

Factor Therapeutics Limited

Code of Conduct

Adopted by the Board on 13 September 2016

Commitment

It is the policy of Factor Therapeutics Limited (**Factor, FTT or Company**) (ACN 101 955 088) that all directors, officers, employees, contractors and consultants (referred to collectively as “Factor Employees”) of the Company shall, to the best of their knowledge and ability, adhere to, comply with and advocate the principles set out in this Code of Conduct (**Code**) governing their professional and ethical conduct in dealings with patients, physicians, clinicians, shareholders, customers, suppliers, government authorities and the wider community.

Purpose

The purposes of the Code are to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote compliance with applicable governmental laws, rules and regulations;
- promote accountability for adherence to the Code;
- promote full, fair, accurate and timely disclosure in reports and documents that the Company files with, or submits to, regulatory and other agencies as well as other public communications made by the Company; and
- promote a collegial work environment where individuals are treated with respect and professional behaviour is fostered.

The Code embodies principles to which all Factor Employees are expected to adhere and to advocate. Any violations of the Code may result in disciplinary action, including termination, as applicable.

The Code cannot address every possible circumstance in which Factor Employees might find themselves. However, it is intended that individuals should be mindful of the Code in relation to the judgments which they will be called upon to make.

Employment Practices

Employees should be treated justly and fairly. Employees should feel that they can discuss, on a confidential basis, any problem associated with their employment with the Company. Factor employment policies include:

Workplace health and safety

Factor is committed to providing a safe and healthy working environment. Factor can only provide a healthy and safe working environment with the cooperation of every employee. As part of that cooperation employees must:

- acquaint themselves with the requirements of all applicable workplace health and safety laws;
- apply appropriate practice in our industry with regard to safety and health;
- regularly review risk management systems to properly identify, control and prevent accidents in the workplace;
- safety procedures should never be compromised to meet operational targets.

Employment equality

Factor is an equal opportunities employer. The Company is committed to developing an appropriately qualified and experienced workforce, and providing a work environment in which everyone is treated fairly and with respect, irrespective of gender, nationality, sexual orientation, age, marital status, disability, political opinion, religion or ethnic/social origin.

Use of Company Assets

The Company's assets which include but are not limited to funds, information and equipment will be used responsibly and in the best interest of the Company, for example:

- not using the Company's funds to provide unreasonable benefits such as gifts or entertainment for ourselves or others;
- not disclosing confidential and commercial sensitive information to a third party without proper authorisation;
- the Company's assets will not be used for other than business purposes;

Conflicts of Interest

Conflict of interest may arise from time to time. If a conflict arises immediate and full disclosure should be made to the Board and the Board should manage the conflict so that the interests of the Company are safeguarded. Some examples of conflict that may arise are:

- when private interests conflict directly or indirectly with obligations to the Company;
- when benefits (gifts, entertainment, etc.) are received from a person doing business or seeking to do business with the Company and the benefit could be seen to create some obligations to a party other than the Company.

If any doubt, an employee should consult with their executive line management.

Integrity, honesty and fairness in the Company's dealings

- Factor Employees will not use misleading or oppressive behaviour or falsify information to achieve a benefit for the Company or themselves;
- Factor Employees will treat all persons with dignity, regardless of individual differences;
- Factor Employees will promote equality of employment opportunity;
- Factor Employees are responsible for their actions and accountable for the consequences;
- Confidential information obtained in the course of carrying out business dealings remain the property of the party supplying the information and it is improper to disclose or allow it to be disclosed without the consent of that party or as required by law

Breach of the Code

The Code is not intended to address every circumstance, nor a summary of all the laws and regulations that apply to the Company. Factor Employees are always expected to use common sense and best judgement when addressing business conduct issues, and to seek guidance if the best course of action is not clear.

Failure to comply with the Code is viewed as a serious matter and may lead to disciplinary action, including dismissal and/or other legal action.

If a breach of the Code occurs, it should be reported to the CEO. In consultation, the CEO will determine the severity of the breach and determine the disciplinary or correction action, and may consult appropriate external consultants in the process.

The disciplinary measures that may be imposed for violations of the Code include, but are not limited to, counselling, verbal or written reprimands, warnings, suspension without pay, demotion and/or, termination of employment.

Breaches of the Code which constitute criminal conduct may also result in criminal prosecution. If the breach includes a violation of the law, the matter may be referred to the appropriate law enforcement authorities.