

Code of Conduct

iNova Pharmaceuticals (**iNova**) is firmly committed to conducting its business with integrity, honesty and fairness and in compliance with all relevant laws, regulations, codes and standards.

This Code of Business Conduct (**Code**) sets out certain minimum standards of acceptable conduct in our dealings with each other, our customers and the general public.

The obligations set out in this Code apply in addition to obligations imposed under any contract of employment or service, law, regulation, industry code or other iNova policy. In the case of any inconsistency, the most stringent requirement or obligation will apply.

This Code applies to all employees, officers, agents and contractors of iNova Pharmaceuticals (including owned or affiliated companies) worldwide (**Representatives**). All Representatives must read and acknowledge this Code before or upon commencing their employment or engagement, and thereafter as required by the Company.

1. Bribery and Corruption

iNova strictly prohibits the offer or provision of any Bribe by any Representative to any Government Official, Healthcare Professional or customer anywhere in the world.

iNova also prohibits Representatives from soliciting, receiving or accepting any Bribe.

All Representatives must read, understand and strictly comply with the [iNova Anti-Corruption Policy](#).

Violations of local and/or international anti-corruption laws can result in significant penalties, including significant fines and possible imprisonment for the individuals involved, as well as reputational damage.

Third party Intermediaries acting on behalf of iNova must be properly assessed for compliance-related risks prior to being engaged by iNova, and must agree to comply with and be trained on the [iNova Anti-Corruption Policy](#).

It is essential that Representatives maintain accurate and complete business records of all transactions with Government Officials and/or Healthcare Professionals.

2. Political activities and donations

Political endorsements and/or donations (including contributions through fundraising events) must not be made by or on behalf of iNova unless expressly authorised by the Group CEO and the General Counsel.

Representatives may choose to participate in the political process in a personal capacity, in their own time, but such activities must not reflect on iNova in any way.

3. Interactions with Healthcare Professionals

iNova is committed to following the highest ethical standards in all of its dealings with Healthcare Professionals.

Interactions with Healthcare Professionals must have the primary purpose of enhancing medical knowledge and improving the quality use of therapeutic goods. iNova products may only be promoted to Healthcare Professionals in a manner that is truthful, not misleading, scientifically robust and in accordance with their approved indication(s).

iNova has created written policies and procedures to ensure compliance with applicable laws, regulations and codes relating to the promotion of iNova products in the jurisdictions where we operate. Such policies and procedures recognise the need to be commercially effective in the marketplace while maintaining our commitment to act ethically and responsibly. All Representatives who interact with Healthcare Professionals must be familiar with and adhere to these policies and procedures.

Strict rules apply with respect to payments or transfers of value to Healthcare Professionals. Representatives must ensure that all interactions with Healthcare Professionals serve an appropriate and ethical business purpose, and do not interfere with the Healthcare Professional's independent medical judgement.

4. Business records and reporting

Representatives must create and maintain accurate and complete business records.

Business records must accurately reflect and properly describe the transactions they record in sufficient detail. Records must not be falsified under any circumstances, nor contain information that is misleading or incomplete.

Finance personnel are required to comply with all applicable local and international accounting practices and standards. Transactions or payments must not be concealed or accounted for inappropriately. All expenses must be fully documented, with applicable receipts and supporting documentation.

Records must be retained in accordance with the [Records Retention Policy](#).

5. Quality assurance

iNova is committed to the manufacture and supply of high quality products.

Representatives involved in the development, production, distribution, or sale of products have a responsibility to ensure those products are safe, effective and meet all applicable regulatory requirements and our customers' expectations. Without limiting the foregoing, Representatives must:

- understand and abide by all quality policies and procedures and current good manufacturing and clinical practices;
- conduct research, product development and clinical studies ethically, honestly and with scientific rigor;
- label products with accurate and complete information; and
- cooperate with local regulatory authorities.

Representatives must never inappropriately substitute materials, components, procedures or products, intentionally fail to provide requisite quality controls or deviate from quality standards to meet a commercial aim.

6. Conflict of Interest

A conflict of interest arises where the professional judgement of a Representative is or may be inappropriately influenced by the Representative's outside activities, interests or relationships.

Examples of activities, interests or relationships that can give rise to a conflict of interest include:

- Ownership of an interest, whether directly or through a family member, in any entity that does business with iNova, such as a restaurant used by iNova to cater functions.
- Service as an officer, employee, or consultant with an entity that is a competitor of iNova.
- Employment or service with any Government entity that regulates iNova's activities.
- Part-time employment at a pharmacy that stocks iNova products.
- The promotion of iNova products to a Healthcare Professional who is a family member.

Conflicts of interest (and possible conflicts of interests) must be fully disclosed in writing prior to the commencement of a Representative's employment or engagement with iNova and, thereafter, anytime a conflict (or possible conflict) arises or changes.

A Representative must not allow a conflict of interest to exist or arise unless the conflict has been declared in writing to their line manager and the line manager has either accepted the conflict and/or made arrangements to manage the conflict (ie. put in place measures to workaround or overcome the conflict).

If a conflict cannot be appropriately managed (ie there is no practical workaround), a Representative may be required to cease the activity, interest or relationship giving rise to the conflict as a condition of ongoing employment or engagement with iNova.

7. Gifts and benefits

Representatives must not accept:

- gifts of more than a nominal value;
- lavish hospitality or entertainment; or
- any other substantial benefit or favour,

from any person or organisation that does or may do business with iNova.

Representatives may accept unsolicited nominal gifts or benefits (in keeping with local business custom), or moderately priced hospitality or entertainment, only with the full knowledge of and approval of their line manager.

Representatives must never accept gifts, hospitality, entertainment, benefits or favours from any third party where they create an appearance of impropriety.

In most markets in which iNova operates, the provision of even modest gifts and benefits to Healthcare Professionals and Government Officials, is prohibited or strictly regulated. Even if permitted by local laws and regulations, gifts, hospitality, entertainment, benefits or favours to any third party that iNova does business with (or may do business with) must be modest and appropriate. Specific guidance on gifts and benefits is set out in the Sales and Marketing Guide.

Any questions regarding the appropriateness of gifts, hospitality, entertainment, benefits or favours should be directed to your line manager and/or the Legal team.

8. Use of Company Property

Representatives are responsible for the correct use of iNova property, including intangible property such as intellectual property.

iNova property must not be used for any private purpose or benefit unless such use is expressly approved in accordance with a specific iNova policy.

Representatives must protect company property against loss, theft and misuse.

9. Confidential information

Representatives must maintain the confidentiality of company information.

All business information of iNova must be treated by Representatives as confidential information and must not be used other than as strictly required by a Representative to fulfil his/her duties.

Representatives must use all reasonable endeavours to protect iNova's business information.

Representatives must not accept any information where there is reason to suspect that the information has been obtained as a result of a breach of confidence or privacy.

Proprietary information developed while employed or engaged by iNova is owned by the company.

10. Security of electronic information

Representatives must be vigilant to protect the security of the company's electronic information and systems.

Representatives must exercise appropriate precautions in accessing computer systems and in transmitting information, messages or data to others.

Representatives must also take appropriate steps to protect any devices used to access or exchange company information against unauthorised access and the introduction of malware.

11. Social media

iNova recognises the importance of participating in the open exchange of information and ideas online.

However, we also operate in a regulated industry, where local laws and regulations limit the information that we can publish, whether online or offline. It is therefore important that Representatives do not publish, in a personal capacity, any information about iNova or iNova products in breach of any such laws or regulations.

When iNova wishes to communicate information publicly, only designated personnel will be authorised to speak or publish information on behalf of iNova.

Representatives will be personally responsible for all information that they publish online, including on social media, in their personal capacity. Notwithstanding the foregoing, Representatives must:

- if discussing iNova or iNova products, identify themselves as an employee or contractor of iNova but must make it clear that they are speaking on behalf of themselves and not on behalf of iNova;
- not disclose the confidential or proprietary information of iNova or any third party (including any customer) under any circumstances;
- not publish content that could damage any customer of iNova;
- not use obscene, discriminatory or offensive language or engage in any conduct that would not be acceptable in iNova's workplace;
- not post information about any other Representative or person without that person's consent;
- always use good judgment and common sense in deciding what to publish and seek guidance from their manager if in doubt; and
- ensure that online activities do not interfere with the performance of their job.

12. Corporate branding and trade mark guidelines

Representatives must follow all iNova corporate style and trade mark guidelines as communicated and updated from time to time, including when using social media and professional networking sites.

Employees must not do anything that damages (or is likely to damage) the reputation of iNova.

13. Copyright

Representatives must respect the rights of third party copyright owners when producing materials and business records. Representatives should particularly be mindful of using publicly available images or media articles in promotional materials or presentations without the written consent of the copyright owner or licensor.

Copyright infringement can result in significant individual and corporate penalties.

14. Workplace conduct and relationships

Our work environment should be a place where people are treated fairly and with respect.

iNova is an Equal Opportunity Employer and will not tolerate harassment (including bullying or sexual harassment) or discrimination based on factors such as race or nationality, religion, age, marital or family status, sexual orientation, gender identity, pregnancy, or disability.

Representatives must follow local, regional and group policies with regard to workplace conduct and relationships.

15. Workplace health and safety

iNova is committed to providing a safe, healthy and secure work environment for all employees.

Without limitation, Representatives must:

- perform all work safely, particularly where work involves the operation of any vehicle or manual handling;
- immediately report incidents and hazards using the established process; and
- ensure that their own or others' work performance and safety is never impaired by alcohol or drugs.

Representatives must strictly comply with all policies, manuals, guidelines and directives issued by iNova with regard to workplace health and safety matters.

16. Competition

iNova seeks to compete fairly and ethically for business, in accordance with all applicable competition/antitrust laws.

Breaches of competition/antitrust laws can give rise to significant individual and corporate civil penalties and/or criminal prosecution.

Following are some examples of conduct that may contravene competition/antitrust laws:

- making false, misleading or exaggerated claims or statements about iNova products;
- fixing or controlling prices or allocating territories or markets with a competitor;
- boycotting certain customers or suppliers;
- limiting the supply or distribution of any product; and
- prohibiting distributors from re-selling a product below a specified price.

Representatives must familiarise themselves with iNova's obligations under local competition/antitrust laws. However, Representatives are required to seek specific advice and guidance from the Legal team with respect to all competition/antitrust law matters.

Representatives must also notify the Legal team if they:

- become aware of any complaint against iNova for a breach of competition/antitrust laws;

- know or suspect that any Representative or third party competitor of iNova has engaged in conduct that breaches (or may breach) competition/antitrust laws; or
- are contacted by their local competition law regulatory authority.

17. Competitive intelligence

Representatives must not obtain or attempt to obtain a competitor's proprietary information in circumstances where there is reason to believe the disclosure or collection of such information may be illegal or unauthorised.

18. Reporting compliance issues

iNova encourages Representatives to ask questions and report compliance issues.

Representatives are encouraged to direct questions or report possible violations to their manager in the first instance. Alternatively, such questions or reports should be directed to the local HR department and/or the General Counsel.

An alternative reporting process is available via the iNova Ethics Point site located at www.inovapharma.ethicspoint.com. Reports can be submitted on an anonymous basis by phone (local phone numbers will be displayed when you select your location) or via the online contact form. Representatives may use the service 24 hours a day, 7 days a week and reports can be submitted in local language.

Any manager who is in receipt of a report regarding a breach or potential breach of this Code must forward the report to the General Counsel. In the event that the General Counsel is the subject of such report, the report should be forwarded to the Group CEO.

Retaliation in any form against an employee who raises a grievance or complaint in good faith will not be tolerated. However, complaints that are proven to be malicious or vexatious may result in formal disciplinary action.

19. Investigations

The General Counsel will be responsible for managing or directing the investigation of any alleged breaches of this Code.

Depending on the nature of the alleged breach, the General Counsel may retain third parties, including outside legal counsel, to investigate and advise on the alleged violation.

An investigation may include interviews with individuals named in the complaint and, where necessary, witnesses to the conduct that is the subject of the complaint. Representatives are expected to cooperate with and maintain the confidentiality of any such investigation

The General Counsel may:

- (a) recommend any action (including disciplinary action) which he or she considers appropriate with respect to any complaint; and
- (b) report any complaints and/or investigations to the iNova Executive Team.

To the fullest extent possible, iNova shall endeavour to maintain the anonymity of any person making a complaint, individual(s) named in the complaint and any individual(s)

participating in an investigation. However, legal or business requirements may not allow for complete anonymity.

20. Disciplinary action

Any breach of this Code may lead to disciplinary action, which may include oral or written reprimand, demotion, withdrawal of or ineligibility for benefits (such as bonus payments), suspension or termination.

Breaches involving criminal activity may also need to be reported to the police.

Disciplinary action may also be taken:

- when a Representative fails to report or withholds relevant information concerning a breach of this Code, or fails to cooperate with a related investigation; or
- when there has been inadequate management or lack of diligence by a manager or manager in connection with a breach of this Code.

21. Definitions

Bribe means the provision or promise of any payment, benefit, favour or thing of value to a recipient where the intent is to influence the recipient's performance of his or her duties for an improper benefit or business advantage.

Government Official means:

- officers, employees or contractors of the Government or any Government agency;
- elected officials or candidates for political office
- directors, officers and employees of non-governmental international organizations (eg. World Health Organization)
- any member of a royal or ruling family; and
- any person with the responsibility to allocate or influence expenditures of Government funds, including persons serving in unpaid, honorary or advisory positions.

It includes any Healthcare Professional working in, on behalf of, or otherwise affiliated with a Government healthcare facility, institution, university or hospital, as well as any Healthcare Professional paid in whole or in part by a public healthcare system.

Healthcare Professional means any individual in a position to recommend, prescribe or influence the purchase of iNova products, including: medical practitioners, psychologists, dentists, pharmacists, optometrists, chiropractors, physiotherapists, nurses and any other person deemed a healthcare professional under local laws and regulations. The local definition may also include pharmacy assistants, natural health practitioners, wholesalers of therapeutic goods and purchasing officers in hospitals.

Intermediary means any third party that represents or acts on behalf of iNova in dealings with Healthcare Professionals or Government Officials, and may include distributors, outsourced sales force, regulatory consultants, lobbyists, customs agents, and international logistics providers.



**CODE OF BUSINESS CONDUCT
ACKNOWLEDGEMENT**

I have received, read and understood the iNova Pharmaceuticals Code of Conduct (**Code**).

I agree to fully comply with the Code and related policies and procedures set out or referred to in the Code.

In particular, I understand and acknowledge that the work for which iNova employs or engages me includes access to information (such as customer, supplier, sales and pricing information, manufacturing drawings and processes), which is private, confidential and/or trad secret property belonging to iNova. I promise to receive such information in confidence and will not, during or after my employment, make use of such information outside of my work for iNova. I understand that my obligations will continue whether or not my employment with iNova is terminated voluntarily or involuntarily, or with or without cause.

To the best of my knowledge and belief, neither I (nor any member of my family) has any interest or connection that constitutes a conflict of interest as this term is described in the Code, including employment by me outside iNova, except as indicated below:

I understand that I have an obligation to report any suspected violations of the Code of which I am or become aware.

Signature _____ Date _____

Name (Print) _____

Title _____ Location _____

Please return your signed form to your local Human Resources department.