

## 1. QANTM's values

- 1.1 The core values of QANTM Intellectual Property Ltd (**QANTM**) are as follows:
- (a) We act with integrity, dignity and respect.
  - (b) We deliver with excellence.
  - (c) We achieve through teamwork and collaboration.
  - (d) We embrace change.
  - (e) We are passionate about innovation and creativity.
  - (f) We practice the highest standards around ethics and transparency.
- 1.2 QANTM Intellectual Property Ltd (**QANTM**) and its related bodies corporate (together, the **QANTM Group**) are committed to maintaining the highest ethical standards in the conduct of its business activities. The reputation of the QANTM Group and each of its operating business is critical to its ongoing success.
- 1.3 This Code of Conduct applies to all **QANTM Group Personnel**, being:
- (a) the directors of QANTM, including the CEO and Managing Director; and
  - (b) all employees of, or contractors to, QANTM or any company within the QANTM Group (both within and outside Australia).

## 2. Purpose

- 2.1 This Code of Conduct outlines the standards of conduct expected of all QANTM Group Personnel working for the QANTM Group and engaging with colleagues, clients, suppliers, regulators and members of the public in connection with their work.
- 2.2 The purpose of this Code of Conduct is to:
- (a) articulate the high standards of honesty, integrity, ethical and law-abiding behaviour expected of QANTM Group Personnel; and
  - (b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors).
- 2.3 The intellectual property services businesses within the QANTM Group are proud of their own distinctive heritage and cultures. They embrace their own cultural values which complement and are compatible with these standards applying across the across the QANTM Group.

## 3. Honesty and integrity

The Company expects all QANTM Personnel, when performing their work duties or dealing with any officer, employee, shareholder, client, customer, supplier, auditor, lawyer and other adviser of the Group, to:

- (a) observe the highest standards of honesty, integrity and ethical and law-abiding behaviour;
- (b) contribute to and foster a culture of honesty, integrity and ethical and law-abiding behaviour within the QANTM Group;
- (c) comply with any applicable law, rule or regulation, and applicable ethical standards and rules of professional conduct applying to professional services providers, and not knowingly participate in any illegal or unethical activity;
- (d) comply with this Code of Conduct and with policies applying to the QANTM Group Member which has employed or engaged you, or to the QANTM Group as a whole;
- (e) not take advantage of the property or information of the Company or its customers or clients for personal gain or to cause detriment to the Company or its customers or clients; and
- (f) not take advantage of their position or opportunities for personal gain.

## 4. Reporting concerns

4.1 QANTM has adopted a Whistleblower Protection Policy. The Whistleblower Protection Policy is a key enabler of, and support to, QANTM Group's commitment to honesty, integrity and ethical and law-abiding behaviour.

4.2 The purpose of the Whistleblower Protection Policy is to encourage reporting of **wrongdoing** – which means misconduct or an improper state of affairs or circumstances in relation to QANTM or a member of the QANTM Group or its operations or involves QANTM Personnel.

4.3 This may include conduct that is in breach of this Code of Conduct, or that:

- (a) is corrupt;
- (b) is in breach of laws applying to any member of the QANTM Group or to QANTM Personnel, including theft, drug sale or use, violence, harassment, criminal damage to property;
- (c) involves misconduct such as fraud, negligence, default, breach of trust or breach of duty;
- (d) is unethical, such as acting dishonestly, or wilfully rendering QANTM books and records misleading or inaccurate;
- (e) is in breach of QANTM Group Policies or Procedures;
- (f) is seriously harmful or potentially seriously harmful to anyone, such as deliberate unsafe work practices or wilful disregard for the safety of others in the workplace; or

- (g) involves retaliatory action against a Whistleblower for having made a report of wrongdoing or against QANTM Personnel for refusing to participate in wrongdoing; or
- (h) involves any other kind of serious impropriety, including actions to cover up any of these types of wrongdoing.

4.4 QANTM encourages reporting of wrongdoing by :

- (a) providing accessible, secure and reliable channels for the following parties to report reasonably suspected wrongdoing, including by way of anonymous reporting:
  - (i) current or former employees, officers, contractors, or consultants (QANTM Personnel) or their relatives, dependants or spouse, civil partner or de facto partner;
  - (ii) external parties, including suppliers to QANTM Group and their employees, clients and members of the public;
- (b) supporting the right of QANTM Personnel to refuse to participate in wrongdoing;
- (c) providing robust protection from retaliation, victimisation or detrimental action for individuals in connection with reports of reasonably suspected wrongdoing, and ensuring that confidentiality is maintained as required by law;
- (d) facilitating thorough, timely, fair and impartial investigation of reports of wrongdoing;
- (e) addressing issues identified, including by taking appropriate disciplinary action; and
- (f) at all times complying with whistleblowing legislation in any country that QANTM operates.

4.5 All QANTM Group Personnel are encouraged to report wrongdoing which they have reasonable grounds believe are accurate. QANTM is committed to ensuring that any reports are dealt with fairly, thoroughly, confidentially and in a timely manner.

4.6 The QANTM Speak Up service is an externally-managed service established to receive reports of "wrongdoing" (as defined in the Whistleblower Protection Policy) by telephone, email, through an online platform or by mail.

These reports will be forwarded regularly to an appropriate officer within QANTM for confidential assessment and referral for appropriate resolution. QANTM is committed to ensuring that any complaints are dealt with fairly, thoroughly, confidentially and in a timely manner.

The QANTM Speak Up service may be contacted by:

Phone:	1800 324 775 (from inside Australia) +61 2 8203 2190 (from outside Australia)
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email:	qantmspeakup@coreintegrity.com.au
Online at:	qrs.ly/QANTMSpeakUP
Mail:	Core Integrity – QANTM SpeakUp, PO Box 895, Darlinghurst NSW 1300
QR Code:	

- 4.7 If any QANTM Group Personnel are found to have breached this Code of Conduct or to have been involved in other forms of wrongdoing, legal or disciplinary action may be taken, potentially including termination of employment.
- 4.8 All QANTM Group Personnel are expected to report breaches of this Code of Conduct through the reporting channels set out in the Whistleblower Protection Policy.

## 5. Respecting Human Rights

- 5.1 The QANTM Group respects and supports internationally recognised human rights - the basic labour, social, political, civil, economic, and cultural rights and freedoms to which all people are entitled, as set out in the Universal Declaration of Human Rights<sup>1</sup>.
- 5.2 QANTM agrees with the fundamental principle noted by the United Nations in its “Guiding Principles on Business and Human Rights” that the responsibility to respect human rights requires that business enterprises:
  - (a) avoid causing or contributing to adverse human rights impacts through their own activities, and address such impacts when they occur; and
  - (b) seek to prevent or mitigate adverse human rights impacts that are directly linked to their operations, products or services by their business relationships, even if they have not contributed to those impacts.
- 5.3 A person’s basic right, recognised in the Universal Declaration of Human Rights, to the protection of the moral and material interests resulting from any scientific, literary or artistic production of which they are the author, is fundamental to the QANTM Group’s core operations. Many of the principles set out in this Code of Conduct also reflect internationally recognised human rights.
- 5.4 More information is set out in the QANTM Group’s Human Rights Policy, available on the QANTM website in the “Governance” section.

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<sup>1</sup> The Universal Declaration of Human Rights (UN General Assembly Resolution 217A was adopted by the General Assembly of the United Nations on 10 December 1948 and is available here: [https://www.ohchr.org/en/udhr/documents/udhr\\_translations/eng.pdf](https://www.ohchr.org/en/udhr/documents/udhr_translations/eng.pdf)

## 6. Valuing diversity and respecting the rights of others

- 6.1 The QANTM Group is committed to fostering a corporate culture that embraces and values diversity and inclusion, and in which all employees are treated fairly and with respect and dignity.
- 6.2 QANTM Group Personnel must not, in the course of their work for a QANTM Group Member or in interactions with colleagues, clients, or suppliers:
- (a) discriminate or treat someone less favourably because of any attribute protected under an applicable law relating to discrimination, including their gender and gender identity, pregnancy, race, ethnicity, disability, age, cultural background, sexual orientation, religion and belief, politics and belief, national cultures, socioeconomic background, veteran status, age and generation, family and marital and civil partnership status and associated responsibilities, or because they have reported **wrongdoing** on the basis of a reasonable belief that the report is accurate;
  - (b) engage in harassment (an act that is unwelcome, offensive, humiliating or intimidating), or bullying (which includes behaving in a way that is unreasonable, demeaning, undermining or humiliating, that is persistent or repeated, and that puts someone's safety and health - including mental health - at risk). Reasonable performance direction or feedback is not regarded as bullying; or
  - (c) engage in behaviour that publicly vilifies and encourages hatred, contempt or severe ridicule for a person or a group. If this behavior - including, for example - posts made on social media - contains threats of physical harm toward someone or their property, it can also be a criminal offence.
- 6.3 More information is set out in the QANTM Group's Diversity and Inclusion Policy, available on the QANTM website in the "Governance" section.

## 7. Conflicts of interest or duty

- 7.1 All QANTM personnel should be mindful of potential conflicts between:
- (a) on the one hand:
    - (i) the interests of the Group; or
    - (ii) their duties to the Group; and
  - (b) on the other hand:
    - (i) their personal or external business interests; or
    - (ii) their duties to any third party.

This could include close personal relationships you may have with other QANTM Group employees, with clients, contractors or suppliers, working with family members, or taking additional jobs, whether paid or unpaid. Some examples that could create a conflict of interest for you are working with a family member or partner where you are able to make employment decisions that affect them, such as appointment,

promotion, performance, pay or hours, or a close personal relationship with someone who works for a supplier and you can make a decision about a commercial relationship.

- 7.2 We recognise that QANTM Group Personnel have interests and participate in activities outside of their work with the Group, and have relationships and networks with others. You should endeavour to avoid situations which could create an actual or perceived conflict between your interests and those of the QANTM Group or its members. If such a situation arises, you must put the interests of QANTM Group Members before your own, be honest, transparent and disclose the situation to your manager (or for directors, to the QANTM Board), or to the People and Culture representative for your business or for QANTM Group, or to the QANTM General Counsel, and seek direction on how to manage that potential conflict.

## 8. Bribes and other unlawful or unethical payments or inducements

- 8.1 Operating with integrity means that we will never offer anything of value to improperly influence a decision to win business, obtain a permit or achieve a business advantage. This applies to interactions both with government officials and also with non-government people or entities. "Anything of value" can extend beyond cash to include gifts, facilitating business or employment opportunities, services or entertainment.
- 8.2 QANTM Group Personnel:
- (a) must comply with and uphold all laws against bribery, corruption and related conduct applying to the Group in all the jurisdictions in which the Group operates;
  - (b) may not offer or provide secret commissions or bribes to further the Group's interests. Facilitation payments (smaller payments to expedite routine administrative functions) are also prohibited as they may breach anti-bribery laws.
- 8.3 QANTM Group Personnel must not request or accept any money or opportunity or other benefit from any person or party which could be interpreted as an improper inducement, secret commission or bribe. Care must be exercised in accepting hospitality, entertainment or gifts over and above that which is reasonable in the the normal conduct of business, or which may compromise impartiality.

## 9. Prevention of Modern Slavery

- 9.1 QANTM Group is committed to ensuring that the Group will never:
- (a) employ or use any form of child labour, defined as work that deprives children or adolescents of their childhood, their potential and their dignity, and that is harmful to physical and mental development; or
  - (b) employ or use any form of forced labour including slave, bonded, and indentured labour or any form of human trafficking.

- 9.2 QANTM Group Personnel are expected to make decisions with respect to employment and employment conditions which reflect this commitment, and make appropriate notifications in the manner outlined in the Group's Whistleblower Protection Policy if they become aware of circumstances which reasonably indicate that QANTM Group, or any party with which a QANTM Group member has a business relationship, is operating in a manner contrary to these principles.
- 9.3 QANTM Group will assess the actual and potential risks of human rights violations of this nature in our supply chain, and take reasonable and proportionate action, including by leveraging our business relationships, to prevent or minimise these risks, detect actual violations and provide or facilitate access to remedies for those affected.

## 10. Confidentiality

- 10.1 While working for QANTM, QANTM Group Personnel have access to information relating to QANTM Group Members and their businesses that is of a confidential nature (**Confidential Information**), which includes:
- (a) information of or relating to clients of QANTM Group Members;
  - (b) inventions and discoveries (whether or not patentable);
  - (c) client and customer lists;
  - (d) trade secrets;
  - (e) financial information; and
  - (f) scientific, technical, product and service information.
- 10.2 Confidential Information of QANTM Group Members must be kept confidential, and must only be disclosed if you are given authority to do so, or where disclosure is required by law. QANTM Group Personnel should take appropriate care to protect QANTM's information from loss or unauthorised access or disclosure.

## 11. Protection and proper use of assets

- 11.1 QANTM Group Personnel are expected to:
- (a) use reasonable endeavours to protect any Group asset, and to use them appropriately; and
  - (b) report any suspected fraud or theft of a Group asset in accordance with the reporting channels set out in the QANTM Group Whistleblower Protection Policy.

## 12. Other relevant QANTM Group policies

QANTM Group Policies referenced in and supporting this Code of Conduct include the following, each of which is accessible at <https://qant mip.com/about-qantm/governance/> :

- (a) Diversity and Inclusion Policy;
- (b) Human Rights Policy;
- (c) Whistleblower Protection Policy; and
- (d) Securities Dealing Policy.

## 13. Periodic review

This Code of Conduct will be reviewed periodically to check that it is operating effectively and to assess whether any changes to it are appropriate.

**Date Approved:** 27 May 2021

This policy has been approved by the Board of Directors of QANTM Intellectual Property Ltd and will be available on the QANTM [website](#).