



Code of Conduct

- ▶ Reviewed and approved by: Group Head of HR
- Effective from: 01 February 2019



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1. Purpose

Soho Flordis International Pty Ltd., including its subsidiaries and affiliated companies worldwide (hereinafter, “**SFI Group**” or “**SFI Health**”), is committed to conducting its business in accordance with all applicable laws, rules and regulations with the highest standards of business ethics.

The purpose of this Code of Conduct (“**CoC**”) is to provide guidance to SFI Health employees in recognising and dealing with ethical issues they may come across at work, or while performing any work duties outside of work, and to provide a mechanism for reporting unethical conduct.

2. Scope

This CoC applies to all SFI Health employees, contractors and agents of SFI Health, hereafter referred to as employees, while at work, representing the company in any work related event, or when performing work duties outside of work.

3. Definitions

CoC	Code of Conduct
COI	Conflict of Interest
SET	Senior Executive Team

4. Conduct of Business

The Board Members of SFI Health and the Senior Executive Team of the SFI Group (“**SET**”) shall conduct SFI Health’s business in an efficient and ethical manner and in meeting its obligations to shareholders and other stakeholders.

All SFI Health employees have a duty to conduct all business dealings with honesty and fairness, and in compliance with all applicable laws and regulations to promote SFI Health interests at all times. Employees are prohibited from:

- Taking advantage of opportunities that are discovered through SFI Health’s property, information, or his/her position in SFI Health ;
- Perform any activities that compete directly or indirectly with the business of SFI Health or with any business that SFI Health is considering;
- Using SFI Health’s property, information or position for personal advantage and/or profit. If SFI Health has decided not to pursue an opportunity that relates to the SFI Health’s business activity, he/she may pursue such activity only upon due disclosure and permission by the Board of Directors of SFI Health or other appointed person/committee.

5. Conflict of Interest

Each SFI Health employee must at all times use her/his best endeavours to avoid having his/her private interests interfere with:

- The interests of the SFI Health Group;
- His/her ability to perform his/her duties objectively and effectively.

A conflict of interest may arise when:

- employees or their family members receive improper personal benefit as a result of his/her position in SFI Health;
- employees' involvement in any outside business activity detracts from their ability to devote appropriate time and attention to his/her responsibilities as an employee of SFI Health;
- employees receive any gifts, loans and/or entertainment that might be considered as a bribe, kickback, or other forms of payment, from any person and/or company with which SFI Health has current or prospective business dealings;
- employees have any significant ownership or interest (greater than 1%) in any supplier, customer, development partner or competitor of SFI Health.

It is the responsibility of each SFI Health employee to avoid any actual, as well as any potential conflicts of interest. All employees are also responsible for making full disclosure of any conflict of interest or potential conflict of interest to their manager, a member of the HR team or to a member of the SET where appropriate.

Directors and /or management personnel of the SFI Group shall make full disclosure of any conflict of interest to the Board of Directors of the relevant SFI Health legal entity and seek the Board's authorization to pursue any transactions or relationship that could give rise to an actual conflict of interest with SFI Health.

6. Confidentiality

Each SFI Health employee should maintain confidentiality on proprietary information of SFI Health or that of any customer, supplier or business partner to which SFI Health has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information (including private, proprietary and other information). Disclosure of confidential information might be of use to competitors or may harm the SFI Group or the applicable customer, supplier or business partner. The use of confidential information by any employee, contractor or agent for his/her own advantage or profit is also prohibited.

7. Fair Dealing

Each SFI Health employee should deal fairly with customers, suppliers, competitors and other employees of group companies. They should not take unfair advantage of anyone, through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing practices.

8. Compliance with Laws and Regulations

Each SFI Health employee shall comply with all applicable laws, rules and regulations and may not take any action which he or she knows, or should reasonably know, violates any law, rule or regulation. Any employee who is unfamiliar or uncertain about the legal rules involving SFI Health business conducted by him/ her should consult the General Counsel Department, before taking any action that may jeopardize SFI Health's or that individual's interests.

In particular, compliance with all applicable laws relating to the following areas shall be ensured by the responsible functions:

- Human rights and anti-discrimination rules;
- Employment laws;
- Unfair competition/antitrust laws and regulations;
- Pharmaceutical regulations;
- Export Control regulations and Embargo Acts;
- Advertising laws and regulations.

9. Holding Public Office

SFI Health encourages its employees to become involved in civic and community affairs. However, due to possibility of embarrassment to both SFI Health and the employee when an employee holds public office in a community in which SFI Health operates, employees are requested to inform the Group Head HR and the General Counsel of any public office they hold or of their intention to seek public office. To avoid misunderstanding, it is the responsibility of all employees holding public office to disclose any actual or possible conflict of interest to interested parties, including SFI Health, and to disqualify themselves from any action in which SFI Health has an interest.

10. Selection of Vendors and Suppliers of Goods and Services

The selection of a vendor or other supplier of goods or services to SFI Health must be based on quality, need, performance and cost, and no other considerations. In dealing with vendors and suppliers, it is the responsibility of all employees to actively promote the best interests of SFI Health, within legal limits and in accordance with the ACP and this CoC, through aggressive attention to opportunities and the obtaining of fair terms and treatment for SFI Health.

11. Contributions

10.1 Political contributions

There are many laws and regulations which prohibit or severely limit corporate payments of cash, merchandise or services in connection with political activities. Because this is an extremely sensitive area, SFI Health policy strictly prohibits any contribution of SFI Health funds, assets, services or use of facilities, regardless of form, to any political party, or candidate for, or holder of, any political office.

10.2 Charitable and Similar Contributions

SFI Health has a vital interest in effective working partnerships between SFI Health and the communities in which it operates and where SFI Health employees and customers live and work. As such, it is important that there be a planned program of financial contributions for charitable, civic and similar purposes to reflect SFI Health's policy on a company-wide basis. Consequently, no contributions of SFI Health funds or services shall be made except in accordance with the program and guidelines in effect from time to time.

12. Questions or concerns relating to this Code of Conduct

The General Counsel is the contact person for an employee, via his/her superior, in the event of doubts about the interpretation of this CoC. The employee raising the doubt must in principle wait for the reply/ decision of the General Counsel, before taking the dubious action and /or accepting the dubious benefit or availing him/herself of the dubious advantage.

13. Responsibilities

The directors, officers and employees of SFI Health must not only comply with applicable laws and regulations, but shall also commit to an honest and ethical conduct of business.

14. Legislations and references

This CoC is supplemented by the SFI Health ACP and ACP Implementation Procedure, with respect to anti-corruption issues.

The following is a list of other SFI Health documents that should be referred to when reviewing this CoC:

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| Conflict of Interest declaration | https://app.smartsheet.com/b/form/9d53e363ee7a409398ea91e7c42c4411 |
| POL-HR-002 | Anti-corruption Policy |
| POL-HR-006 | EEO, Discrimination, Harassment, Bullying and Workplace Violence Policy |