



ReGen Factor Pty Ltd

ABN 42 638 921 070

# CODE OF CONDUCT

# ReGen Factor

## Code of Conduct

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### Document history

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Tahli Fitzpatrick	Board of Directors 27 July 2022	27 July 2022	RFPC 2009	01

#	Approved by	Date	Details of changes
1	SB	24 July 2022	New policy
2			

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## Code of Conduct

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 ReGen Factor (the Company) and its subsidiaries and associated entities (the Group or ReGen Factor), to understand the position of ReGen Factor 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 ReGen Factor are the beliefs, philosophies and principles that drive our business. In essence, they help us differentiate our business from other businesses in our industry.

<b>Honesty &amp; Integrity</b>	We have an ethical and principled approach to everything we do.
<b>Accountability</b>	We take ownership of our actions at all levels.
<b>Respect</b>	We respect and value our co-workers, business partners, shareholders, human and animal patients, animals involved in research, and the environment.
<b>Innovation</b>	We are driven to improve the lives of humans and animals through innovative research that provides solutions for challenging medical conditions.
<b>Passion</b>	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 ReGen Factor Code of Conduct (the Code) is the Group’s principal policy about corporate governance. It governs the conduct of ReGen Factor and all officers, employees, consultants and contractors of the Company and the Group (ReGen Factor Personnel) and all other people when they represent ReGen Factor.
- 2.2. The Code deals with:
  - The ReGen Factor’ expectations
  - General principles, including compliance with laws;
  - Honesty and integrity;
  - Protection of ReGen Factor assets;
  - Proper accounting and dealing with auditors;
  - Unauthorised public statements;
  - Conflict of interest;
  - Use of confidential information;
  - Fair dealing;
  - Health and Safety; and
  - Employee relations.

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### 3. EXPECTATION

- 3.1. ReGen Factor expects that all ReGen Factor 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 ReGen Factor;
  - act honestly and with high standards of personal integrity;
  - comply with laws and regulations that apply to ReGen Factor 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 ReGen Factor;
  - not take advantage of the property or information of ReGen Factor, its customers or suppliers for personal gain or to cause detriment to ReGen Factor, 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 ReGen Factor.

### 4. GENERAL PRINCIPLES

- 4.1. ReGen Factor Personnel must comply, at all times, with all laws governing our operations.
- 4.2. ReGen Factor Personnel must conduct ReGen Factor' 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. ReGen Factor 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. ReGen Factor Personnel must, at all times, act:
- ethically, honestly, fairly, responsibly and diligently;
  - in full compliance with the letter, spirit and the law of this Code and the ReGen Factor Anti-bribery and Corruption Policy; and
  - in the best interests of ReGen Factor.

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- 5.3. Any breach of applicable laws, prevailing business ethics or other aspects of this Code and the ReGen Factor 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 ReGen Factor, for any penalties imposed on you as a result of a breach of law or regulation.
- 5.6. All ReGen Factor Personnel must report immediately any circumstances which may involve deviation from this Code or the ReGen Factor 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 ReGen Factor 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 REGEN FACTOR' ASSETS**

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

#### **7. PROPER ACCOUNTING**

- 7.1. ReGen Factor Personnel must ensure that all ReGen Factor accounting records accurately and fairly reflect, in reasonable details, the underlying transactions and all ReGen Factor assets, liabilities and any disposal of ReGen Factor 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 ReGen Factor.

#### **8. DEALING WITH AUDITORS**

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

#### **9. UNAUTHORISED PUBLIC STATEMENTS**

- 9.1. ReGen Factor Personnel must not, without authority directly or indirectly, state that they are representing ReGen Factor or its public position in respect of any matter (refer also to the ReGen Factor Continuous Disclosure and Communications Policy). ReGen Factor 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. ReGen Factor Personnel must not directly or indirectly engage in any activity which could by association cause ReGen Factor public embarrassment or other damage.

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### 10. CONFLICT OF INTEREST

- 10.1. It is the responsibility of every ReGen Factor Personnel to identify any conflicts between their personal interests and the interests of ReGen Factor 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 ReGen Factor Personnel permits the prospect of personal gain to improperly influence the manner in which he or she conducts ReGen Factor' business. ReGen Factor prohibits conduct that constitutes a conflict of interest, as well as conduct that could be perceived as creating a conflict of interest with ReGen Factor' interests.
- 10.2. ReGen Factor Personnel must not take advantage of any property or information belonging to ReGen Factor, or opportunities arising from those, for personal benefit independent from the business of ReGen Factor or to benefit any other business or person.
- 10.3. ReGen Factor Personnel must not use their position for personal benefit independent from the business of ReGen Factor 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 ReGen Factor Personnel, or any family member, associate or companion or a company or an entity over which the ReGen Factor 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 ReGen Factor without the prior written consent of the Chief Executive Officer.
- 10.5. ReGen Factor Personnel must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, ReGen Factor 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 ReGen Factor is not a violation of this Code provided the ReGen Factor 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 ReGen Factor' business, ReGen Factor Personnel will have access to business or personal information about the affairs of ReGen Factor, 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), ReGen Factor Personnel must keep confidential information acquired while they are employed or engaged by ReGen Factor, or acting on behalf of ReGen Factor, confidential, even after they leave or cease their employment or engagement with ReGen Factor.
- 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 taken in answering enquiries, and data given must be limited to that permitted by standard ReGen Factor practice and applicable law. Appropriate legal advice should be obtained where doubt exists.
- 11.4. ReGen Factor 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 ReGen Factor Personnel's possession it should be returned immediately.

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- 11.5. ReGen Factor Personnel must maintain the confidentiality of all ReGen Factor 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. ReGen Factor Personnel must not use ReGen Factor information for the purpose of directly or indirectly obtaining personal gain.

#### **12. FAIR DEALING**

- 12.1. ReGen Factor Personnel must treat each other and all suppliers, competitors, clients, customers, collaborators, partners, contractors and other stakeholders fairly and with respect.
- 12.2. ReGen Factor 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 ReGen Factor.
- 12.3. Applicants for employment are evaluated by ReGen Factor on merit in accordance with their skills, qualifications and abilities, and having regard to ReGen Factor' operational needs.
- 12.4. ReGen Factor 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. ReGen Factor makes decisions regarding suppliers and contractors on merit and a commercial basis.

#### **13. HEALTH AND SAFETY**

- 13.1. ReGen Factor is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who ReGen Factor 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. ReGen Factor Personnel are directed to the ReGen Factor 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 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.

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### **17. REPORTING**

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