



Code of Conduct

Document ID Code	Document Name	Authorized by:	Effective Date	Revision Number	Page
FA0018	Code of Conduct	J Ohayon	5 Aug 2019	E	Page 1 of 6

The purpose of the company's Code of Conduct is to document and communicate an expectation of ethical behaviour for all employees, executives, directors, consultants and contractors ("employees") of SUDA Pharmaceuticals Ltd and its subsidiaries ("SUDA").

SUDA expects that all Directors, senior executives and employees will act honestly and with high standards of personal integrity.

The Code of Conduct is a framework within which all employees are expected to operate under or abide by. It identifies and addresses a number of specific issues however, it should not be regarded as a complete list of all compliance issues. Instead, the Code of Conduct should act as a guide that applies to all that we do whilst affiliated in any such way with SUDA.

Responsibility for ethical conduct is a personal responsibility and every employee will be held accountable for his or her own conduct. Questions about specific ethical or compliance issues should be directed to your direct Manager or a Senior Manager in all instances.

The Code of Conduct should be read in conjunction with Our Values (Attachment 1)

The Code of Conduct is outlined as follows:

SUDA is a publicly listed company and as such must adhere to a high standard of corporate governance. As a representative of SUDA, you must at all times adhere to this standard, by utilising this code of conduct as a guide, keeping yourself informed of policies and procedures and seeking assistance from management should you require further clarification or further guidance. As a team member, you acknowledge and understand the following responsibilities set by SUDA:

i. Mutual courtesy and respect

You will respect and treat with due courtesy all people you interact with as a representative of SUDA. This includes fellow team members, shareholders, suppliers, clients and any other persons you come in contact with during your employment with SUDA. You must endeavour to understand, and give due acknowledgement to, the perceptions of those affected by your work, your actions, your appearance as well as your attitude.

ii. Compliance

At all times you are required to abide by Australian Federal and State legislations. You are also required to comply with SUDA's Quality System and its Quality Manual (FA0009), its Policies and Procedures, details of which are available through the company's files and will be discussed with you in detail during induction and training sessions.

iii. Fair and ethical conduct

You must not attempt to influence or instruct any person to take any action which would involve a breach of this Code of Conduct or any of SUDA's policies and procedures.

iv. SUDA's management team

SUDA's management team and team members, who have been placed in positions of authority, are entitled to your full cooperation.

Personal and professional conduct

At all times as a representative of SUDA you must maintain a high standard of personal and professional conduct. While you are at work or representing SUDA overseas or interstate you are a direct reflection of the company's values and standards and therefore must ensure you do not bring your name, as well as SUDA's, into disrepute. Always exercise good judgment in your interactions and communications with your colleagues, shareholders, clients and suppliers.

Ensure you treat everyone with the respect and courtesy as you would expect in return. Team members are required to act in an ethical manner while promoting the best interests of the company. Team members should not be unduly influenced by relationships with ex-employees or Managers no longer associated with SUDA, and must report all business gifts to their direct manager.

Document ID Code	Document Name	Authorized by:	Effective Date	Revision Number	Page
FA0018	Code of Conduct	J Ohayon	5 Aug 2019	E	Page 2 of 6

You must not accept bribes or any other unlawful or unethical payments or inducements. All gifts and acceptance of business courtesies and facilitation payments must be reported to the CEO.

v. Equal employment opportunities and diversity

SUDA is an equal opportunity employer and is committed to the principles of Equal Employment Opportunity (Policy HR0004) and gender diversity (Policy HR0012). All team members are encouraged to take advantage of the rich opportunities that come with working in an environment that encourages such diversity.

SUDA complies with all applicable laws and is in full support of preventing and eliminating discrimination against any applicant or employee on the grounds of, but not limited to, ethnicity, ancestry, place of origin, colour, citizenship, age, creed, gender, marital status, family responsibilities, pregnancy/potential pregnancy, disability, criminal offences, and/or sexual orientation.

Derogatory or discriminatory language or actions will not be tolerated and will result in severe disciplinary action. SUDA prides itself in promoting and fostering a professional working environment. Discriminatory behaviour is not reflective of the attitude and behaviour SUDA promotes and requires as a business and is against the law.

vi. Harassment

SUDA firmly believes every person has the right to be free from harassment (Policy HR0001) in the workplace and whilst present at corporate functions. This also includes but is not limited to the right to be free from unwelcome sexual conduct or solicitation made by individuals in a situation to confer, grant, or deny employment advancement or any other type of benefit offered by SUDA as a company or an authorised representative to SUDA.

vii. Professional development

SUDA encourages all team members to increase their awareness and training in all topical issues impacting on their relevant industry sector.

viii. Management

It is the responsibility of the Management team to ensure the compliance to all company policies, through leading by example and ensuring the dissemination of communication relevant to team members. Managers and team members placed in a position of responsibility must proactively promote SUDA’s values and encourage professional development within SUDA.

ix. Conflict of Interest

All employees have a duty and responsibility to conduct business solely for the benefit of the Company. All employees are required to sign a confidentiality agreement. Violations of this policy may be treated with disciplinary action up to and including dismissal. As outlined in the Covenant of Non-disclosure in every SUDA employment contract you acknowledge that you will not:

- Canvass, solicit or endeavour to entice away from SUDA any person who at any time during the term or at the date of termination of this Agreement was or is a client or customer of or supplier to SUDA or any subsidiary or division of SUDA or in the habit of dealing with SUDA or any such subsidiary or division;
- Solicit, interfere with or endeavour to entice away any employee of SUDA or any of its subsidiaries or divisions; or counsel, procure or otherwise assist any person to do any of the acts referred to in this clause.

Document ID Code	Document Name	Authorized by:	Effective Date	Revision Number	Page
FA0018	Code of Conduct	J Ohayon	5 Aug 2019	E	Page 3 of 6

x. Improper use of company information

During your employment with SUDA you will become acquainted with, or have access to, confidential information. As part of your employment contract you are legally required to maintain the confidence of such information as well as to prevent its unauthorised disclosure to, or use by any other person, firm or organisation. This means you must be acutely aware of your obligations under SUDA's Privacy Policy as well as its Policies and Procedures.

You are obliged not to use any confidential information for personal gain during or after your employment with SUDA for any purpose other than for the direct benefit of SUDA. This clause remains valid for a period of two years after any cessation of employment with SUDA. You shall not remove any confidential information from the premises of SUDA without the prior written consent of a Senior Manager and any such information in your possession must be returned to SUDA forthwith, whether or not you receive a direct request.

You shall not either during your employment with SUDA or after your termination of employment use information relating to the business or trading activities of SUDA acquired by virtue of your position to gain direct or indirect advantage for yourself or any other person, or to cause detriment to SUDA or its customers. You shall not make any notes or memoranda relating to any matters within the scope of the business of SUDA or concerning its dealings either during the term of your employment or afterwards except for the benefit of and by SUDA's direction.

Confidential information includes but is not limited to any documentation or information relating to the affairs of SUDA which is not publicly available and relates directly to the business activities of SUDA including, but not limited to financial information, processes, equipment, techniques, customer lists, site, trade secrets, or software development, licensing information and marketing information.

It is important to note that all work developed and done during the course of your employment with SUDA automatically becomes the company's intellectual property. You do not have a right to copy or take this information with you unless you gain permission from a Senior Manager. All hardware, software or communication devices that you may have been given access to remain the property of SUDA and therefore must be treated with all due care and returned upon request or cessation of employment arrangements.

xi. Insider trading

As a valued team member of a publicly listed company, it is crucial that you uphold the high standards of corporate governance which SUDA is required under law to adhere to. This means that except in the course of performing your duties as an employee or with the Management's express authority, it is forbidden to give or disclose, directly or indirectly, any information about SUDA's business or future plans or anything of which you may have official knowledge.

The board and Senior Management are required to comply with the company's Share Trading Policy when buying or selling shares in the company. (Policy FA0001)

xii. Alcohol, drug and tobacco use and gambling

It is the policy of SUDA to provide a safe and productive work environment that is free from the effects of alcohol and drug abuse as well as gambling. No employee shall report to work or remain at work while under the influence of an illegal drug, controlled substance, or alcohol (Policy HR0003). Likewise, the use, sale, manufacture, transfer, or possession of alcohol, illegal drugs, or controlled substances on the job or engaging in any gambling activities, on SUDA property, or in SUDA. As part of SUDA's compliance and active promotion of Occupational Health and Safety obligations, the use of tobacco inside the office premises is expressly forbidden.

All company functions will be held where possible in venues that cater for both smokers and non-smokers. Team members or any other representatives or persons affiliated with SUDA who violate these conditions are subject to serious disciplinary action, which may include the immediate termination of employment. SUDA will actively facilitate the rehabilitation process of any team member wishing to seek assistance and/or medical treatment where necessary.

Document ID Code	Document Name	Authorized by:	Effective Date	Revision Number	Page
FA0018	Code of Conduct	J Ohayon	5 Aug 2019	E	Page 4 of 6

xiii. Grievances and complaints

All grievances and complaints (Policy HR0008) will be treated confidentially. A team member's identity must not be divulged except upon agreement or as a result of legal necessity. SUDA will ensure the protection of employees who have a legitimate grievance or who 'whistle-blow'. SUDA will provide team members who file a complaint or bring to management attention any criminal behaviour or breaches to SUDA's code of conduct with adequate protection, provided the motivation for raising the complaint was not vindictive or for personal gain and resulted from obligation as a SUDA employee or as a result of a legitimate grievance.

xiv. Communication

SUDA believes that its continued success resides in its ensuring that its stakeholders are kept informed in timely manner therefore SUDA will pursue innovation in the fields of Information Technology, Communications and Media. (Policy FA0008 and FA0012)

SUDA takes very seriously its commitment to its shareholders, employees as well as the community at large and will proactively ensure that its values are promoted within the organisation as a whole, and are reflected in its business activities and daily operations.

Breaches of this company policy will be subject to appropriate disciplinary action.

Document ID Code	Document Name	Authorized by:	Effective Date	Revision Number	Page
FA0018	Code of Conduct	J Ohayon	5 Aug 2019	E	Page 5 of 6

Attachment 1: Our Values

To create fair value for Shareholders, without exploiting others.

To establish enduring relationships with:

- People who share our vision.
- People who treat us with respect.
- People who respect and value the contribution of others.
- People who act responsibly and stand accountable for their actions.
- People who are prepared to act to protect the interest of others.
- People who recognize the value of their own reputation.
- People who respect other people's money and use it wisely.
- People who have real skill and experience they are prepared to share, not protect.
- People who care about the lives, and respect the rights, of others.
- People who recognize the value of others by deeds not words.

Document ID Code	Document Name	Authorized by:	Effective Date	Revision Number	Page
FA0018	Code of Conduct	J Ohayon	5 Aug 2019	E	Page 6 of 6