



Phosphagenics

Phosphagenics Limited

Code of Conduct

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1 INTRODUCTION

Phosphagenics Limited (the “**Company**”) is committed to making positive economic, social and environmental contributions, while complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness and respect.

Phosphagenics is equally committed to the health, safety and well being of its employees and to anyone affected by its operations, including managing mental and physical wellbeing through effective risk management, consultation, training and advice.

The Company can only achieve these objectives if it sets clear standards against which to guide its decision-making and hold itself accountable.

The board of directors of the Company (“**Board**”) has adopted this Code to provide a set of guiding principles which are to be observed by all employees of the Company. The Board will keep this Code under review to ensure that it continues to evolve and reflect community expectations.

All employees are expected, at all times, to act consistently with the fundamental principles of the Company as set out in this Code. Our employees are expected to:

- (a) Do their work diligently, act in good faith, and act in the best interests of the Company.
- (b) understand and manage risks within their responsibility and boundaries of authority when making decisions and undertaking day-to-day activities. All employees must report any new risks or changes to existing risks to their managers or supervisors as soon as they become aware of the risk.
- (c) Promote and protect the business, reputation, general interests and welfare of the Company, and promote the values of the Company.
- (d) Comply with all applicable local, national and international laws.
- (e) Respect and preserve confidentiality.
- (f) Refrain from misusing any information, assets, systems or facilities of the Company, including email and internet facilities, and ensure that these facilities are not used to access or distribute illegal, offensive or otherwise inappropriate material, or for any other purpose which may damage the reputation of the Company.
- (g) Value, promote and maintain professionalism.
- (h) Avoid conflicts of interest with the Company, and advise the Company of any conflict or potential conflict of interest.
- (i) By their actions to assist the Company in operating ethically, complying with the law and making positive economic, social and environmental contributions to the communities in which the Company operates.
- (j) Approach their work in ways that minimise environmental impacts and maximise workplace safety.
- (k) Show fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public.
- (l) Endorse and support diversity in the Company’s employment practices.
- (m) Avoid any form of discrimination, bullying, harassment or other inappropriate workplace behaviour, and take action to prevent or stop these behaviours if demonstrated by others.
- (n) Comply with all applicable Company policies and procedures.

- (o) Promote the Company's values in the performance of their duties.

1.2 Who does this Code apply to?

This Code applies to anyone who is employed by or works for the Company.

This Code applies to any representative of the Company. In some circumstances, this will include times when those who are employed by or work for the company are outside of their workplace or working hours.

Contractors, consultants, agents and other intermediaries are also expected to know and observe the standards in this Code and should be made aware of this Code when engaged to work for the Company.

1.3 Where can I get a copy of this Code?

A copy of this Code can be found on the Company's website at www.phosphagenics.com. Copies of this Code will also be provided to all new employees when they join the Company.

1.4 Adherence to this Code and who you can speak to

This Code has the full support of the Board and Senior Management, who take compliance with this Code seriously. As a measure of accountability, compliance with this Code is monitored by the Company's Senior Management on behalf of the Board.

If an employee of the Company breaches this Code, he or she may face disciplinary action, including termination of employment. If the situation involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

All employees of the Company have a responsibility to immediately report any breaches of this Code by a colleague to their immediate supervisor or manager, and employees should also report conduct where they are unsure whether a breach of this Code has occurred. All reports will be kept confidential and no employee will be disadvantaged or prejudiced by reporting in good faith a breach or suspected breach of a law, regulation, or of this Code. The Corporations Act 2001 (Cth) ("**Corporations Act**") also gives special protection to disclosures about breaches of that Act, as long as certain conditions are met.

2 OBJECTIVES

The Company's primary objective is to provide a satisfactory return to its shareholders.

The Company aims to achieve this by:

- (a) Satisfying the needs of customers through the provision of goods and services on a competitive and professional basis.
- (b) Providing a fulfilling and safe work environment for employees, rewarding good performance, and providing opportunities for advancement within the Company.
- (c) Contributing to the growth and prosperity of the communities where it operates, by conducting existing operations in an efficient manner and by seeking opportunities for growth that will generate and sustain shareholder value.
- (d) Responding to the reasonable and legitimate expectations of other stakeholders and of the communities in which it operates.
- (e) Placing a strong emphasis on protection of the environment in its operations.
- (f) Acting with honesty and integrity in dealings both inside and outside the Company.

3 FUNDAMENTAL PRINCIPLES

All employees and representatives of the Company are expected at all times to act consistently with the Company's fundamental principles, including ethical behaviour, honesty, integrity and respect. These principles are described in this Code and are categorised as follows:

- (a) Honesty, integrity and fairness.
- (b) Responsibilities to shareholders and financial markets.
- (c) Compliance with laws, policies and procedures.
- (d) Relationship with politicians and government officers.
- (e) Confidential information, privacy and maintenance of business records.
- (f) Conflicts of interest.
- (g) Engaging external personnel.
- (h) Employment practices.
- (i) Use of the Company's resources and information systems.
- (j) Sustainability.

3.1 Honesty, Integrity and Fairness

Honesty, integrity and fairness are integral to the way in which our businesses operate and should guide all employees in their decision making. These values are expected of all employees so that the Company may maintain the trust of its customers, colleagues, community and shareholders.

Honesty and integrity also extends to reporting the suspicious or dishonest conduct of a colleague.

Employees are expected display honesty, integrity and fairness by abiding by the following principles:

- (a) Comply with and uphold all laws against bribery and related improper conduct in all jurisdictions where the Company operates.
- (b) Do not use funds, property, information or information systems belonging to the Company for their personal benefit, or the benefit of unauthorised third parties.
- (c) Accurately document all business dealings to reflect the true nature of the transaction. Expenditure must be reported accurately and in a timely manner.
- (d) Do not offer, provide or accept gifts or hospitality in circumstances which could be considered to give rise to undue influence. Gifts must be recorded in accordance with the anti-bribery obligations contained in this Code.
- (e) All discounts to customers and employees of the Company must be approved by a manager and be recorded on sales invoices, and may not be taken in the form of additional unrecorded goods, or goods of higher quality or value than those invoiced.
- (f) Ensure that any engagement with public departments or other government officials on the Company's behalf is done on an arm's length basis.
- (g) Do not make political donations at a business level (these must be authorised by the Board).

The Company's shareholders, customers and the communities in which the Company operates expect the Company and those who work for and represent it to act in a professional manner.

Employees can maintain their professionalism, and the reputation of the Company, by:

- (h) Undertaking duties with care and diligence, seeking to achieve excellence in our roles.
- (i) Being accountable for our decisions and actions.
- (j) Dealing fairly with all of the Company's customers, suppliers, competitors and any other third parties or business partners.
- (k) Using the Company's information systems, including email, messaging and internet access for proper purposes.
- (l) Acting in a manner that takes into account the Company's impact on the broader community and the environment.

3.2 Responsibilities to Shareholders and Financial Markets

An important part of achieving the Company's primary objective of delivering satisfactory shareholder returns is to ensure that the Company complies with its disclosure, financial reporting and other Corporations Act and Australian Securities Exchange ("**ASX**") Listing Rules obligations.

(a) *Continuous disclosure*

To enable the Company to comply with its disclosure obligations under the Corporations Act and ASX Listing Rules, a continuous disclosure policy ("**Continuous Disclosure Policy**") has been developed to ensure that:

- (i) the Company's shareholders and the market are provided with full and timely information about the Company's activities;
- (ii) there is no selective or inadvertent disclosure of material price-sensitive information relating to the Company;
- (iii) stakeholders have equal access to information issued by the Company; and
- (iv) all disclosures are clear, concise and effective.

Persons identified as part of the Company's reporting system in the Continuous Disclosure Policy are responsible for identifying and reporting potentially price sensitive issues in accordance with that Policy.

Company personnel must immediately report to the designated compliance officer or his or her deputy any price sensitive information relating to the Company, being information that may affect the price of the Company's shares, or information material to the financial performance of the Company.

The Company's personnel must not make comments that may affect the price of the Company's shares.

The Continuous Disclosure Policy can be found on the Company's website.

(b) *Insider Trading*

Company personnel must never trade (or communicate to others who might consider trading) in the Company's securities, or companies engaged in transactions with the Company, where they have obtained information which is not public and could materially affect the price of those securities. Such trading, dealing or communicating to others who might trade is known as 'insider trading' and is prohibited under the Corporations Act. Penalties for contravening insider trading laws include criminal prosecution and civil liability, such as an obligation to pay compensation to anyone who suffered a loss as a result of the insider trading.

Company personnel cannot avoid the prohibition on insider trading by arranging for a family member or friend to deal in the Company's securities. Company personnel or their associates must not give "tips" concerning price sensitive information to others, including customers.

Those employees who hold securities under the Company's employee share or long-term incentive plans must also be aware of and comply with the rules of those plans when undertaking transactions in the Company's securities.

If any employee is in doubt about whether he or she are free to deal in the Company's securities, he or she should seek the advice of the Company Secretary before trading or dealing.

A copy of the Company's security trading policy can be found on the Company's website.

(c) *Financial Reporting*

The Company's accounting policies and procedures are governed by the Australian Accounting Standards. The Company must adhere to these standards and all other financial reporting requirements.

All employees engaged in the Company's financial reporting processes are required to exercise diligence and good faith in the preparation of financial information, ensuring that this information is accurate and timely, and that it presents a true and fair view of the performance and position of the Company.

3.3 Compliance with laws, policies and procedures

The Company is committed to operating in a manner consistent with the laws of the jurisdictions in which it operates.

Employees must be familiar and comply with the applicable laws and regulations of the locations in which the Company operates, and the Company's policies and procedures.

(a) *Competition and Consumer Laws*

The Company is committed to compliance with the Competition and Consumer Act 2010 (Cth) ("**CCA**"). The CCA has two main purposes:

- (i) to promote and maintain fair and open competition in the marketplace: and
- (ii) to protect the position of consumers by requiring accurate information in the marketplace and fairness in business dealings where there is an inequality in bargaining power.

The Company respects consumers by providing accurate information, acting in a fair manner in its business dealings and trading independently of competitors. All of the Company's employees have an obligation to actively promote compliance with the CCA (and equivalent legislation in other jurisdictions, where applicable).

Any breach of the law can have serious consequences both for the Company and for the individuals involved. If there is anything inconsistent between the laws and regulations applying where employees work and the Company's policies and procedures, then employees should meet whichever sets the higher standard of behaviour. If any employee is unsure whether a particular law, policy or procedure may apply, he or she should raise the matter with his or her supervisor or a member of the executive management of the Company ("**Senior Management**").

(b) *Anti-bribery*

The Company has developed strict guidelines which prohibit its personnel from engaging in activity that constitutes bribery, facilitation payments, secret commissions or money laundering. The Company is committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems.

Employees must comply with and uphold all laws against bribery and related conduct in all the jurisdictions where the Company operates, from time to time.

The Company requires that:

- (i) employees must not offer or accept cash or other incentives, inducements or rewards in any form. This restriction also applies to consultants and contractors. In particular, payments to win business or to influence a business decision in the Company's favour (such as bribes, 'kick-backs' and similar payments) are strictly prohibited;
- (ii) all business dealings must be accurately documented to reflect the true nature of the transaction; and
- (iii) employees must take all practical steps to ensure that third parties (agents, contractors, intermediaries or business partners) dealing with or on behalf of the Company do not engage in conduct that would contravene this Code or any laws. This includes, where required, ongoing oversight of the work of these third parties.

The payment or facilitation of bribes and other improper payments or benefits is not only a contravention of this Code; it is also prohibited by anti-bribery laws that have application in Australia and other countries. A breach of the anti-bribery requirements under this Code will be regarded as serious misconduct leading to disciplinary action, which may include termination of employment, and could also expose an individual to criminal and civil liability that could result in imprisonment or the imposition of a significant financial penalty.

(c) *Gifts and Gratuities*

The Company recognises that accepting or offering gifts or hospitality of moderate value is in accordance with usual business practice. However, the Company prohibits the offering or acceptance of gifts or hospitality in circumstances which could be considered to give rise to undue influence. Gifts must be recorded in accordance with the anti-bribery obligations set out in this Code.

3.4 Relationship with politicians and government officers

All dealings with politicians and government officers, including regulators, which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage.

The Company may choose to make donations to political parties because the Company believes this would enable any such parties to perform their functions better and to improve the democratic process.

Any political donations must be authorised by the Board and will be disclosed as required by law and recorded in our accounts. In particular, any donations above a level determined in federal legislation will be disclosed annually to the Australian Electoral Commission and will be published on that organisation's website.

3.5 Confidential information, privacy, and maintenance of business records

Where employees come across confidential information concerning the Company, which may include technical, strategic or financial information, commercial arrangements or intellectual

property, such information must not be disclosed or misused to obtain a personal benefit or a benefit for another person. Company personnel must:

- (a) use confidential information solely for purposes of their duties as employees of the Company;
- (b) preserve the confidentiality of confidential information, and ensure that it is not disclosed, except on a need-to-know and confidential basis, to other employees of the Company, or other authorised recipients on a confidential basis; and
- (c) not use or modify any confidential information for their own or a third party's interest or benefit.

Obligations with respect to confidentiality and privacy, whether it be with respect to personal information, information about suppliers or confidential information concerning the Company, continue even after employees have left the Company.

The Company is committed to maintaining the confidentiality and security of information that employees come across in their dealings with customers, suppliers and other third parties.

Employees need to ensure that information is kept secure. This includes not sharing private or confidential information with other employees, unless they need it to perform their work at the Company. Confidential information should not be shared with those outside the Company, unless authorised or required by law.

The Company is committed to complying with government legislation governing privacy of personal information obtained by its businesses, and protecting and safeguarding the privacy of people who deal with the Company.

Employees must ensure that they accurately and rigorously maintain all records relating to the Company's business and operations to ensure compliance with legal obligations as well as to preserve documents of importance for business reasons.

3.6 Conflicts of interest

Employees' personal interests should not conflict with their duties and obligations to the Company. This also extends to interests which a reasonable person would perceive as involving a conflict.

A conflict of interest may arise if an employee has a direct or indirect (through a family member, friend or associate) financial interest in a business that has commercial arrangements with the Company.

Employees manage conflicts of interest by:

- (a) disclosing any actual or perceived conflicts of interest to the Chief Executive Officer or, in the case of a conflict applying to the Chief Executive Officer, the Chairman of the Board;
- (b) maintaining a register of conflicts of interest disclosed in accordance with section 3.6(a);
- (c) seeking approval from the Chief Executive Officer or, in the case of a conflict applying to the Chief Executive Officer, the Chairman of the Board before accepting any outside business interests including non-Company work, business ventures, directorships (other than to a board of a non-trading family company), partnerships or other interests which have the potential to create a conflict of interest; and
- (d) keeping an arm's length relationship when dealing with customers and suppliers.

3.7 Engaging external personnel

From time to time, the Company engages agents, contractors, consultants and other intermediaries ("**External Personnel**"). It is the Company's policy to deal fairly and honestly with all External Personnel and ensure that all relationships with External Personnel are based on price, quality, service and reputation.

Company personnel who deal with, or are in a business relationship with, External Personnel are prohibited from accepting or soliciting any personal benefit that might compromise, or appear to compromise, an objective assessment of the products or services to be provided by External Personnel.

The Company is committed to the safe and ethical manufacture and supply of goods and services, and reserves the right not to do business with External Personnel who do not share and demonstrate this commitment.

The approval of the Chief Executive Officer, or other member of Senior Management must be obtained before the engagement of External Personnel, following satisfaction of the following criteria:

- (a) a thorough examination of the qualifications and reputation of the External Personnel has been conducted;
- (b) the proposed fee or remuneration arrangements with the External Personnel are on an arm's length basis and reasonable for the services to be provided. Incentive based payments in connection with the securing of business arrangements or transactions for the Company must be authorised by the Chief Executive Officer;
- (c) where appropriate, a system of performance review against agreed standards (covering business conduct and commercial performance) has been established;
- (d) termination procedures are in place in the event of improper or ineffective performance or conduct by External Personnel; and
- (e) where appropriate, External Personnel have been made aware of, and accept, the principles outlined in this Code.

Improper conduct by External Personnel can expose the Company to legal liability or reputational damage. Company personnel who expressly or impliedly authorise or permit improper conduct by External Personnel may be exposed to personal criminal or civil liability.

3.8 Employment practices

The Company has a comprehensive set of programs, practices and policies contained within its employee handbook which cover a wide range of employment practices. Employees will be provided initial training during induction and are required to keep up to date with amendments when advised. A copy of the employee handbook is available of the Company's intranet site.

3.9 Use of Company resources and information systems

As Company personnel, employees are required to use property, funds, facilities and services belonging to the Company for authorised purposes and not for personal benefit, or the benefit of unauthorised third parties. The Company regards the unauthorised removal of equipment, supplies and other resources belonging to the Company as theft.

Employees must ensure that any transactions or disposals of the Company's resources are approved according to the Delegated Authorities Policy, and accurately recorded in financial records.

- (a) Information Systems

Email, the internet, facsimile, telephones and other Company information systems, like all other Company assets, must be used appropriately. Occasional personal use of the Company's information systems is permitted, provided that it does not interfere with the performance of work during working hours. Employees must not use the Company's information systems:

- (i) for personal gain;
- (ii) to release or distribute confidential information in an unauthorised manner;
or
- (iii) to store, display or transmit illegal, objectionable or offensive material.

The Company's personnel are expected to comply with the requirements of this Code at all times when using social networking sites or other non-work related sites.

(a) Intellectual Property

Unless otherwise agreed in writing by the Company, any intellectual property developed by an employee during, or as a result of, employment by the Company is the sole property of the Company. Employees must provide to the Company, and on request assign to the Company any rights in, all work, ideas, concepts, designs, inventions, models, developments and improvements made or developed during the course of their employment or through use of the Company's time, materials, facilities or other resources.

(b) Cessation of Employment

Upon cessation of employment with the Company, employees must ensure that all books, records, documents and other resources of the Company (such as keys, security passes, computer equipment, mobile devices and corporate credit cards) are returned to his or her supervisor or manager as appropriate. Employees must also return all confidential information in their possession to their supervisor or manager.

3.10 Sustainability

The operations of the Company have the potential to make significant impacts on the natural environment. The Company operates on the basis that compliance with all applicable local and national environmental protection laws is the minimum acceptable standard, with a constant goal of achieving a higher standard.

The Company believes that companies have community responsibilities above and beyond the contribution made by their employment and wealth creation activities. The Company is committed to seeking to make positive economic, social and environmental contributions in the communities in which the Company operates and to ensuring that good corporate behaviour is integrated into all aspects of the Company's operations. By their actions, the Company's employees are expected to assist the Company in meeting these commitments.