



## **Aroa Biosurgery Limited Code of Conduct**

ARO A<sup>1</sup> is committed to the highest standard of ethical and professional conduct in carrying out its business.

This Code applies to every director, employee (including members of executive management) and contractor of ARO A (collectively referred to hereafter as “our people”). The Code is enforced through the letters of appointment with each director, the employment agreements with each employee and the contractual arrangement with each contractor.

Our people must treat one another with dignity, courtesy and respect and conduct themselves in a manner consistent with ARO A’s standards and in compliance with all relevant laws.

We take violation of this Code very seriously. It is the responsibility of our people to observe this Code when carrying out their role and duties, and to promptly bring actual or suspected violations to our attention (as outlined in this Policy).

The objectives of this Code are to:

- a) provide a benchmark for professional behaviour throughout ARO A;
- b) support ARO A's business reputation and corporate image within the community; and
- c) make directors and employees aware of the consequences of breaching this Code.

This Code will be reviewed periodically to check that it is operating effectively and to consider whether any changes are required.

While this Code is designed to ensure the Company delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, contractor, client, customer, supplier, competitor, shareholder or any other person or entity.

For the avoidance of doubt, this Code is in addition to the legal and regulatory requirements which apply to our people’s roles and ARO A’s other policies and procedures.

### **General behaviours and responsibilities**

The actions and behaviours of our people, whether to customers, suppliers, competitors or other employees, can affect ARO A’s reputation, has an impact on the way external people see us and influences whether they choose to do business with us.

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<sup>1</sup> References to ‘ARO A’, ‘we’, ‘our’, ‘us’ or similar in this Code includes Aroa Biosurgery Limited and its subsidiaries and affiliates.

We expect that our people will, at all times:

- a) Use best endeavours to protect and promote AROA's best interests and to discharge their duties to the best of their abilities.
- b) Act in accordance with AROA's values and in an ethical manner.
- c) Carry out their duties well, faithfully and diligently, providing AROA with the full benefit of the employee's experience and knowledge.
- d) Comply with laws and regulations applicable to AROA and our operations, and with all AROA policies and rules.
- e) Conduct themselves in a way that demonstrates that their integrity and honesty is beyond question.
- f) Not behave in a manner that has the potential to bring AROA's image into disrepute.
- g) Disclose any actual or perceived conflicts of interest, of a direct or indirect nature, of which they become aware and which they believe could compromise in any way AROA's reputation, and not enter into any arrangement or participate in any activity that would conflict with AROA's best interests or would be adverse to our reputation.
- h) Not make any promises or enter into any transactions on behalf of AROA that we cannot or do not intend to honour.
- i) Not take advantage of AROA property or information, or that of our customers, for personal gain or to cause detriment to AROA or our customers.
- j) Ensure that any personal data we collect or have access to is dealt with strictly in compliance with AROA's policies and procedures and is otherwise kept confidential and safeguarded against misuse.
- k) Not take advantage of their position or the opportunities arising from them for personal gain.
- l) Value individuals' differences and treat others in the workplace with respect.
- m) Do their part to contribute to a healthy and safe work environment.
- n) Not unfairly discriminate<sup>2</sup> or harass others on the grounds of gender, marital status, religious belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status or sexual orientation.

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<sup>2</sup> Discrimination is treating, or proposing to treat, someone unfavourably because of a personal characteristic protected by the law (as defined under the relevant discrimination laws, from time to time).

- o) Protect AROA's confidential and proprietary information including all electronic information.
- p) Not accept or offer bribes or improper inducements to or from anyone.

### **Directors and executive management**

In addition, each director and member of executive management of AROA is required to:

- a) Act in good faith and in what the director and the member of executive management believes is in AROA's best interests.
- b) Exercise their powers with a degree of care and diligence and for proper purpose.
- c) Have an understanding of the regulatory, legal, fiduciary and ethical requirements affecting directors and the members of executive management with respect to their roles at AROA.
- d) Not agree to, cause or allow AROA's business to be carried on in a manner likely to create a substantial risk or serious loss to creditors.
- e) Adhere to the truth, and not mislead, directly or indirectly, nor make false statements, nor mislead by omission.
- f) Comply with AROA's policies and guidelines on dealing with AROA shares.

Directors are required to fully disclose all relationships they have with AROA's competitors, and relevant private or other business interests to AROA's board, in order that the board may assess the director's independence.

### **Conflicts of Interest**

A conflict of interest occurs when an individual's personal interests or other commercial or financial interests interfere, or appear to interfere, with that person's duties to AROA or AROA's interests.

We expect our people to act in AROA's best interests at all times and to avoid any conflicts of interest between their obligations to us and an obligation to another person or corporation which has a commercial relationship with AROA or is in competition with AROA.

If an individual considers that a conflict of interest exists or may arise between their duties to AROA and a third party, that person must immediately notify their manager (or, the Chairperson, in the case of a director). AROA will treat such disclosures confidentially.

We may implement measures to protect parties affected by the conflict including, disclosing the conflict to the third parties affected by the conflict or removing the conflicted person from the relevant activity or decision making.

### **Corporate Opportunities**

We require our people to advance AROA's legitimate interests and not to use AROA's assets, resources or opportunities for personal gain.

We expect that our people will not:

- a) Take any opportunity discovered through the use of AROA's property, information or position for themselves;
- b) Use AROA's property, information or position for personal gain;
- c) Compete with AROA; or
- d) Trade in shares, or any kind of property based on knowledge that comes from their roles if the information is not reported publicly.

### **Bribery and Gifts**

We expect that our people will comply with AROA's Bribery and Corruption Policy and will not accept gifts or offer bribes or improper inducements from or to anyone. Improper inducements can include commissions and facilitation or other payments which could be seen as unduly influencing business judgement or decisions.

#### ***Bribery***

Bribery is a serious offence and can result in criminal consequences for both the individual and AROA.

#### ***Gifts***

It is not advisable to give or accept gifts which could be perceived as materially compromising or influencing any decision.

Our people must not accept gifts or personal benefits of any value from external parties if it could be:

- a) perceived that this could materially compromise or influence any decision by AROA; or
- b) suggested that the gift giver may receive favourable or preferential treatment in their dealings with AROA.

It is prohibited to give a gift to or receive a gift from a government official. Further details of our policy around bribery and gifts are contained in our Bribery and Corruption Policy.

### **Interactions with Healthcare Professionals**

As we interact often with healthcare professionals, additional laws need to be complied with in relation to these interactions. We also expect our people's interactions with healthcare professionals to not have, or appear to have, undue influence on a product decision or clinical judgment/decision making.

Our Policy for Interactions with Healthcare Professionals sets out additional considerations which our people must adhere to in such interactions, and forms part of this Code.

### **Confidential and Proprietary Information**

We expect that our people will protect AROA's proprietary and confidential information by:

- a) not disclosing AROA's secret and confidential information to any third party, without consent; and

- b) using AROA's secret and confidential information only for the purposes of carrying out their duties.

We expect that our people will not disclose or use information concerning other employees, suppliers, customers or stakeholders for any purpose without our permission or permission from the relevant third party.

Intellectual property rights in and concerning all inventions, developments and works created or made in whole or in part by any of our people which relate to AROA's business, belong solely to AROA.

These are continuing obligations that extend beyond an individual's employment and/or engagement.

### **Personal Data**

Personal data is any information that can identify a person, or which could reasonably identify a person when combined with other information. We expect our people to ensure that their collection, access, storage or other processing of personal data is in compliance with AROA's policies and procedures, applicable laws, regulations and standards. There may be Country-specific requirements we need to comply with when processing personal information and certain countries require immediate notification to government agencies in the event of a breach or loss of sensitive personal data. Please contact the Legal Team for assistance.

### **Public communications and disclosure**

Media statements and official announcements may only be made by persons authorised under AROA's Continuous Disclosure Policy. If our people receive a request for information and they are not authorised to respond to the enquiry, refer the request to their line manager.

Unless the CEO has given prior written consent, our people must not participate in public forum discussions (including internet-based forums) where the subject matter is related to AROA, its competitors or the industry in which we operate.

AROA has adopted the Continuous Disclosure Policy as a means of ensuring compliance with our disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. This is to ensure that information that may have a material effect on the price or value of AROA's securities is correct and free from any material mistake or misinformation.

### **Compliance with laws, regulations and policies**

We expect that our people will comply with all relevant laws, regulations, rules and AROA policies and procedures when carrying out their roles. It is our people's responsibility to familiarise themselves with the AROA policies, frameworks, procedures and processes relevant to their duties and to comply with them at all times.

## **Environment**

We comply with applicable environmental laws and regulations, and are committed to minimising the impact of our operations on the environment (including through processes that are as environmentally friendly as practicable).

## **Diversity, safe and equal employment**

We are committed to diversity and ensuring that our people are treated fairly, with respect and with dignity. AROA attracts and retains a diverse workforce.

We value our people's health and safety and understand that a safe and healthy environment contributes to our success. We also committed to ensuring equality for all employees in all aspects of employment including recruitment, selection, training and development, promotion and career opportunities.

AROA specifically prohibits discrimination on the grounds of gender, marital status, religious belief, colour, race, ethnic or national origins, disability, age, political opinion, employment status, family status or sexual orientation.

## **Reporting Concerns**

It is important that our people immediately report any actions or situations which breach or potentially breach this Code, AROA's other policies or any other legal obligations which apply to us, especially if our people believe they have been discriminated against, bullied, sexually harassed or victimised.

AROA's Whistleblower's Policy provides further information about making a report in relation to Reportable Conduct (that is conduct that is illegal, dishonest, unethical, fraudulent; corrupt; non-compliant with, or may give rise to questionable, accounting or auditing practices; a serious risk to public health, public safety or the environment by AROA or a third party such as a supplier or service provider). It is important that our people follow the procedures for whistleblowing as set out in that Policy.

AROA is committed to ensuring that our people are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

Wherever possible, all calls, notes, emails and other communications will be dealt with confidentially. AROA provides our people the commitment that, wherever possible, their privacy will be protected where a report is made under this Code.

## **Investigations**

Preliminary investigations of reported breaches are administered by a relevant line manager.

If a breach of this Code is found to have occurred, a formal investigation process is administered by the CEO (or his delegate) in consultation with the line manager of the offending person.

Following the preliminary investigations, if a material breach of this Code is found to have occurred, the CEO (or his delegate) and the line manager of the offending person must report such material breach to the Board.

During the investigation process, all our people will be expected and have a duty to cooperate with any investigations initiated by the Company.

Upon completion of the investigation, we will take appropriate action to endeavour to rectify any wrongdoing. Appropriate disciplinary action will be taken depending on the nature of the breach. The action taken may range from providing training, coaching and counselling, through to formal warnings and/or termination.

AROA will act objectively and in accordance with any applicable provisions or requirements in an employment / engagement contract.

AROA reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

### **Review of Policy**

The Board is responsible for reviewing this Policy from time to time to determine if it remains appropriate to the needs of the Company.

The amendment or revocation of this Policy may only be affected by a resolution of the Board.

The Policy will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.

Approved by the Board in November 2024