

Stemcell United Limited

CORPORATE GOVERNANCE POLICIES

Code of Conduct

1. Introduction

This Code of Conduct is intended to encourage appropriate standards of conduct and behaviour by the directors, officers and employees (collectively called the Employees) of the Company.

Employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

2. General Principles

Employees must recognise that their primary responsibility is to the Company as a whole.

Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole.

Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.

Employees must not take advantage of their position for personal gain, or the gain of their associates or to cause detriment to the Company.

Employees have an obligation to be independent in their judgments.

Confidential information received by employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.

Employees have an obligation to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

The Company views breaches of this Code as serious misconduct. Employees who have become aware of any breaches of this Code must report the matter immediately to the Chairman or in his or her absence, another director.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

Employees who breach the policies outlined in the Code may be subject to the disciplinary action, including in the case of serious breaches, dismissal.

3. Employees to act honestly and with integrity

The company expects each Employee to observe the highest standards of honesty, integrity, ethical and law-abiding behaviour when performing their duties and dealing with other Employees, shareholders, customers, suppliers, or other advisers of the Company and to foster a culture of honesty, integrity, ethical and law-abiding behaviour among other Employees.

4. Confidentiality of information obtained

Any information acquired by an Employee in performing their duties is confidential information of the Company and must be kept confidential at all times.

Information obtained by an Employee must not be disclosed to a third party except where

that disclosure is:

- required to be disclosed to another Employee in the normal conduct of the Company's operations;
- authorised by the board;
- required by law or a regulatory body (e.g. ASX).

Employee's obligations in respect confidentiality continue after an Employee leaves the employment (or resigned as a director) of the Company.

5. Conflicts of interest

At all times Employees must be able to act in the interests of the Company.

Each Employee must avoid placing himself or herself in a position that may lead to an actual or potential conflict of interest or a reasonable perception of an actual or potential conflict of interest or duty.

Where the interests of associates, the personal interest of an Employee or an Employee's family may conflict with those of the Company, or the perceived to conflict with those of the company, then the Employee must immediately disclose such conflict and either: or

- eliminate the conflict; or
- abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict and;
- if appropriate obtain and followed independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.

In addition each director must, unless specifically resolved otherwise by directors, leave any meeting of the board when it considers any matter in which the director has, or may have, a conflict of interest and duty; and comply with the Corporations Act 2001 (Cth), or any other relevant law and the company's constitution, in relation to the disclosing of any material personal interests and restrictions on voting by directors.

6. Corrupt Conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- official misconduct;
- bribery and blackmail;
- unauthorised use of confidential information; fraud; and
- theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any Employee participating in corrupt conduct. In addition, the Company will report any instances of corrupt conduct of Employees to the appropriate governmental authorities, which may result in an Employee facing criminal prosecution.

7. Gifts, Hospitality and Entertainment

Accepting and offering of gifts, hospitality or entertainment can be a legitimate contribution to building good business relationships. It is important however that such things never unduly influence business decision-making or cause others to perceive that there has been

undue influence.

Employees must exercise the utmost care when offering or accepting gifts, hospitality or entertainment to protect the reputation of the Company against allegations of improper behaviour and to ensure that anti-corruption laws are not breached.

Gifts and hospitality must only be offered or accepted in accordance with the local law and local business practice.

8. Stakeholders

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include Employees, customers and the general community.

The Company is committed to conducting all its operations in a manner which:

- protects the health and safety of all employees, contractors and community members; recognises, values and rewards the individual contribution of each employee;
- achieves a balance between economic development, maintenance of the environment and social responsibility;
- maintains good relationships with suppliers and the local community; and is honest, lawful and moral.

All Employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.