



farmaforce

INNOVATIVE PHARMACEUTICAL SALES

CODE OF CONDUCT

1. PURPOSE

FarmaForce Pty Ltd ("FF" or "Company") is committed to the highest of standards from all its associates which must be adhered to at all times. The Purpose of this Code of Conduct is to outline the principles and behaviours requisite in achieving those high standards of professional behaviour. Any breach of such standards will constitute disciplinary action in accordance with FF's procedures which may include the termination of employment and/or contractual arrangements.

Any breach of this Code of Conduct should be reported to Human Resources or the respective supervising manager.

KEY PRINCIPLES OF FARMAFORCE'S CODE OF CONDUCT

- Maintaining Confidentiality
- Acting with Care and Diligence
- Acting Honestly & Ethically
- Respect for People & Property
- Legal Compliance

THIS CODE APPLIES TO ALL FULL AND PART-TIME FARMAFORCE DIRECTORS, OFFICERS, EMPLOYEES, CONTRACTORS AND OTHER TEMPORARY STAFF WORLDWIDE.

Our business activities touch many people's lives, including patients, physicians, shareholders, employees, regulators, partners, those who pay for healthcare and the communities around us. Maintaining the trust and confidence of these groups means ensuring that our high level values are translated into consistent and appropriate behaviour worldwide. Everyone is required to be aware of, and conduct their activities in accordance with this Code, all supporting policies and applicable codes, and the laws and regulations of the countries in which we work and do business. We must operate to the highest of the standards required by these various authorities, and always have due regard to national legislative requirements, as a minimum, and to circumstances where the laws of more than one country may apply.

Managers are responsible for providing appropriate support to enable their teams to understand the requirements of this Code, the relevant supporting policies, the laws and regulations of the countries in which they work, and how they should be applied in practice. Managers are also responsible for providing assurance on these matters to the Board of Directors of FarmaForce. These responsibilities reinforce our core value of Integrity and High Ethical Standards. In addition, FarmaForce could suffer substantial reputation harm and financial consequences, including the imposition of criminal and/or civil fines and other penalties, for failure to comply with the laws and regulations of the countries in which we do business.

The following sections of this Code outline FarmaForce's core commitments – what they mean and how they should be actively implemented at all levels within the Company.

You must also be prepared to exercise good judgement and common sense in deciding the right actions to take, because this Code and our supporting policies cannot cover every situation that may arise. You should ask questions if you are unclear about any aspect of this Code, or if you are not sure how to respond to an issue that the Code does not address.

You must also promptly report any known, suspected or observed violations of laws, regulations, this Code or supporting policies of which you become aware.

2. CONFIDENTIAL INFORMATION

ALL OFFICERS, CONTRACTORS AND EMPLOYEES ARE PROHIBITED FROM INSIDER TRADING FOR THEIR OWN OR OTHERS' PERSONAL PROFIT.

We must not use any non-public information about FarmaForce or other companies learnt through our employment to influence our, or anyone else's, decision to purchase or sell securities.

This requirement applies even after a person has finished working for FarmaForce. Confidential information should be protected from improper disclosure, and any authorised communication of confidential information should be limited to individuals who have a "need to know".

3. ANTI-COMPETITIVE BUSINESS ACTIVITY AND PRACTICES

FARMAFORCE IS COMMITTED TO COMPLYING WITH ALL COMPETITION AND ANTI-TRUST LAWS APPLICABLE IN THE COUNTRIES WHERE WE OPERATE.

In our efforts to drive the success of our business, we must only seek competitive advantage through lawful means.

We must not act in ways that stifle the free market, and we must not exchange information or enter into agreements or understandings with competitors, customers, suppliers or other third parties in a way that improperly influences research and development activity, manufacturing, marketing, sales, distribution or employee compensation practices, or involves bid-rigging or boycotts.



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If we have a dominant or monopoly position, competition laws may impose a special responsibility on the Company not to abuse that position to keep out competitors or to exploit customers.

We must only engage in dialogue with our competitors when there is a legitimate business reason to do so.

FarmaForce IS COMMITTED TO TRADING IN A LEGAL AND ETHICAL MANNER.

We must comply with trade regulations and restrictions if they have been approved by recognised national and international authorities, including the United Nations, the European Union, the United Kingdom, Sweden and the United States.

We must not comply with other boycotts or trade restrictions.

We must obtain necessary licences for the import and export of materials and other items, and we must provide accurate, truthful information about these to Customs authorities.

4. FAILURE TO COMPLY WITH THIS CODE

ANY FAILURE TO COMPLY WITH THIS CODE, ITS SUPPORTING POLICIES, OR THE LAWS AND REGULATIONS OF THE COUNTRIES IN WHICH YOU WORK, WILL BE FULLY INVESTIGATED AND APPROPRIATE ACTION TAKEN. THIS MAY INCLUDE RE-TRAINING, DISCIPLINE, OR OTHER CORRECTIVE ACTION, UP TO AND INCLUDING TERMINATION OF EMPLOYMENT, DEPENDING ON THE CIRCUMSTANCES. VIOLATIONS OF LAW CAN ALSO RESULT IN IMPOSITION OF CRIMINAL AND/OR CIVIL FINES AND OTHER PENALTIES DEPENDING ON APPLICABLE LAW.

FarmaForce is committed to working only with contractors, such as suppliers, joint venture or partners, and research or licensing partners, who embrace standards of ethical behaviour that are consistent with our own.

5. MAINTAINING CONFIDENTIALITY

FARMAFORCE IS COMMITTED TO THE HIGHEST OF STANDARDS WITH RESPECT TO MAINTAINING CONFIDENTIALITY WHICH IS CONSISTENT WITH ITS CORE VALUES OF ACTING PROFESSIONALLY AT ALL TIMES.

FarmaForce is committed to working only with contractors, such as suppliers, joint venture or partners, and research or licensing partners, who embrace standards of confidentiality ensuring that confidentiality is not divulged about the organisation, its employees, customers or suppliers without authorisation.

6. RESPECT FOR PEOPLE AND PROPERTY

FARMAFORCE IS COMMITTED TO PROMOTING AND MAINTAINING A CULTURE OF RESPECT AND EQUAL OPPORTUNITY, IN WHICH INDIVIDUAL SUCCESS DEPENDS SOLELY ON PERSONAL ABILITY AND CONTRIBUTION

FarmaForce values highly the diversity of skills and abilities that a global workforce brings to our business. We are committed to supporting diversity in our workforce and in our leadership and to developing all the talent within our organization.

All decisions about recruitment, hiring, compensation, development and promotion must be made solely on the basis of a person's ability, experience, behaviour, work performance and demonstrated potential in relation to the needs of the job.

The harassment of any FarmaForce employee or anyone with whom we do business, is unacceptable. Any person who believes that they or others have been subject to unlawful discrimination or harassment should report the incident and circumstances to their manager, a Human Resources manager or other senior manager, who will arrange for the incident to be investigated appropriately and impartially.

FARMAFORCE IS COMMITTED TO CARRYING OUT ITS BUSINESS IN AN ENVIRONMENTALLY RESPONSIBLE MANNER, AND TO PROMOTING A SAFE AND HEALTHY WORKPLACE FOR ALL OUR PEOPLE WORLDWIDE.

We manage our environmental impact and seek to continuously improve the sustainability of our activities by, among other things, economising on our use of non-renewable energy and raw materials; minimising the amount of waste we generate, and minimising any adverse environmental effects associated with our business.

The Company also works to identify, mitigate and monitor existing and emerging risks to the environment associated with our business activities, as well as to the health and safety of our employees and others who visit or work on our premises, and to the communities in which we operate.

We go beyond legal minimums to proactively reduce the potential for exposure to chemical, biological, physical and other hazards in the workplace; reduce the risk of other accidents in our research, promote safe driving, and help our staff to manage their health and wellbeing.

We also aim to promptly and effectively respond to, investigate and share learning from incidents that resulted in, or had the potential to result in, serious illness or injury or environmental harm, and to take any appropriate corrective action promptly.

Everyone is expected to integrate safety, health and environmental considerations into their day-to-day work activities. Line managers also have a duty to provide their teams with a safe and secure business environment, including building awareness of potential security risks and how they should be managed.



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FARMAFORCE PROPERTY AND RESOURCES MUST BE USED ONLY FOR THE PROPER ADVANCEMENT OF OUR BUSINESS AND NOT FOR PERSONAL GAIN, NOR FOR ANY FRAUDULENT PURPOSE.

Our duty to our shareholders includes making the best use of the Company's property, money and other resources.

As part of our strategic commitment to driving operational excellence, we must ensure that our property, resources and information systems are protected and kept secure at all times from unauthorised use, damage, disclosure, diversion or removal, whether through accident, improper act or breach of trust.

As part of this, everyone has responsibility for protecting the Company's electronic systems, communications network and computing resources, as well as preserving the integrity and confidentiality of Company information.

7. PROTECTING PERSONAL INFORMATION

FARMAFORCE IS COMMITTED TO PROTECTING ANY PERSONAL INFORMATION COLLECTED OR HELD DURING THE COURSE OF OUR BUSINESS ACTIVITIES, BY ENSURING HIGH STANDARDS OF DATA PROTECTION WORLDWIDE.

We must collect, use and retain only as much personal information as we need for legitimate business, human resources or scientific purposes, or to satisfy any legal requirements. Where required by law, we must also obtain appropriate consent to such collection and use, and inform individuals about the purposes for which their personal information may be used.

Once its purpose has been fulfilled, personal information must be destroyed in accordance with our legal obligations and Company document retention policies.

We must only share personal information with affiliates and third parties if they have a legitimate need to know it, and only if we are reasonably assured that they will suitably safeguard the information once it is in their hands, or if required by law.

We must give special consideration to any additional applicable requirements before sensitive personal information is collected or used, or where information is transferred or processed outside its country of origin, because it may become subject to different laws with different or competing requirements.

8. AVOIDING CONFLICTS OF INTEREST

WE MUST NOT ALLOW PERSONAL OR FAMILY INTERESTS TO INFLUENCE OUR PROFESSIONAL JUDGEMENT.

We must never accept anything of value, if it would constitute either an inducement to make, or a reward for making, any decision favourable to the interests of a third party.

We must not accept gifts or hospitality that may compromise our independence or judgment regarding a third party. This includes hospitality or entertainment with a value that exceeds locally established limits, that is not customary or that is otherwise likely to be seen as inappropriate.

Whilst we are free to make personal financial investments and to maintain social relationships with people we meet through business activities, our business relationships must not create any interests that may conflict, or have the potential to conflict, with those of FarmaForce.

9. LEGAL COMPLIANCE

COMMITTED TO COMPLYING WITH RELEVANT STATUTORY AND OTHER RELEVANT REGULATORY AUTHORITIES

FarmaForce Pty Ltd is committed to complying with all Federal, State, and local laws and regulations, particular regard to the following:

- Not participating in or allowing FarmaForce to be involved in any illegal activity;
- Not seeking or accepting a bribe, commission, inducement or procurement fee with any agent or business partner in connection to the business activities of FarmaForce;
- Ensuring that delegated authority limits are complied with;
- Ensuring that legislation governing insider trading and other illegal trading activities and related issues are understood and having policies in place for the adherence to such a policy for employees whom have access with share price sensitive information;
- Adherence to the Therapeutic Goods Act 1989 (Cth), Regulations and Order, and all other relevant legislation; and
- Adherence to all FarmaForce Occupational Health & Safety Policies and Procedures.



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10. WHAT HAPPENS IF THERE IS A BREACH OF THIS POLICY

CONSEQUENCES TO A BREACH OF THIS POLICY

Breaches of this Code of Conduct will lead to disciplinary action being taken by FarmaForce Pty Ltd. In certain circumstances such action may also include the termination of employment and/or contract with FarmaForce.

11. CONTACT DETAILS

HUMAN RESOURCES

FarmaForce Pty Ltd
Level 6, 222 Clarence St
Sydney NSW 2000
Tel: 02 8239 5400

Policy last updated

30th April 2014



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