

# CIRCADIAN TECHNOLOGIES LIMITED

## CODE OF CONDUCT

### Circadian's Mission

*Circadian aims to deliver superior shareholder returns by being a world class biologicals drug development company producing therapeutics for cancer.*

### Purpose of Code

The reputation and integrity of the Company will only be maintained if every officer and employee (collectively referred to as "employee") observes the highest standards of behaviour when engaging in corporate activity.

The Board of the company has therefore adopted this Code of Conduct (the "Code") which sets out the standards with which all officers and employees are expected to comply when representing the Company.

Under this Code all directors and employees are required to:

- comply with the law;
- act honestly and with integrity;
- not place themselves in situations which result in a conflict of interest;
- use the Company's assets responsibly and in the best interests of the Company;
- be responsible and accountable for their actions.

The Code is not intended to address every circumstance, nor is it a summary of all the laws and regulations that apply to Circadian. Employees are always expected to use their common sense and best judgement when addressing business conduct issues, and to seek guidance if the best course of action is not clear.

### Code of Conduct

We, the directors and employees of the Company, set for ourselves the following standards of conduct in our relationship with each other, our employer and with all those with whom we deal in our work.

### Compliance with Legislation

Employees must comply with the letter and the spirit of all relevant laws, regulations and rules ("Laws") relevant to the conduct of Circadian business (including those relating to environment, health and safety laws where applicable). Employees should understand the Laws relevant to their job responsibilities including those which are relevant to all employees, such as laws relating to occupational health and safety and equal employment opportunity practices.

Employees who are unclear about the laws relevant to their work should consult the managing director or the company secretary.

## **Our Work Environment**

### ***Equal Employment Opportunity***

The company is committed to providing equal opportunity in employment to all employees and applicants for employment. Employment decisions must be based on merit without regard to a person's race, colour, religion, gender, age, national origin, sexual orientation, disability, marital status, or any other status covered by employment laws.

Discriminatory conduct or harassment in any form will not be tolerated.

### ***Health and Safety***

Circadian is committed to providing a healthy and safe working environment. The health and safety standards of the company's collaborators and contractors must be of a high standard and must be considered in selecting such collaborators and contractors.

Circadian can only provide a healthy and safe working environment a reality with the cooperation of every employee. As part of that co-operation employees must exercise responsible behaviour, including not smoking in the office building and office car park.

## **Intellectual Property and Confidential Information**

Employees who take part in the creation or development of intellectual property:

- in the course of employment; or
- for use by Circadian

must regard this information as the property of Circadian.

Intellectual property is a general term which includes all copyright and industrial and intellectual property rights of whatever nature, including all rights relating to ideas, written work, inventions, industrial processes, formulae, registered and unregistered trade marks, registered designs, confidential information and circuit layouts, and all other results from intellectual activity in the industrial, scientific, literary or artistic fields.

Protecting this information plays a pivotal role in the growth of the company and all proprietary information should be maintained in strict confidence except when disclosure is authorised by an appropriate company officer. Confidential information also includes but is not limited to: specifications, compilations of information, engineering, financial and statistical data; production and other costs; terms of contracts entered into by the company and so forth.

Employees must provide prompt and full information with respect to intellectual property to the managing director. The company is exclusively entitled to any benefits which may arise from any patents resulting from this work.

As it is not always easy to identify what is intellectual property or confidential information, employees should always treat all materials as confidential until an appropriate company officer has indicated otherwise.

## **Continuous Market Disclosure**

Circadian has the responsibility of informing the Australian Stock Exchange on a continuous basis of any information that would be expected to have a material effect on the price or value of the securities of the company.

The company secretary co-ordinates such disclosures in accordance with the relevant legislation/rules and should be notified of any information/developments that may require disclosure. Employees should seek advice from the company secretary if in doubt about whether information would require disclosure.

All public communications, including, but not limited to, announcements to the ASX, media releases, presentations to analysts, conferences and public speeches, must be approved by the managing director before release.

## **Fair Trading and Dealing**

### ***Insider Trading***

Australian laws prohibit inside trading. Inside trading occurs when an entity/individual deals in the securities of a company while in possession of material unpublished price-sensitive information (inside information) about that company. Using inside information when buying or selling stock, or providing any other person with such information, is both illegal and unethical.

Employees are prohibited from engaging in inside trading. Employees should refer to Circadian's "Code of Practice – Buying and Selling of Shares by Directors and Relevant Employees" for further details regarding the company's policy.

### ***Conflicts of Interest***

Employees should avoid partaking in behaviour where there is a conflict with the interests of the Company. This includes activities which could be perceived to be a conflict of interest.

## **Proper Accounting Policies and Practices**

The directors, management, investors and other stakeholders require complete and accurate information about Circadian's business to make informed business decisions. Australian law also requires the recording and reporting of accurate financial information. Accordingly, business transactions must be recorded promptly and accurately in order to permit the preparation of accurate and complete financial and other records.

Management is responsible for establishing and maintaining effective systems for the capture and processing of information (financial and other relevant information) and to provide safeguards for the company's assets (including tangible assets, financial information, and so forth).

## **Reporting Conduct Issues**

Circadian is a small company with less than 20 directors and employees. Employees should contact the managing director or chairman of the board with respect to obtaining advice on ethical and conduct issues and with respect to reporting any misconduct issues.