



CODE OF CONDUCT

Trajan Group Holdings Limited

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1 INTRODUCTION

1.1 Background

Trajan Group Holdings Limited ACN 152 617 706 (**Company**) and its subsidiaries (**Group**) is committed to maintaining ethical standards in the conduct of its business activities. The Company's reputation as an ethical business organisation is important to its ongoing success.

This Code of Conduct (**Code**) applies to all directors, advisors, officers, employees, consultants and contractors of the Group (**Personnel**). All Personnel must comply with this Code of Conduct and any other Company policies as they apply from time to time.

1.2 Application

This Code of Conduct applies (without limitation) to all:

- 1.2.1 business activities conducted by Personnel in the exercise of their role or on behalf of the Group; and
- 1.2.2 Personnel dealings with shareholders, customers, clients, suppliers, competitors, key stakeholders and other Personnel.

This Code of Conduct does not form part of any Personnel's contract of employment or contractual agreement with the Company or its subsidiary as relevant.

1.3 Objectives

The board of directors of the Company (**Board**) has established this Code of Conduct to ensure:

- 1.3.1 the Group maintains integrity and high ethical standards; and
- 1.3.2 all Personnel are aware of their ethical responsibilities to the Group.

This Code of Conduct is a set of principles that reflect the Group's core values and approach to business conduct. It does not attempt to cover every legal or ethical dilemma the Company, its subsidiaries or individual Personnel may face.

2 CONDUCT STANDARDS

2.1 Openness, honesty, fairness, integrity and in the best interests of the Company

All Personnel must conduct themselves with openness, honesty, fairness, integrity and in the best interests of the Company in all business transactions and in all dealings with others including customers, suppliers, shareholders, employees, joint venture partners, creditors, financiers, the financial markets, governments and the general public.

This means that Personnel:

- 2.1.1 must act in accordance with the Company's Statement of Values (which is available on the Company's website at <https://www.trajanscimed.com>;

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- 2.1.2 must not make promises or commitments which to their knowledge the Company is unable to, or does not intend to, honour;
- 2.1.3 must ensure that all business decisions with customers and suppliers are made solely on sound commercial grounds having regard to the quality, price and service;
- 2.1.4 must not use the Company's or any subsidiaries name or their position for personal gain or in competition with the Group;
- 2.1.5 must act with due care and diligence in fulfilling the functions of their office or employment; and
- 2.1.6 should not engage in conduct which may bring discredit upon the Group.

2.2 Compliance with laws and regulations

All Personnel must:

- 2.2.1 comply with all laws and regulations that apply to the Company and its business operations (in all jurisdictions the Group operates in); and
- 2.2.2 not knowingly participate in any illegal or unethical activity.

All Personnel must report to the Company any actual or potential breach of an applicable law or regulation in the manner described in section 3.1 below.

2.3 Conflicts of interest

All Personnel must avoid entering into any arrangement or participating in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation.

Personnel must disclose to the Company any actual, perceived or possible conflict of interest between the Personnel's personal interests and the Company's interests, as and when Personnel become aware of them. Personnel (other than directors) must promptly disclose such matters to their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate. Directors must promptly disclose such matters to the Board.

2.4 Misuse of property or position

Personnel must:

- 2.4.1 only use the Company's property, assets or information (including intellectual property) for lawful and legitimate business purposes authorised by the Board;
- 2.4.2 not take advantage of the property, assets or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- 2.4.3 not otherwise misuse the Company's property or information;

- 2.4.4 not take advantage of the Company, their position, or the opportunities arising therefrom, for personal gain.

2.5 Giving and accepting business courtesies

Personnel must not give, seek or accept in connection with the Group's operations any gifts, meals, refreshments and entertainment which goes beyond common courtesies associated with ordinary and proper course of business. Personnel must avoid everything that could reasonably be construed as a bribe or improper inducement.

Any gift, entertainment or other personal favour or assistance given or received which has a value in excess of the equivalent of AUD\$500 or local currency equivalent (or any other amount determined and announced by the Board) must be approved by the CEO (or in the absence of the CEO, the CFO) and entered into the gifts register maintained by the Company Secretary. Any gift not declared may be viewed as a bribe.

The rationale for this restriction is that the offer or acceptance of a gift can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by the Company.

Personnel should also refer to the Company's Anti-bribery and Corruption Policy.

2.6 Financial and other inducements

Personnel must not improperly promise, offer, provide or accept a benefit or something of value, either directly or indirectly, in order to obtain or retain business or an advantage or to induce or reward improper conduct or an improper decision. A contravention of anti-bribery legislation can have serious consequences including imprisonment or fines.

Personnel should not make any payments or payments in kind (gifts, favours, etc.) to influence individuals to award business opportunities to the Company or make business decisions in the Company's favour or otherwise act in an unethical way. If you are in doubt as to the appropriateness of a gift, please check with your manager or the Human Resources Department.

2.7 Confidentiality and privacy

By virtue of their position, Personnel may have access to:

- 2.7.1 information or documents that relate to the affairs or business of the Group or its customers that are not generally available to the public, including the Company's intellectual property (**Confidential Information**); and/or
- 2.7.2 information of a personal nature held by the Group regarding its customers, clients, suppliers or other Personnel (**Personal Information**).

Personnel must not disclose any Confidential Information to any other person who does not have a legitimate business reason for receiving that information, except where such disclosure is required by law or authorised by the Board or CEO.

Personnel must return all Company property (including Confidential Information and Personal Information):

- 2.7.3 upon termination of their employment or contractual arrangement;

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- 2.7.4 in the case of a director, upon their resignation or removal from the Board; or
- 2.7.5 on request by the Board or CEO.

If requested by the Board or CEO, Personnel must destroy or delete any Confidential Information or Personal Information in their possession.

2.8 Diversity and anti-discrimination

All Personnel must not engage in any form of discrimination, bullying, harassment, vilification and victimisation against other Personnel, shareholders, customers, clients, suppliers and competitors of the Group. Personnel must otherwise comply with the Company's Diversity Policy as it applies from time to time.

2.9 Trading in Securities

The law prohibits dealing in the securities of a company while in possession of "inside information". "Inside information" is information that is not generally available and if it was available, a reasonable person would expect it to have a material effect on the price or value of company shares.

Personnel must not (and must not cause any other person to) trade in the Company's securities or the securities of any other company to which the information relates on the basis of inside information, or pass inside information onto some who might use inside information to trade in the Company's securities or the securities in any other company to which the information relates.

A breach of insider trading provisions may result in criminal prosecution and significant fines.

Any trading or other dealing in the Company shares must be done in accordance with the Securities Trading Policy. If you have any doubt about trading in securities in the context of inside information, you should contact the Company Secretary.

2.10 Intellectual property

All intellectual property generated in relation to the Group and its activities is the property of the Company. All Personnel are responsible for protecting the Group's intellectual property rights.

2.11 Mutual respect

Personnel are expected to treat colleagues, joint venture partners, customers, suppliers, shareholders and anyone else with whom they interact in their work, with courtesy and respect.

2.12 Ethical conduct

All Personnel must act ethically in their approach to business decisions. Personnel are expected to be fair and reasonable in negotiating and administering contracts and other business relationships. Personnel must not behave in any way that is, or might be construed as being harsh, oppressive, unconscionable, unethical, coercive or dishonest.

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3 COMPLIANCE WITH THE CODE OF CONDUCT

3.1 Overview

The Board is responsible for monitoring Personnel compliance with this Code of Conduct.

The Company requires all Personnel who become aware of an actual or suspected breach of this Code of Conduct or other applicable Company policy to disclose this to the Company as follows:

3.1.1 Personnel (other than directors) must promptly disclose such matters to their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate; and

3.1.2 Directors must promptly disclose such matters to the Board.

The Company will ensure that Personnel are not disadvantaged for complying with this requirement.

The Company will investigate all alleged or suspected breaches of this Code of Conduct. If Personnel are found to have failed to comply with this Code of conduct, the Company may take appropriate disciplinary action, including termination of the Personnel's employment or engagement with the Company or its subsidiary as relevant.

3.2 Compliance with laws and regulations

All Personnel must comply with all laws and regulations relating to their role in the Group and in relation to business conduct generally and the Group's operations. This includes being familiar with the duties and responsibilities under the laws relevant to the Group.

Any activities carried out by or on behalf of the Company outside Australia must comply with the foreign laws which may apply to any activities or operations.

Each member of the management team is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility.

3.3 Guidance

If any Personnel (except directors) have questions about the operation of this Code of Conduct they should contact their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate. Directors should refer any concerns or issues regarding the operation of this Code of Conduct to the Board.

4 OTHER MATTERS

4.1 Adoption

The Board adopted this Code of Conduct on 28 April 2023. It takes effect from that date and replaces any previous Company policy in this regard.

4.2 Review

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This Code of Conduct can only be amended with the approval of the Board. The Board will review this Code of Conduct periodically and will communicate any amendments to Personnel as appropriate.

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