

Code of Business Conduct

Purpose

This is the corporate code of conduct (**Code**) for ImpediMed Limited (**Company**) and is designed to maintain confidence in the integrity of the Company and the responsibilities and accountability of individuals for reporting and investigating reports of unethical practices.

The Code sets out the standards that the Company will adhere to whilst conducting its business and includes:

- the approval of the Code by the Board and senior management;
- the commitment to shareholders;
- compliance with relevant laws;
- environment protection;
- occupational health & safety;
- equal employment;
- confidentiality;
- conflicts of interest; and
- general conduct.

All employees are responsible for the Company achieving the highest levels of business conduct. The Company's employees are accountable for acting in line with the policies and standards outlined in the Code.

Board

The Board and senior management of the Company support, stand by and will adhere, at all times, to the Code. It is their view, that the Code will benefit the Company in all that it strives to achieve and will be the key to the success of the Company in the implementation of its strategies.

Proper business conduct is in the long-term interests of the Company because it creates loyalty and trust in employees, customers and the communities in which the Company operate.

Shareholders

The Company acknowledges and endorses the expectation that funds of shareholders will be used in a manner that results in the best possible return. In achieving this aim, the directors, officers and employees will undertake their duties with honesty, integrity, care, skill and diligence.

Compliance with the law

The Company employees must comply with the letter and the spirit of all laws and regulations. This includes:

- understanding the laws and regulations relevant to their work; and
- complying with those legal requirements.

Some laws affect the business conduct of everyone and include equal employment opportunity and occupational health and safety. Other laws focus primarily on particular roles in the Company such as the environment, trade practices and product liability.

It is crucial that all employees understand the laws that affect both their roles and their general business conduct. If an employee is unclear of the impact that the law may have on their role, they should seek advice from the Company's company secretary.

It is up to the managers in each department to ensure that their section or department complies with all relevant laws and regulations. In particular, noting the risks of operating as a medical device company all managers must maintain an awareness of the regulations of Medical Device Regulators including the Therapeutic Goods Administration (TGA) in Australia, the Food and Drug Administration (FDA) in the USA and the European Commission as regards European Conformity (CE) marking, and ensure that the company complies at all times.

Environment

All the Company's business activities will be carried out so as to protect the health and safety of employees, contractors, customers and the community while paying proper regards to the protection of the environment. The Company will use its best endeavors to conduct its operations in a manner that is environmentally responsible and sustainable. All aspects of environmental performance must be reported through senior management to the Board.

Occupational Health & Safety Policy

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The Company is committed to the health and safety of all employees. The Company will work to eliminate hazardous, practices and behavior, which could cause accidents, injuries or illness to employees, contractors, visitors and the general public. The Company strives to have injury free workplaces.

The primary goal is to assist in providing a safe and healthy work environment for the Company's employees, contractors and visitors. The objectives of the Company in ensuring health and safety are to:

- comply with all relevant statutory obligations;
- provide adequate resources to establish and maintain safe systems of work;
- maintain health and safety competency and integrate health and safety requirements in all aspects of business;
- ensure all incidents are reported and thoroughly investigated with a view to preventing a similar injury occurring;
- continuously improve performance through innovative technology, education and good management practices;
- provide health and safety training for employees;
- employ only those contractors who aspire to the same health and safety standards as the Company; and
- promote a positive health and safety culture that is based on the principle that all incidents can be prevented.

All managers, supervisors and contractors are accountable for health and safety performance in their areas. All employees are required to follow rules for safe and healthy operations, report hazards to their supervisors and must always report any injuries that occur to either themselves or others.

Equality in Employment

The Company seeks to develop a diverse workforce and provide a work environment in which everyone is treated fairly and with respect. Merit is the primary basis for employment with the Company. All employees and applicants for employment should be treated and evaluated according to their job-related skills, qualifications, abilities and aptitudes only. Any decisions based on characteristics such as gender, age, race, religion, marital status, sexual preference, political belief may constitute discrimination and will not be tolerated at the Company.

Active discrimination and harassment in the workplace in any form is unacceptable. The Company regards any actions by an employee that constitute harassment or discrimination as serious misconduct.

Confidentiality

Confidentiality is a key characteristic of an efficient and successful business. Employees are required to protect proprietary, commercial and other information that is confidential to the Company. These obligations of confidentiality continue after an individual's employment has ceased with the Company.

Information that is not generally available concerning the activities, results, strategies or plans of the Company must be used for authorized purposes only. This includes not giving confidential information to other business units in the Company or using the information provided for a different purpose without first obtaining permission. Confidential information should be handled and communicated with care, and must not be disclosed outside the Company without proper authority.

Any contracts that are entered into by the Company with customers, consultants and contractors should contain appropriate confidentiality clauses that ensure the protection of the Company's confidential information. Managers and supervisors are responsible for ensuring that arrangements are in place for protecting sensitive and confidential information.

Conflicts of interest

Employees should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company. Such circumstances could compromise or appear to compromise the employee's ability to make impartial business decisions. If in any doubt a conflict of interest should be disclose an issue to a supervisor to ensure it can be adequately considered.