



Code of Conduct

Prescient Therapeutics Limited

ACN 006 569 106

Reviewed/Approved by the Board		
1.0	Adopted	19 November 2019
2.0	Reviewed & Approved	22 September 2020
3.0	Reviewed & Approved	21 July 2022
4.0	Reviewed & Approved	26 September 2024

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1. Introduction

- 1.1 The purpose of the Code of Conduct (“**Code**”) is to provide a framework for decisions and actions in relation to ethical conduct in all business practices and outline the professional behaviour expected from employees in their physical or remote workplace.
- 1.2 Prescient Therapeutics Limited (the “**Company**”) is committed to achieving outstanding performance and results to provide value to our shareholders while considering the interests of our employees, customers, the community, contracting partners and others with whom we do business.
- 1.3 The Code must be read in conjunction with the other policies that the Company may implement from time to time, to ensure its full understanding and compliance.
- 1.4 To the extent that there is any inconsistency between the Code and the Company’s Constitution, the Constitution will prevail to the extent of that inconsistency.

2. Application

- 2.1 The Code applies to, but is not be limited to:
 - 2.1.1. all Company employees, officers, directors, associates, contractors, and consultants (“**Personnel**”);
 - 2.1.2. job candidates, student placements, and volunteers;
 - 2.1.3. any of the Company subsidiaries and their respective personnel; and
 - 2.1.4. how the Company provides services to clients and how it interacts with other members of the public;
 - 2.1.5. all aspects of employment, recruitment and selection, conditions and benefits, training and promotion, task allocation, working hours, leave arrangements, and workload;
 - 2.1.6. on-site, off-site, or after hours work; virtual / remote working, work-related social functions; conferences – wherever and whenever Personnel may be as a result of their official duties
 - 2.1.7. employee treatment of other employees, clients, and other members of the public encountered in the course of their official duties.
- 2.2 The following laws and regulations apply to the Code:
 - 2.2.1. Corporations Act 2001 (Cth) (“Corporations Act”);
 - 2.2.2. Sex Discrimination Act 1984 (Cth);
 - 2.2.3. Racial Discrimination Act 1975 (Cth);
 - 2.2.4. Disability Discrimination Act 1992 (Cth);
 - 2.2.5. Age Discrimination Act 2004 (Cth);
 - 2.2.6. Australian Human Rights Commission Act 1986 (Cth).
- 2.3 Responsibility lies with every person covered by the Code to conduct themselves in accordance with the Code.
- 2.4 Copies of the Code and other relevant policies are available on the Company's website.

3. Accountabilities

3.1 Managers

Personnel acting in the capacity of a line manager are responsible and accountable for:

- (a) undertaking their duties and appropriate model behaviour that is consistent with the provisions of the Code;
- (b) the effective implementation, promotion, and support of the Code in the areas of their responsibility;
- (c) ensuring Personnel understand the obligations outlined in the Code and the law;
- (d) refer formal complaints about breaches of the Code for investigation according to the reporting mechanism prescribed under the Code;
- (e) act swiftly and appropriately when they become aware of unlawful behaviour.

3.2 Personnel

Company Personnel are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of this Code;
- (b) reporting suspected unlawful conduct or behaviour;
- (c) treat everyone with dignity, courtesy, and respect;
- (d) reporting any departure from the Code or any laws by themselves or others.

4. Protection from Liability

- 4.1 Personnel will not face any retaliation or recrimination for reporting a breach or a suspected breach in good faith.
- 4.2 Personnel will be indemnified against liabilities incurred by them while carrying out their duties in good faith for the Company.
- 4.3 Personnel who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

5. Public Communication and Disclosure

- 5.1 The Company's relationships with the media and the investment community are to be conducted by the persons authorised under the Company's **Continuous Disclosure Policy**. If Personnel receive a request for information and they are not authorised to respond to the enquiry, they must refer the request to their line manager.
- 5.2 Unless the CEO has given prior written consent, Personnel must not participate in public forum discussions (including internet-based forums) where the subject matter is related to the Company, its competitors or the industry in which the Company operates.
- 5.3 The Company has adopted the **Continuous Disclosure Policy** as a means of ensuring compliance with our disclosure and communication obligations under the Corporations Act

and the ASX Listing Rules. This is to ensure that information that may have a material effect on the price or value of the Company's securities, are correct from any material mistake or misinformation.

6. Discrimination and Sexual Harassment

6.1 The Company is committed to:

- (a) equal employment opportunity;
- (b) compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and

(a) a workplace free from any kind of discrimination, harassment or intimidation of employees.

6.2 Discrimination is treating, or proposing to treat, someone unfavourably because of a personal characteristic protected by the law (as defined under the Federal discrimination laws, from time to time).

6.3 Discrimination can occur:

- (a) **directly**, when a person or group is treated less favourably than another person or group in a similar situation because of a personal characteristic protected by law;
- (b) **indirectly**, when an unreasonable requirement, condition or practice is imposed that has, or is likely to have, the effect of disadvantaging people with a personal characteristic protected by law.

6.4 The Company has a zero tolerance approach to sexual harassment or discrimination and is committed to taking all reasonable steps to prevent any person from engaging in acts of sexual harassment or discrimination in connection with employment or work with the Company.

6.5 Sexual harassment is a specific and serious form of harassment. It is unwelcome sexual behaviour, which could be expected to make a person feel offended, humiliated or intimidated.

6.6 Sexual harassment can take many forms, including physical, verbal, or written (including electronic).

6.7 Sexual harassment is covered in the workplace when it happens at work, at work-related events, between people sharing the same workplace, working remotely, or between Personnel outside of work.

6.8 All Personnel and volunteers have the same rights and responsibilities in relation to sexual harassment.

6.9 Conduct does not have to be repeated or ongoing to be sexual harassment. A single incident is enough to constitute sexual harassment – it doesn't have to be repeated.

6.10 The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination (no matter how large or small or who is involved) and will take appropriate corrective action. Retaliation against individuals for raising claims of sexual harassment and victimisation will not be tolerated.

7. Occupational Health and Safety

- 7.1 The Company is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with.
- 7.2 Misusing controlled substances or alcohol or selling, distributing, possessing, using, or being under the influence of illegal drugs whilst on the job is prohibited and will not be tolerated.
- 7.3 It is the responsibility of all Personnel to act in accordance with and familiarise themselves with the occupational health and safety legislation, regulations, and policies applicable to their your respective professional duties to ensure the workplace is safe and without risk to the health and safety of others and themselves.

8. Respect for the Law

- 8.1 Whilst overseas all Personnel have an obligation to observe and comply with all overseas laws and respect overseas institutions and customs.
- 8.2 If in Australia and travelling to and from overseas all employees have obligations to observe and comply with all relevant State, Territory and Commonwealth law.
- 8.3 Personnel are also required to act in accordance with Company goals, policies and procedures and to respond positively to any lawful and reasonable directions given by persons who are authorised to give such a direction.
- 8.4 Personnel should also uphold the good name of the Company and exercise judgement in the best interests of the Company.
- 8.5 The Company will not make any bribes or corrupt payments to government officials to obtain any improper or illegitimate benefit or advantage. Personnel are strictly prohibited from offering or making any such payments and must adhere to the Company's Anti-Bribery and Corruption Policy at all times.
- 8.6 In the event Personnel become aware of an actual or suspected situation which may lead to bribery or corruption, it should be promptly reported to the relevant line manager or to the Company Secretary.
- 8.7 Any reports or information provided, on behalf of the Company, to federal, provincial, territorial, state, local or foreign governments must be true, complete and accurate. Personnel are required to assist the Company in providing true, complete and accurate reports and information as required. Any omission, misstatement or lack of attention to detail could result in a violation of the reporting laws, rules and regulations.

9. Fair Treatment of People

- 9.1 This obligation covers the conduct of Personnel in their dealings with others including other Personnel of the Company, stakeholders and members of the local community.
- 9.2 For example, all Personnel should:
 - (a) Engage in conduct that is non-discriminatory on the basis of religion, sex, race, sexuality, disability, cultural background, marital status, age, union affiliation,

- political conviction or family responsibilities;
 - (b) Be respectful, responsive, courteous and prompt in dealing with stakeholders;
 - (c) Refrain from acting in a way that would unfairly harm the reputation and career prospects of other Personnel;
 - (d) Treat other Personnel with courtesy, fairness and equity; and
 - (e) Avoid behaviour that may be reasonably perceived as harassing, intimidating, overbearing, bullying or physically or emotionally threatening.
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10. Personal and Professional Behaviour

- 10.1 Personnel are ambassadors for the Company during both their work and leisure time.
- 10.2 Personnel are placed in a position of trust and are expected to understand their obligations to the Company at all times and to be honest in carrying out their duties.
- 10.3 Situations that may give rise to conflict of interest are typically:
 - (a) personal relationships with other Personnel;
 - (b) personal relationships with people the Company is dealing with e.g. contractors or clients;
 - (c) personal relationships with local people that is unlawful under overseas law.
- 10.4 Personnel are expected to carry out their duties honestly, responsibly, and impartially to the best of their ability. For example, all employees should:
 - (a) carry out their duties in a professional, responsible and conscientious manner;
 - (b) carry out official directions and policies in a faithful, impartial and transparent manner;
 - (c) ensure decisions can be seen to be reasonable, fair and appropriate to the circumstances based on consideration of all the relevant facts and supported by adequate documentation;
 - (d) act in accordance with occupational health and safety legislation, regulations and policies applicable to the organisation and use security and safety equipment provided.
 - (e) maintain as appropriate the confidentiality of Company dealings when interacting with outside organisations and others within the Company; and
 - (f) ensure that any official Company information is not used, without Management/Board authorisation, in order to gain a financial or other benefit for themselves or any other person or group.
 - (g) maintain adequate security over Company property, facilities and resources and information;
 - (h) ensure that Company resources are managed effectively, efficiently and for their specified purpose; and
 - (i) ensure that resources are used in a manner which does not harm the environment.

- 10.5 Personnel must not offer, promise, give, demand or accept any undue advantage, whether directly or indirectly, to or from:
- (a) a public official;
 - (b) a political candidate, party or party official;
 - (c) a community leader or other person in a position of public trust; or
 - (d) any private sector employee,
- 10.6 in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business. Gifts should never be offered or accepted in circumstances where the outcome of a transaction may be influenced or give rise to the perception that the transaction may be influenced by the gift.
- 10.7 Unless governed by law or otherwise agreed in writing, any intellectual property developed by Personnel during or as a result of employment with the Company is the sole property of the Company.
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11. Insider Trading

- 11.1 In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Personnel are permitted to buy and sell the Company's securities.
- 11.2 Personnel should familiarise themselves with the Company's Security Trading Policy and ensure they act in accordance with it when dealing in the Company's securities .
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12. Reporting Breaches and Violations

- 12.1 An essential part of maintaining a safe and fair work environment is to ensure that individuals with concerns are encouraged to come forward in the knowledge that the Company will:
- (a) consider and investigate, if appropriate, allegations of behaviour that may breach the Code or other Company policies;
 - (b) take all reasonable steps to provide protection for Personnel who make disclosures in good faith regarding conduct that is inconsistent with the Code; and
 - (c) follow the appropriate procedures depending on the issues/concerns raised.
 - (d) if Personnel believe that their conduct or that of a fellow employee may have violated any such laws or the Code, then they are required to report the matter.
- 12.2 Violations may be reported to the Personnel's line manager or the Company Secretary of the Company. If the Personnel does not believe that a violation has been adequately addressed, they should report the violation to the Company's Chief Executive Officer or Chair of the Board or the reporting channel as defined and stated in the Company's Whistleblower Policy.
- 12.3 Personnel does not have to reveal their identity in order to make a report. If Personnel reveal their identity, it will not be disclosed unless disclosure is unavoidable during an investigation.
- 12.4 Preliminary investigations of reported breaches are administered by the relevant line manager and the Company Secretary.

- 12.5 If a breach of the Code is found to have occurred, a formal investigation process is administered by the Company Secretary in consultation with the line manager of the offending person.
- 12.6 Following the preliminary investigations, if a material breach of the Code is found to have occurred, the Company Secretary must report such material breach to the CEO and the Board.
- 12.7 During the investigation process, you will be expected and have a duty to cooperate with any investigations initiated by the Company.
- 12.8 Please refer to the Company's Whistleblower Policy for further information regarding the investigation process for matters reported under that policy.
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13. Exercising Care and Diligence in Employment

- 13.1 In the course of Personnel's duties, they are entrusted with personal information. Personnel concerned have a duty to maintain the confidentiality of personal and official information.
- 13.2 Personnel have the right to expect confidentiality and privacy with respect to personal information.
- 13.3 Company property, funds, tools, equipment, vehicles, facilities and services must be used for authorised purposes.
- 13.4 Personnel should familiarise themselves with and comply with the Company's **Privacy Policy** and the privacy laws of Australia and, where applicable, the jurisdiction of their business unit.
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14. Stakeholders

- 14.1 The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, suppliers, customers, financiers, government instrumentalities and any communities in which the Company conducts business.
- 14.2 The Company is committed to conducting all its operations in a manner which:
- (a) protects the health and safety of all Personnel and community members;
 - (b) recognises, values and rewards the individual contribution of all Personnel;
 - (c) achieves a balance between economic development, maintenance of the environment and social responsibility;
 - (d) maintains good relationships with suppliers and the local community; and
 - (e) is honest, lawful and moral.
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15. Employee Assistance Program

- 15.1 Personnel are entitled to a certain amount of free, professional counselling from our employee assistance program. To access the employee assistance program, contact Converge:
- **Phone:** 1300 687 327; or

- **Website:** at <https://portal.converge-online.com> (enter the organisation code: AUSTLZQM); and
- By completing an **online appointment** request via <https://www.convergeinternational.com.au/cvi/about-us/contact-us/make-an-eap-booking>

15.2 Employee assistance program counselling is confidential, and nothing discussed with a counsellor will be communicated back to the Company. Employee assistance program counselling is available free regardless of whether the issue is related to a workplace problem or not.

16. Awareness

16.1 Failure to adhere to the Code will be considered a serious misconduct and may result in a disciplinary action which could include termination of employment or contractual arrangements.

16.2 Personnel will be provided a copy of the Code as part of the employee onboarding exercise and as and when there has been a change to the Code. Personnel will need to acknowledge that they have read and understood the Code.

16.3 Any questions in the application or the interpretation of the Code, Personnel may contact their line manager or the Company Secretary.

17. Review of this Code

17.1 The Code must be reviewed by the Board with the recommendation from the Audit and Risk Committee at least once every 2 years or as may be required to ensure it is operating effectively. Any recommended changes must be approved by the Board.

17.2 The Company Secretary is authorised to make administrative and non-material amendments to the Code provided that any such amendments are notified to the Audit and Risk Committee and Board at or before its next meeting.