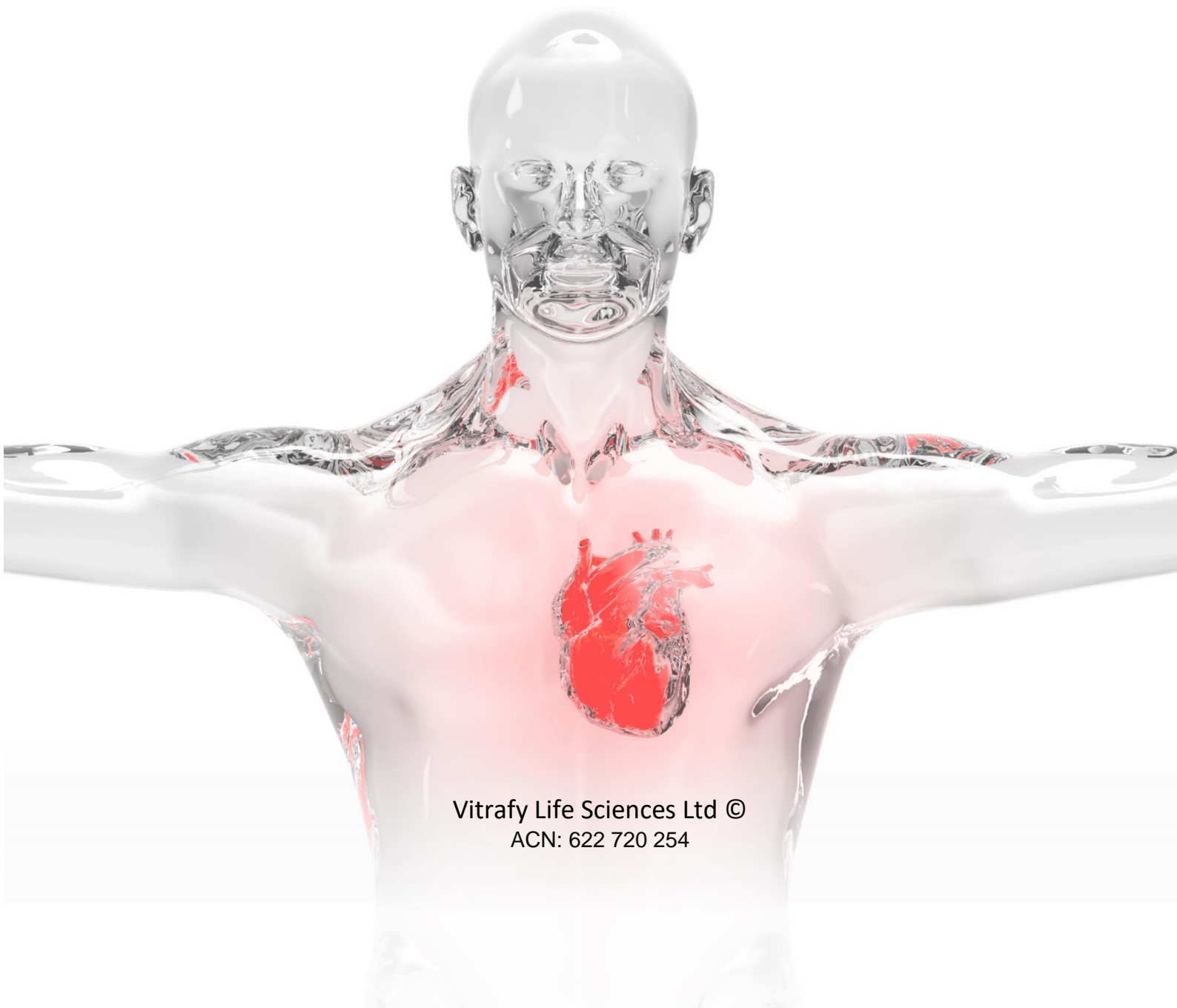


# **vitrafy**<sup>o</sup>

LIFE SCIENCES

## **Code of Conduct**



Vitrafy Life Sciences Ltd ©  
ACN: 622 720 254

## Document History

Version	Summary of Amendments	Approved By	Approval Date
1.0	Initial Code of Conduct	Board	23 September 2021
2.0	Periodic Review	Board	26 November 2024

## Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
ASX Corporate Governance Council	ASX Corporate Governance Principles and Recommendation (2019) (“ <b>ASX Principles</b> ”)
Australian Government	Corporations Act 2001 (Cth) (“ <b>Corporations Act</b> ”) Sex Discrimination Act 1984 (Cth) Racial Discrimination Act 1975 (Cth) Disability Discrimination Act 1992 (Cth) Age Discrimination Act 2004 (Cth) Australian Human Rights Commission Act 1986 (Cth). (collectively “ <b>Applicable Laws</b> ”)

## Other Policy Details

Key Information	Details
Approval Body	Board of Directors
Key Stakeholders	Board of Directors Executive Leadership Team
Responsibility for Implementation	Chief Executive Officer
Policy Custodian	Company Secretary
Next Review Date	November 2026

# Code of Conduct

## 1. Overview

- 1.1. Vitrafy Life Sciences Ltd (**Company**) is committed not only to complying with its legal obligations, but also to acting ethically, responsibly and, free from all forms of discrimination, bullying, and sexual harassment. The Company expects a high level of honesty, care, fair dealing, and integrity in the conduct of all business activities.
- 1.2. Employees must treat others with dignity, courtesy and respect and conduct themselves in a manner consistent with the Company standards and in compliance with all relevant laws.
- 1.3. The Company has also adopted the Code of Conduct (**Code**) which outlines how the Company expects its Employees to behave and conduct business in the workplace. It includes legal compliance and guidelines on appropriate ethical standards.
- 1.4. The objectives of this Code are to:
  - (a) provide a benchmark for professional behaviour throughout the Company;
  - (b) support the Company's business reputation and corporate image within the community; and
  - (c) make directors and employees aware of the consequences if they breach this Code.
- 1.5. The Company regularly monitors and tests its policies against this Code to ensure its commitments remain relevant, effective, and consistent with stakeholder expectations.
- 1.6. While this Code is designed to ensure the Company delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, shareholder or any other person or entity.
- 1.7. This Code must be read in conjunction with the other relevant policies to ensure its full understanding and compliance.
- 1.8. To the extent that there is any inconsistency between this Code and the Company's Constitution, the Constitution will prevail to the extent of that inconsistency.

## 2. Application

- 2.1. This Code applies to, but not be limited to:
  - (a) all Company employees, officers, directors, associates, contractors, and consultants (**Company Personnel**);
  - (b) job candidates, student placements, and volunteers;
  - (c) any of the Company subsidiaries and their respective personnel;
  - (d) how the Company provides services to clients and how it interacts with other members of the public;
  - (e) all aspects of employment, recruitment and selection, conditions and benefits, training and promotion, task allocation, shifts, hours, leave arrangements, and workload;

- (f) on-site, off-site, or after hours work; virtual/ remote working, work-related social functions; conferences – wherever and whenever Company Personnel may be as a result of their official duties; and
- (g) employee treatment of other employees, of clients, and of other members of the public encountered in the course of their official duties.

2.2. Responsibility lies with every person covered by this Code to conduct themselves in accordance with this Code.

2.3. Copies of this Code and other relevant policies are available on the Company's website.

### **3. Statement of Values**

3.1. The Company's Statement of Values are published separately.

### **4. Expectations**

#### **4.1. General Expectations**

All Company Personnel are expected to:

- (a) act in the best interests of the Company;
- (b) act ethically and responsibly;
- (c) act honestly and fairly in all commercial dealings and conduct themselves with professional courtesy and integrity in their dealings with other Employees and customers of the Company;
- (d) comply with all laws and regulations that apply to the Company and its operations;
- (e) report any circumstance which is believed, in good faith, to be a breach of a law or this Code; and
- (f) to avoid entering into any arrangement or participating in any activity that would conflict with Company's best interests or that would be likely to negatively affect the Company's reputation.

#### **4.2. Conflicts**

- (a) Company Personnel must avoid situations where their personal interests' conflict with, or could reasonably be perceived to conflict with, the interests of the Company.
- (b) All potential conflicts of interests must be reported to the Audit & Risk Committee of the Company.
- (c) The Audit & Risk Committee must report breaches of this Code to the board of directors of the Company.

#### **4.3. Corporate opportunities**

Company Personnel must not take advantage of their position, Company information or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers.

#### **4.4. Company Assets and Property**

All assets of the Company are to be properly used in the interests of the Company and safeguarded from loss or misuse.

#### **4.5. Confidential Information**

- (a) Confidential or commercially sensitive information is not to be disclosed without proper authorisation.
- (b) Company Personnel must comply with continuous disclosure obligations at law and are required to be fully aware of and observe their responsibilities under the Company's **Continuous Disclosure Policy**.
- (c) Securities trading by Employees must be conducted in compliance with the Company's **Securities Trading Policy**.

#### **4.6. Personal gains, gifts, and other payments**

- (a) Company Personnel must not accept payments, gifts, or any other kind of reimbursement from a third party that could affect or appear to affect their objectivity in business decision making, or which might be deemed inappropriate to the relevant business relationship.
- (b) Company Personnel must not make offers of, or receive, bribes or other improper payments.
- (c) Company Personnel should refer to the **Anti-Bribery and Corruption Policy** if there is any doubt about the appropriateness of a gift.

### **5. What to do if you suspect the Code has been breached**

#### **5.1. Reporting Channels**

- (a) You are encouraged to report to your line manager any genuine unacceptable behaviour or situation which you believe breaches or potentially breaches this Code, specifically if you believe you have been discriminated against, bullied, sexually harassed or victimised.
- (b) Alternatively, you can report unacceptable behaviour through any of the following channels:
  - (i) the Chief Executive Officer (**CEO**);
  - (ii) a director of the Company;
  - (iii) the Company Secretary; or
  - (iv) the reporting channel as defined and stated in the Company's **Whistleblower Policy**.

#### **5.2. Whistleblower Protection**

- (a) The Company is committed to ensuring that Company Personnel are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

- (b) Wherever possible, all calls, notes, emails and other communications will be dealt with confidentially. The Company provides the Company Personnel the commitment that, wherever possible, their privacy will be protected where a report is made under this Code.
- (c) Please refer to the Company's **Whistleblower Policy** for further information, including the right to speak in confidence and to report our concerns.

### **5.3. Investigations**

- (a) Preliminary investigations of reported breaches are administered by a relevant line manager.
- (b) If a breach of this Code is found to have occurred, a formal investigation process is administered by the CEO (or their delegate) in consultation with the line manager of the offending person.
- (c) Following the preliminary investigations, if a material breach of this Code is found to have occurred, the CEO (or their delegate) and the line manager of the offending person must report such material breach to the Board.
- (d) During the investigation process, all Company Personnel will be expected and have a duty to cooperate with any investigations initiated by the Company.
- (e) Please refer to the Company's **Whistleblower Policy** for further information regarding the investigation process for matters reported under that policy.

### **5.4. Consequences of breaching the Code**

- (a) The Company expects that any breach will be inadvertent and without intent, however, it should be clearly understood that any breach may result in disciplinary action.
- (b) Depending on the nature of the breach, penalties may be imposed ranging from counselling, warning and to dismissal or termination of the contract or engagement (in extreme circumstances). The Company will act objectively and in accordance with any applicable provisions or requirements in an employment/ engagement contract.
- (c) The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

## **6. Sexual Harassment**

- 6.1. The Company has a zero tolerance approach to sexual harassment or victimisation and is committed to taking all reasonable steps to prevent any person from engaging in acts of sexual harassment or victimisation in connection with employment or work with the Company.
- 6.2. 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.
- 6.3. Sexual harassment can take many forms, including physical, verbal, or written (including electronic).
- 6.4. This Code covers sexual harassment is covered in the workplace.
- 6.5. All Company Personnel and volunteers have the same rights and responsibilities in relation to sexual harassment.

- (a) A single incident is enough to constitute sexual harassment – it doesn't have to be repeated.
- (b) The Company will promptly investigate all allegations of sexual harassment (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. Compliance with the Code**

- 7.1. The Board is responsible for monitoring and ensuring compliance with this Code.
- 7.2. The CEO is responsible for providing training to Employees on their obligations under this Code.
- 7.3. Reports of violations of this Code or any other unlawful or unethical conduct are to be investigated and dealt with promptly by Management, and in accordance with the principles of natural justice.
- 7.4. Failure to comply with this Code or any other laws or regulations applying to the Company may result in disciplinary action, including in serious cases, the termination of employment.

## **8. Employee Assistance Program**

- 8.1. Company Personnel are entitled to a certain amount of free, professional counselling from our employee assistance program. Company Personnel may contact 'Psychealth' (details listed below) to access the employee assistance program.

**Phone:** 1800 497 197  
**Email:** [eap@psychealth.com.au](mailto:eap@psychealth.com.au)  
**Website:** [www.psychealth.com](http://www.psychealth.com)

- 8.2. 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 to Company Personnel regardless of whether the issue is related to a workplace problem or some other issue for the Company Personnel.

## **9. Training and Awareness**

- 9.1. Failure to adhere to this Code will be considered a serious misconduct and may result in a disciplinary action which could include termination of employment or contractual arrangements.
  - 9.1.1. All Company Personnel will be provided a copy of this Code as part of the employee onboarding exercise and as and when there has been a change to this Code.
  - 9.1.2. Any questions in the application or the interpretation of this Code should be referred to the Company Secretary.

## **10. Review**

- 10.1. The Board will review this Code every two years (or earlier if required) to determine its adequacy for current circumstances.
- 10.2. The Code may be amended from time to time by resolution of the Board.