

PharmX

**PHARMX TECHNOLOGIES
LIMITED**

ACN 000 091 305

Conflict of Interest Policy

CONFLICT OF INTEREST POLICY

1. Purpose

1.1 The purpose of this Conflict of Interest Policy (“Policy”) is to:

- a) ensure identification and resolution of those instances in which Board Members, Executive management and other representatives of PharmX Technologies Limited (and its subsidiaries) (“PharmX” or “the Group”) may find themselves in circumstances giving rise to a potential or actual conflict of interest;
- b) to protect the Group’s interest in such situations; and
- c) to provide for adequate reporting mechanisms.

1.2 This Policy applies to PharmX and to any related body corporate.

2. Requirement of Loyalty and Good Faith

2.1 PharmX has a reputation for honesty and compliance with high ethical standards.

2.2 This Policy is to assist in providing standards and guidelines to evaluate business and employee decisions and endeavours.

2.3 The standard of loyalty is not measured on a fixed scale, and the bases for a determination of honesty, good faith and loyal conduct are many and varied.

2.4 This Policy cannot describe all of the situations that may give rise to conflict of interest circumstances, nor can it take the place of a personal commitment to act ethically at all times.

2.5 A conflict of interest can be considered to exist in any instance in which the actions or activities of an individual employed by, or in a position of trust or control with respect to a PharmX entity could be influenced by a desire for personal gain or advantage to the individual or the individual’s immediate family and could be unfair or detrimental to a PharmX entity.

2.6 The possibilities for conflicts of interest are limitless, and each possibility may raise a different factual and practical problem. Each situation requires a determination to be made on its own facts whether or not a potential conflict of interest exists. The ultimate test is one of reasonableness – whether the interest might reasonably be expected to affect one’s judgment, and not whether it did in fact affect it.

3. Policy – Core Principles

- 3.1 Members of the Board of Directors of PharmX (the “Board”) and the Executive shall exercise good faith in all transactions touching upon any PharmX entity.
- 3.2 They shall not use their position or knowledge gained from their position in such a way as to obtain personal advantage or financial gain, and all their acts shall be for the best interest of the relevant PharmX entity and its shareholders.
- 3.3 Therefore:
 - a) No PharmX entity should enter into any transaction or arrangement with any entity in which any Director or Executive has a Financial Interest (as defined below), unless specific authorisation is obtained from the Board pursuant to the procedures set out below.
 - b) No employee shall participate in a corporate decision on behalf of any PharmX entity regarding any outside entity in which such employee has any Financial Interest.
 - c) No Director or Executive shall engage in, or shall have a Financial Interest in, any outside business activity which does, or might reasonably be expected to place him/her in conflict or competition with any PharmX entity unless such activities have been approved by the Board.
 - d) Prior approval from the Board is required for outside employment by Directors or Executives. Generally, approval will be granted if the outside employment does not interfere with scheduled PharmX work, impair the employee’s effectiveness or result in adverse publicity to any PharmX entity.
 - e) Executives may accept directorships in charitable and service organisations, provided the circumstances are appropriate and no conflict of interest is created. No Executive shall cause or otherwise influence a PharmX entity to make a contribution to an entity for which such employee serves as a director without the prior approval of the Chief Executive Officer or the Board.

4. Disclosure

- 4.1 To successfully manage a conflict of interest, Board members must be aware of its existence, acknowledge it and provide clear disclosure. Accordingly:
 - a) Conflicts of interest must be a standing item on the agenda for each Board meeting.

- b) Where a Board member has an actual, potential or perceived conflict of interest which may be relevant to an item of discussion at a Board meeting, the Board member must inform the chair as soon as they become aware of the relevant interest, ideally prior to the meeting.
- c) Where the chair has an actual, potential or perceived conflict of interest which may be relevant to an item of discussion at a Board meeting, the chair must inform the deputy chair or another Board member as soon as they become aware of the relevant interest, ideally prior to the meeting.

5. Protocol for managing conflicts of interest

- 5.1 The Board members will discuss whether an interest constitutes an actual or perceived conflict, and if so, decide how it will be managed.
- 5.2 The board members must consider whether the actual or perceived conflict is material, which means that the relevant interest has the capacity to influence, or may be perceived to influence, the vote of a particular Board member.
- 5.3 In deciding whether an actual or perceived conflict is material, the Board members should consider:
 - a) the nature and circumstances of the interest;
 - b) the severity of the conflict – amount, scope, likelihood of any expected benefit or detriment; and
 - c) the potential effect of the conflict, including the effect on the reputation and public confidence in the Group (“the pub test”).
- 5.4 If an actual or perceived conflict is determined to be material, then the Policy applies, which means the Board member:
 - a) will not receive the papers or information on the matter, but will be advised that certain papers and information have been excluded;
 - b) cannot be present (digitally, by phone or in person) when the matter is considered; and
 - c) cannot vote on the matter.
- 5.5 There may be exceptional cases where the Board may decide the Board members can vote, for instance where the conflict impacts all Board members, such as a directors and officers insurance policy. In such circumstances, the Board members must record the reasons for their decision.

6. Open discussion and transparency at meetings

- 6.1 When any matter is being discussed at Board level, any Board member may query another Board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- 6.2 This matter should then be discussed and considered by the Board members and if the board members (other than the board member who is being queried) considers that there may be a possibility of a material conflict of interest, then disclosure must be made and the Policy must apply.
- 6.3 If a Board member is uncertain as to whether they have a conflict of interest, they must disclose this at the Board meeting discussing the matter or with the chair.
- 6.4 Until the Board members have agreed that no conflict exists for a particular Board member, then no information relating to the matter will be shared with the potentially conflicted Board member.

7. Control of Customer and Third-Party Information

- 7.1 To safeguard the confidentiality and integrity of customer and third-party information, including sensitive data, any Board member with a real, potential or perceived conflict of interest with a customer or other third party shall be subject to the following restrictions:
 - a) Disclosure Requirement: The Board member must disclose any potential conflict of interest concerning customer or third-party information to the Board of Directors immediately upon identification.
 - b) Access Limitation: The Board member shall not have access to any customer or third-party information, sensitive or otherwise, that could be used to advance personal interests or the interests of another entity with which they are affiliated.
 - c) Information Segregation: All information related to the customer or third party in question shall be segregated and accessible only to Board members and employees who do not have a conflict of interest.
 - d) Third-Party Verification: In cases where the Board member's conflict of interest is significant, an independent third-party auditor may be appointed to oversee the handling and access to sensitive information, ensuring compliance with this policy.

8. Confidentiality of disclosure

- 8.1 Board members must remember that Board papers and matters discussed at Board meetings are confidential as each Board member has a duty to maintain the confidentiality of information they learn by virtue of his or her position as Board member.
- 8.2 If there is a need or desire by a Board member to disclose or report on resolutions or matters discussed at Board meetings, or information gained as a result of the being a Board member, to third parties, then the disclosure or reporting can only be made with the consent of the Board members at the meeting or by the chair.

9. Record-keeping

- 9.1 All discussions, disclosures and resolutions relating to a conflict of interest must be recorded in the Board meeting minutes.

10. Interpretations and Definitions

- 10.1 The guidelines and following definitions have been developed for the purposes of providing guidance to Directors and Executives and are not meant to exclude any circumstance which the Board believes should be disclosed or approved.
- a) A person has a “Financial Interest” covered by this Policy if the person has, directly or indirectly, through business, investment or immediate family:
- an ownership or investment interest in any entity with which any PharmX entity does business on a regular or periodic basis; or
 - a compensation arrangement with any entity or individual with which a PharmX entity does business on a regular or periodic basis; or
 - a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which a PharmX entity is negotiating a transaction or arrangement.
- b) “Compensation” includes direct and indirect remuneration, payment in kind as well as gifts or favours that are substantial in nature.
- c) “Financial Interest” does not include a holding of less than 5% of the fully paid ordinary securities on issue in an entity which is admitted to the official list of the Australian Securities Exchange.

- d) Members of the “immediate family” of an individual include the spouse, children, parents, brothers and sisters of the individual, and the spouses of any such child, parent, brother or sister.
- e) A conflict exists whether it is:
 - o Real – it currently exists;
 - o Potential – it may arise, as a real, sensible possibility of conflict; or
 - o Perceived – members of the public could reasonably form the view that a conflict exists, or could arise, that may improperly influence the person’s performance of their duty to the Group, now or in the future.

11. Administration

The Board is responsible for administration of this Policy.

12. Examples

12.1 The following are examples of situations or circumstances which have the potential to create a conflict of interest and should be evaluated to determine whether they are prohibited, or should be disclosed and, if required under the Policy, approved by the Board and /or the Chief Executive Officer:

- a) Financial Interest in an actual or potential purchaser, supplier or vendor to, or competitor of a PharmX entity.
- b) Employment with a firm that is an actual or potential purchaser from, or supplier or vendor to, or competitor of a PharmX entity.
- c) Membership on the Board of directors of a purchaser from, or supplier or competitor of a PharmX entity.
- d) Outside employment that affects working efficiency.
- e) Outside employment or business interest that could benefit from involvement with a PharmX entity (i.e. use of position for personal gain).
- f) Participation in regulatory or professional organisations that might involve divulging confidential information in respect of a PharmX entity.
- g) Sale of PharmX’s assets to Directors, officers or employees.

- h) Association or use of a PharmX entity's name with an outside business or activity not authorised by the Board or the Managing Director.
- i) Hiring or supervising a member of immediate family.

13. Duty to Disclose

In connection with any actual or possible conflicts of interest, each member of the Board and the Executive of PharmX shall disclose the existence of his or her Financial Interest and all material facts to the Board.

14. Procedures for Addressing Financial Interests of Directors and Executives

- 14.1 The interested Director or Executive may make a presentation at the Board meeting, but after such presentation, the Board and the interested party will consider the nature of the conflict and agree whether it is appropriate that he / she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- 14.2 The Chairman of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 14.3 The Board shall determine whether the relevant PharmX entity can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- 14.4 If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in PharmX's best interest and for its own benefit and whether the transaction is fair and reasonable to the Company and its shareholders and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

15. Violations of the Conflicts of Interest Policy

- 15.1 If the Board has reasonable cause to believe that a member of the Board or Executive Management has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
- 15.2 If, after hearing the response of the Director or member of the Executive management and making such further investigation as may be warranted in the circumstances, the Board determines that the

person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

15.3 Possible violations of this Policy by Executives shall be investigated by the Chairman of the Audit and Risk Committee who shall report the finding of such investigation to the Chief Executive Officer and the Board of Directors.

16. Record of Proceedings

The minutes of the Board shall contain:

- the names of the persons who disclosed or otherwise were found to have a Financial Interest, and the nature of the Financial Interest; and
- the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with any such alternatives.

17. Disclosure

17.1 All Board members, officers of a PharmX entity and individuals designated by the Chief Executive Officer are required to submit disclosures to the Board annually.

17.2 New disclosures or disclosures covering changed circumstances related to matters previously disclosed must be disclosed in writing when the Director, Executive or officer becomes aware of the new or changed circumstances.

17.3 The Board will make appropriate disclosure to shareholders in PharmX's Annual Corporate Governance Statement of the key aspects of this Policy, including explaining any departure from the best practice recommendations set out in the Australian Securities Exchange Corporate Governance Council's Corporate Governance Principles and Recommendations.

18. Who to Contact

Any questions relating to the interpretation of this Policy should be directed to the Managing Director or the Company Secretary:

Tom.Culver@pharmx.com.au

Sally.Mcdow@boardroomlimited.com.au

19. Adoption and Amendment

19.1 This Policy was adopted by the Board in June 2024.

19.2 This Policy may be amended from time to time by resolution of the Board.