



QBiotics Group Limited

ABN 13 617 596 139

Code of Conduct

QBiotech Group Limited

Code of Conduct

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Document history

#	Approved by	Date	Details of changes
1	Board of Directors	6 May 2022	New policy
2			

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This Code of Conduct document is built on our values and sets out the Group's expectations on key matters.

It is important for the employees of QBiotics Group Limited (the **Company**) and its subsidiaries and associated entities (the **Group** or **QBiotics**), to understand the position of QBiotics in relation to general conduct. The appropriate standards are usually met because we recognise the importance of doing things properly, including complying with all prevailing laws and protecting our reputation, as well as our relationships with customers, suppliers and all other stakeholders.

1. VALUES

The values of QBiotics are the beliefs, philosophies and principles that drive our business. In essence, they help us differentiate our business from other businesses in our industry.

Honesty & Integrity	We have an ethical and principled approach to everything we do.
Accountability	We take ownership of our actions at all levels.
Respect	We respect and value our co-workers, business partners, shareholders, human and animal patients, animals involved in research, and the environment.
Innovation	We are driven to improve the lives of humans and animals through innovative research that provides solutions for challenging medical conditions.
Passion	We are passionate about rainforests, their conservation, and the myriad benefits they can provide to the global community, including innovative solutions to serious medical problems for humans and animals.

2. OVERVIEW

2.1. The QBiotics Code of Conduct (the **Code**) is the Group's principal policy about corporate governance. It governs the conduct of QBiotics and all officers, employees, consultants and contractors of the Company and the Group (**QBiotics Personnel**) and all other people when they represent QBiotics.

2.2. The Code deals with:

- The QBiotics' expectations
- General principles, including compliance with laws;
- Honesty and integrity;
- Protection of QBiotics assets;
- Proper accounting and dealing with auditors;
- Unauthorised public statements;
- Conflict of interest;
- Use of confidential information;
- Fair dealing;

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- Health and Safety; and
- Employee relations.

3. EXPECTATION

- 3.1. QBiotics expects that all QBiotics Personnel, all other persons that represent the Group and associates of the Group will:
- act in accordance with the stated values and in the best interests of QBiotics;
 - act honestly and with high standards of personal integrity;
 - comply with laws and regulations that apply to QBiotics and its operations;
 - act ethically and responsibly;
 - treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
 - deal with all customers and suppliers fairly;
 - disclose and deal appropriately with any conflicts between personal interest and duties within QBiotics;
 - not take advantage of the property or information of QBiotics, its customers or suppliers for personal gain or to cause detriment to QBiotics, its customers or suppliers;
 - not take advantage of their positions or the opportunities arising therefrom for personal gain; and
 - report breaches of this Code to the appropriate persons or body within QBiotics.

4. GENERAL PRINCIPLES

- 4.1. QBiotics Personnel must comply, at all times, with all laws governing our operations.
- 4.2. QBiotics Personnel must conduct QBiotics' operations in keeping with the highest legal, moral and ethical standards.
- 4.3. It is recognised that, in some cases, there may be uncertainty about which laws and regulations are applicable and there may be difficulties in interpretation. Where local laws, regulations, or customs differ from this code, you must apply this Code or local requirements, whichever sets the higher standard of behaviour.
- 4.4. If you are uncertain about the interpretation of any applicable law, regulation or requirement, you must seek advice from the Chief Executive Officer or the General Counsel to ensure compliance.

5. HONESTY AND INTEGRITY

- 5.1. QBiotics Personnel must conduct their business with the highest level of ethics and integrity. This applies particularly to dealings with all shareholders, customers, suppliers, competitors, governments, regulators, other employees and all other stakeholders.
- 5.2. QBiotics Personnel must, at all times, act:
- ethically, honestly, fairly, responsibly and diligently;

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- in full compliance with the letter, spirit and the law of this Code and the QBiotics Anti-bribery and Corruption Policy; and
 - in the best interests of QBiotics.
- 5.3. Any breach of applicable laws, prevailing business ethics or other aspects of this Code and the QBiotics Anti-bribery and Corruption Policy will result in disciplinary action. Disciplinary action may include (depending on the severity of the breach) reprimand, formal warning, demotion or termination of employment.
- 5.4. Similar disciplinary action will be taken against any supervisor or manager who directly approves (and/or condones) any breach or has knowledge of the breach and does not immediately take appropriate remedial action.
- 5.5. Breach of applicable laws or regulations may also result in prosecution by appropriate authorities. You are not necessarily entitled to compensation or payment of legal costs by QBiotics, for any penalties imposed on you as a result of a breach of law or regulation.
- 5.6. All QBiotics Personnel must report immediately any circumstances which may involve deviation from this Code or the QBiotics Anti-bribery and Corruption Policy to the Chief Executive Officer, the Company Secretary, their manager or any other contact nominated by the Company. Matters raised will be investigated. The Company is committed to ensuring that QBiotics Personnel can raise concerns in good faith without being disadvantaged in any way, to the extent that the law permits, and the Company has adopted a Whistleblower Policy in this regard.

6. PROTECTION OF QBIOTICS' ASSETS

- 6.1. QBiotics Personnel are responsible for taking all prudent steps to ensure the protection of QBiotics assets and resources. In particular, QBiotics Personnel should take care to minimise the possibility of theft of QBiotics property by any person.
- 6.2. QBiotics Personnel must ensure that QBiotics assets and resources are used only for the purposes of QBiotics and in accordance with Group's policies and any appropriate authorisations.

7. PROPER ACCOUNTING

- 7.1. QBiotics Personnel must ensure that all QBiotics accounting records accurately and fairly reflect, in reasonable details, the underlying transactions and all QBiotics assets, liabilities and any disposal of QBiotics assets.
- 7.2. Accounting records must be maintained in accordance with the accounting standards set by the *Corporations Act 2001* and the financial and accounting policies issued by QBiotics.

8. DEALING WITH AUDITORS

- 8.1. QBiotics Personnel must fully co-operate with the internal and external auditors of QBiotics (including regulatory auditors).
- 8.2. QBiotics Personnel must not make a false or misleading statement to any auditors of QBiotics and must not conceal any relevant information from any auditors of QBiotics.

9. UNAUTHORISED PUBLIC STATEMENTS

- 9.1. QBiotics Personnel must not, without authority directly or indirectly, state that they are representing QBiotics or its public position in respect of any matter (refer also to the QBiotics Continuous Disclosure

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and Communications Policy). QBiotics Personnel must not make any public statements relating to the Company unless they have obtained prior written approval from the Chief Executive Officer.

- 9.2. QBiotics Personnel must not directly or indirectly engage in any activity which could by association cause QBiotics public embarrassment or other damage.

10. CONFLICT OF INTEREST

- 10.1. It is the responsibility of every QBiotics Personnel to identify any conflicts between their personal interests and the interests of QBiotics and to either avoid or properly manage such conflicts before they arise or immediately upon them arising. A conflict of interest occurs any time a QBiotics Personnel permits the prospect of personal gain to improperly influence the manner in which he or she conducts QBiotics' business. QBiotics prohibits conduct that constitutes a conflict of interest, as well as conduct that could be perceived as creating a conflict of interest with QBiotics' interests.
- 10.2. QBiotics Personnel must not take advantage of any property or information belonging to QBiotics, or opportunities arising from those, for personal benefit independent from the business of QBiotics or to benefit any other business or person.
- 10.3. QBiotics Personnel must not use their position for personal benefit independent from the business of QBiotics or to benefit any other business or person. To do so will be a breach of this Code and may also breach relevant laws, including the *Corporations Act 2001* (Cth).
- 10.4. No QBiotics Personnel, or any family member, associate or companion or a company or an entity over which the QBiotics Personnel has influence, may directly or indirectly have an equity interest in, or have a significant beneficial connection with, any business or individual which competes with or is a supplier to QBiotics without the prior written consent of the Chief Executive Officer.
- 10.5. QBiotics Personnel must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, QBiotics commercial customers, suppliers or competitors without the prior written consent of the Chief Executive Officer.
- 10.6. Ownership of shares in a listed entity which deals with or competes with QBiotics is not a violation of this Code provided the QBiotics Personnel does not directly or indirectly own more than 1% of the shares in the listed entity.

11. USE OF CONFIDENTIAL INFORMATION

- 11.1. In the course of the QBiotics' business, QBiotics Personnel will have access to business or personal information about the affairs of QBiotics, its clients, customers, employees, suppliers and business partners. It may include business strategies, product discovery and development research, intellectual property rights, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, supplier information and pricing. Each of the parties expects the confidential nature of the information they have given in good faith to be respected.
- 11.2. In accordance with their respective employment contracts and consultancy agreements (as applicable), QBiotics Personnel must keep confidential information acquired while they are employed or engaged by QBiotics, or acting on behalf of QBiotics, confidential, even after they leave or cease their employment or engagement with QBiotics.
- 11.3. In conversations with collaborators, partners, consultant, customers or other staff members and when on the telephone or while using any other means of communication (including video conferencing facilities), care must be taken to prevent outsiders from overhearing confidential or personal information. Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should be

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taken in answering enquiries, and data given must be limited to that permitted by standard QBiotics practice and applicable law. Appropriate legal advice should be obtained where doubt exists.

- 11.4. QBiotics Personnel must not access, request or make improper use of or transfer or disclose confidential information (including third party confidential information) to anyone unless permitted by any applicable confidentiality agreement or as authorised or legally required. If third party confidential information inadvertently comes into a QBiotics Personnel's possession it should be returned immediately.
- 11.5. QBiotics Personnel must maintain the confidentiality of all QBiotics documents and must not disclose any information contained within the documents to any third party without the prior consent of an appropriate manager or if required by law then in accordance with the procedure set out in their employment contracts or consultancy agreements (as applicable).
- 11.6. QBiotics Personnel must not use QBiotics information for the purpose of directly or indirectly obtaining personal gain.

12. FAIR DEALING

- 12.1. QBiotics Personnel must treat each other and all suppliers, competitors, clients, customers, collaborators, partners, contractors and other stakeholders fairly and with respect.
- 12.2. QBiotics is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of QBiotics.
- 12.3. Applicants for employment are evaluated by QBiotics on merit in accordance with their skills, qualifications and abilities, and having regard to QBiotics' operational needs.
- 12.4. QBiotics is committed to ensuring the highest quality of service and/or research and development activities are provided to its partners, collaborators, customers and clients at all times. QBiotics makes decisions regarding suppliers and contractors on merit and a commercial basis.

13. HEALTH AND SAFETY

- 13.1. QBiotics is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who QBiotics works with. Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Our commitment to this is underpinned by our:
 - Health, Safety and Welfare Policy;
 - Workplace Discrimination & Harassment Policy; and
 - Drug & Alcohol Policy.

14. EMPLOYEE RELATIONS

- 14.1. QBiotics Personnel are directed to the QBiotics intranet in SharePoint which sets out our relevant policies on employment related matters.

15. ADMINISTRATION

- 15.1. The Audit and Risk Management Committee (**ARMC**) is responsible for monitoring compliance with this Code. The ARMC may delegate the implementation of this Code to the Chief Executive Officer or

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any appropriate managers. The ARMC will review this Code periodically to ensure that it is operating effectively. This Code may be amended by resolution of the Board.

16. INTERPRETATION

- 16.1. Please contact the Company Secretary with any questions concerning the application of this Code. Any questions relating to the interpretation or enforcement of this Code should be forwarded to the Company Secretary.

17. REPORTING

- 17.1. Material breaches of this Code should be reported to the Board and/or the ARMC.