of setting and implementing our strategy.

### 3. OUR LEGAL ENVIRONMENT

- (a) We have obligations to comply with laws of each jurisdiction in which we operate and our Personnel must understand the laws and regulations applying to their activities. If in doubt, Personnel must seek advice.
- (b) All Personnel must comply with the letter and spirit of applicable laws and regulations in the jurisdictions in which the Company operates, in carrying out their responsibilities and in dealing with fellow members of staff, customers, suppliers and the community as a whole.

### 4. OUR RESPONSIBILITIES TO EACH OTHER

- (a) Personnel must show consideration and respect for each other. The Company is committed to the principle of equal employment opportunity. Decisions on hiring, salary, benefits, promotion, termination or retirement are based solely on the employee's ability to do the job.
- (b) The Company will not tolerate unfair or unlawful discrimination with respect to a person's ethnicity, gender, sexual orientation, age, physical abilities, family status, religious beliefs, perspective, experience or any other factor unrelated to their skills and qualifications.
- (c) Personnel have the right to operate in an environment free from harassment, and each member of Personnel is responsible not to engage in harassing behaviour towards colleagues, customers, suppliers, business partners, subordinates or members of the broader community.

## 5. WORKPLACE HEALTH AND SAFETY

Personnel are committed to ensuring a safe workplace where risks are identified and eliminated or mitigated in consultation with each other.

## 6. CONDUCT

It is the expectation of the Company that Personnel will:

- (a) act in the best interests of the Company;
- (b) act honestly and with high standards of personal integrity;
- (c) comply with the laws and regulations that apply to the Company and its operations;
- (d) act ethically and responsibly;
- (e) treat fellow Personnel with respect and not engage in bullying, harassment or discrimination;
- (f) deal with customers and suppliers fairly;
- (g) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- (h) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (i) not take advantage of their position or the opportunities arising therefrom for personal gain; and
- (j) report breaches of this Code of Conduct to the appropriate person or body within the organisation (see section 12 of this Code).

## 7. CONFLICTS OF INTEREST

Personnel recognise that they must avoid or appropriately manage actual, apparent or potential conflicts of interest. This includes:

- (a) not taking improper advantage of property, information or opportunities arising from the role of member of staff for personal gain, to cause detriment to the Company or its customers or to compete with the Company;
- (b) not accepting benefits (including gifts or entertainment) which could be seen as creating an obligation to someone other than the Company; and
- (c) not entering into any arrangement or participating in any activity that would conflict with the Company's best interest or that would be likely to negatively affect the Company's reputation.

## 8. CONFIDENTIAL INFORMATION

Personnel must ensure that confidential information about the Company is not disclosed to third parties, except where appropriately authorised or legally mandated.

## 9. PRIVACY

The Company's privacy policy regulates the handling of any personal information that the Company collects. It can be found on the Company's website.

## 10. ACKNOWLEDGMENT

Personnel acknowledge that:

- (a) strict compliance with this Code of Conduct is essential to maintain public confidence in the integrity of the Company; and
- (b) in the case of employees, failure to comply with this Code of Conduct may be grounds for termination of their employment.

## 11. CONCERNS ABOUT ETHICAL ISSUES

- (a) Employees should communicate directly to the Company Secretary, CEO or the Chair of the Audit and Risk Committee if they have concerns (with reasonable grounds) about potential fraud or misappropriation, weaknesses in internal controls or the adequacy or accuracy of information being provided within the organisation to senior managers or the Board.
- (b) Each of the Company Secretary, CEO and the Chair of the Audit and Risk Committee is:
  - (i) designated to receive reports under the framework of our Whistleblower Policy; and
  - (ii) responsible for promptly advising the Board or Audit and Risk Committee of any material breaches of this Policy which are reported to them.
- (c) Our Whistleblower Policy also describes how reports may be made on a confidential and (as an option) anonymous basis, and sets out the protections for Eligible Whistleblowers against reprisal, harassment or other adverse consequences.

## 12. REVIEW

The Board will periodically review this Code of Conduct to check that it is operating effectively and to consider whether any changes are required.

Any questions about this Code and its application should be directed to the Company Secretary.

**Adopted by the Board of Regeneus Ltd**  
**25<sup>th</sup> October 2021**