

# Code of Conduct

## 1. Introduction

Regeneus Limited (**Company**) is a specialty regenerative medicine company with a core focus on using the regenerative capacities of adipose-derived cells to develop cell therapies for humans and animals.

As a small, 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 success in bringing new therapies to market.

## 2. Our Stakeholders

We recognise:

- Our obligations to act ethically and with care in conducting research and clinical trials; and
- The potential significance of our products for sufferers of the symptoms and diseases we seek to treat, their medical attendants and caregivers.

Our commitment to develop safe and effective products is supported by our Scientific Advisory Board. Our Scientific Advisory Board and additional senior consultants with specialist expertise, complement the experience of our own team of employees.

As a listed company, we recognise 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 product developments 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

As a developer of therapeutic products, we operate in a highly regulated environment. Therefore employees must understand the laws and regulations applying to their activities. If in doubt, employees must seek advice.

All directors and employees 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 employees, business and research partners, participants in clinical trials, medical professionals and the community as a whole.

## 4. Bribes and financial inducements

The company will not directly or indirectly offer, pay, seek or accept bribes. Directors and employees of the company must not receive personal financial rewards or other inducements in return for making particular business decisions. Directors and employees must not accept gifts or other benefits where doing so may influence, or be seen to influence, the objectivity of their decision making.

## 5. Our responsibilities to each other

Officers and employees 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. There will be no unfair or unlawful discrimination.

All officers and employees have the right to operate in an environment free from harassment, and each director and employee is responsible not to engage in harassing behaviour towards colleagues, business and research partners, subordinates or members of the broader community.

## 6. Workplace health and safety

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

## 7. Quality and Ethics

Directors and employees are committed to ensuring that clinical trials are carried out ethically and in line with best practice in our industry.

## 8. Conflicts of interest

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

- Not taking improper advantage of property, information or opportunities arising from the role of a director or employee for personal gain or to compete with the company;
- Not accepting benefits (including gifts or entertainment) which could be seen as creating an obligation to someone other than the Company.

## 9. Confidential information

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

## 10. Intellectual Property

Intellectual Property (IP) protection is essential to the Company's strategy. Failure to adequately protect its IP can lead to loss of competitive edge and shareholder value. All employees must not disclose any know how developed by the Company before that disclosure has been vetted and approved by the Chief Executive Officer.

All discoveries or research by employees must be treated as novel IP and held in strict confidence until the information has been reviewed by the Chief Executive Officer and a decision has been made as to the strategy for dealing with such discoveries. Potential novel IP should be brought to the attention of the Chief Executive Officer as soon as possible after its discovery.

All staff must document all necessary pieces of evidence for establishing a priority date for invention as well as all proof for the novelty of the invention. To this end, all research staff must keep laboratory notebooks according to the guidelines provided.

Appropriate IP clauses must be included in agreements with all external consultants.

## 11. Publications

Employees are encouraged to present their work in a public forum whenever possible subject to appropriate prior authorisation. All material intended for publication must be reviewed and approved by the Chief Executive Officer before publication.

## 12. 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.

## 13. Acknowledgment

All directors and employees acknowledge that:

- Strict compliance with this Code of Conduct is essential to maintain public confidence in the integrity of the company; and

- In the case of employees, failure to comply with this Code of Conduct may be grounds for termination of their appointment.

## 14. Application to other group companies

Where the Company is the holding company of other companies, directors and employees of those group companies will also be bound by this Code of Conduct.

## 15. Concerns about ethical issues

As Regeneus is a small company, employees should communicate directly to the Chief Executive Officer or Chairman, or the Chairman of the audit 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. Such communications (which should be in writing) will be treated as confidential.

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