



Anti-Bribery and Corruption Policy

1. PURPOSE AND SCOPE

This anti-bribery and corruption Policy ("Policy") reflects the core values of Starpharma which drive its culture:

- Teamwork
- Superior Performance
- Innovation
- Integrity
- Accountability

The Board and management are committed to promoting and implementing these values, and these, together with the requirements of this Policy sets out the standards of behaviour expected of all directors, officers and employees ("Employees") in all dealings.

If you do not understand this Policy, or how it may apply to you, you should seek further advice from the Company Secretary.

Any breach of this Policy may result in disciplinary action or termination of your contract of employment or engagement.

This Policy is a summary of complex legal provisions and is therefore a general guide. It does not constitute legal advice. This Policy is also not intended to address every circumstance, nor is it a summary of all the laws and regulations that apply to the Company. Employees are always expected to use common sense and best judgement when addressing business conduct issues, and to seek guidance if the best course of action is not clear.

This Policy was last reviewed and adopted by the Starpharma Board on 24 March 2022 and will be periodically reviewed to ensure that it is operating effectively and whether any changes are required to this Policy.

2. RESPONSIBILITIES AND POLICY

2.1 Responsibilities to Shareholders

The Company is committed to delivering shareholder value by promoting and maintaining a reputation for integrity and the highest standards of ethical and moral behaviour at all levels in the Company.

2.2 Responsibilities of Individuals

2.4.1 Fraud, Corruption and Bribery:

In all business dealings, the giving or receiving of unacceptable benefits such as bribes, facilitation payments, unethical inducements, secret commissions or other improper benefits, is expressly forbidden.

Employees must not engage in unethical or improper payment practices to obtain benefit for the Company, or for personal gain. In particular they must not:-

- Engage in commercial bribery (including in relation to non-government officials);
- Engage in false accounting to conceal any bribery;
- Pay or receive secret or undisclosed commissions;
- Failing to disclose personal relationships with the counterparty;
- Make or receive facilitation payments to a public official; or
- Be party to the bribery of, or provision of improper payments or benefits to, public officials.

Bribing, or attempting to bribe, a foreign public official (even outside Australia) is a serious crime under Australian law with harsh maximum penalties (including imprisonment for individuals involved). The Company may also be liable for breaches by Employees. The definitions of “foreign public official” and “bribe” are very broad. A bribe/benefit is not limited to money or other property, and there is no formal monetary threshold. The types of benefits that could be captured include but are not limited to:

- Making a political or charitable donation;
- Gifts or corporate hospitality;
- Promotional expenses, travelling expenses or accommodation;
- Employing foreign public officials or their relatives;
- Provision of services such as use of a car;

where they are not legitimately due and given with the intention of influencing a foreign public official to obtain or retain business or a business advantage.

Employees must ensure that they do not participate in any conduct which may directly or indirectly provide any benefit or advantage to a foreign public official where such benefit is not legitimately due or is intended to influence the foreign public official. As part of its obligation under the law, the Company will fully cooperate with any investigation by law enforcement or regulatory authorities.

Similarly, there are federal and state laws which criminalise domestic bribery of both private persons/entities, and public officials.

2.4.2 Gifts and Entertainment

- Employees, from time to time, entertain or are entertained, and may give or receive gifts in the course of their duties.
- Gifts should never be offered or accepted in circumstances where the outcome of a transaction may be influenced by the gift, or give rise to the perception that the transaction could be influenced by the gift.
- Under no circumstances may Employees offer or accept money.
- Gifts and entertainment must meet all appropriate regulatory restrictions, be of a size that is generally acceptable and free from any suggestion of bribery or secret commission.

If in any doubt, an employee should consult with their executive line manager or the Company Secretary.

2.4.3 Political donations

Political donations are seen as giving rise to particular risks of corruption or perceptions of corruption, and are subject to regulation by both Federal and State governments. There are requirements to file returns and/or make public disclosures of political donations in some circumstances.

Political donations and attendance at paid political events must be approved by the Company Secretary or the Chairman.

3. BREACHES OF THIS POLICY

Breaches of this Policy may result in disciplinary action up to and potentially including dismissal.

There are serious criminal and civil penalties that may be incurred, as well as reputational damage, if Starpharma or its Employees are involved in bribery or corruption.

If you are aware of a breach of this Policy, you are required to notify the Company Secretary or CEO.

Material breaches of this Policy will be referred to the Board or Audit and Risk Committee.

4. STARPHARMA CONTACT

If you are in doubt regarding this Policy or your own or others' actions or behaviour, you should contact the Company Secretary.