

CODE OF ETHICS AND CONDUCT

INTRODUCTION

All non-executive directors, executives, officers, and employees (collectively “Employees”) of Sienna Cancer Diagnostics Limited (“Sienna” or “the Company”) are expected to strive to enhance both the performance and reputation of the Company. Part of achieving that expectation is establishing a set of standards and ethics that guide their conduct. This Code of Ethics and Conduct (“Code”) sets out the standards of behaviour expected of all Employees of Sienna.

1 PRINCIPLES OF THE CODE

The Company is committed to the following principles:

- maintaining the highest possible standards of corporate behaviour and ethics;
- conducting Sienna operations with integrity, objectivity, accountability and respect;
- providing a safe and fulfilling working environment;
- acting as a good corporate citizen, seeking the respect of the communities in which we operate and minimising our environmental impact.

Consistent with these principles, Employees are expected to:

- respect the law and act in accordance with it;
- act in the best interests of the Company and all its stakeholders;
- act with integrity and objectivity in all dealings on behalf of the Company;
- exercise fairness, courtesy, respect, consideration, and sensitivity in all dealings within their workplace and with customers, suppliers, and the public generally;
- contribute to the Company’s reputation as a good corporate citizen through their actions;
- respect confidentiality and not misuse Sienna information, assets or facilities;
- avoid real or perceived conflicts of interest and promptly disclose any interest which may constitute a conflict of interest;
- perform their duties in ways that maximise workplace safety and minimise environmental impacts;
- not take advantage of their position or the opportunities arising from it for personal gain;
- not harass*, bully[#] or discriminate[^] against any person while engaged in Sienna activities.

* Harassment is any uninvited, unwelcome behaviour directed to another person that a reasonable person would consider offensive, humiliating or intimidating.

[#] Bullying is defined as repeated unreasonable behaviour towards an individual or group that belittles, intimidates, isolates, or threatens.

[^] Discrimination is any practise which makes distinctions between individuals or groups to disadvantage some and advantage others.

2 RESPONSIBILITIES TO SHAREHOLDERS AND THE FINANCIAL MARKETS

Sienna has a **Continuous Disclosure Policy** (www.siennadiagnostics.com.au/investors/governance) covering compliance with the continuous disclosure obligations of the Australian Securities Exchange (ASX). It is the responsibility of all Employees to have a clear understanding of the implications and obligations of this policy. If required, clarification should be sought from the Company Secretary.

3 BUSINESS RELATIONS

3.1 Agents and other Intermediaries

Sienna may need to use agents (persons authorised to act on behalf of the Company - for example, advisors, contractors, intermediaries and consultants – “Agents”) in its business activities, particularly outside Australia. It is important to realise that improper conduct by Agents or intermediaries can expose the Company to legal liability or reputational damage, just as much as the activities of its own Employees. Legal liability may extend to Sienna Employees who expressly or tacitly authorise or permit improper conduct by Agents.

3.2 Bribery

Employees and Agents of Sienna must not offer or accept cash or any other incentive, inducement or reward in any form (subject to a limited exception for minor facilitation payments in connection with routine government actions – see section 3.3 below). In particular, payments to win business or to influence a business decision in the Company's favour such as bribes, 'kick-backs', secret commissions and similar payments are strictly prohibited.

Employees should take all practical steps to ensure that Agents do not engage in conduct on our behalf that would contravene this Code. Bribes and other corrupt payments or benefits are not only a contravention of this Code; offering or giving them is a criminal offence under the Australian Criminal Code Act. Liability may extend not only to the individuals directly involved in making the payment or giving the benefit, but also to the Company and to the Employee/s who expressly or tacitly authorised or permitted the payment to be made or the benefit to be given.

3.3 Facilitation Payments

In some countries it is customary for lower level government or public utility officials to demand payments or benefits to facilitate the provision of routine services or administrative actions.

Sienna opposes these payments and encourages Employees and Agents to resist making them if possible. However, where the alternative is significant disruption to business activities, facilitation payments may be made within the strict limits laid down in the Australian Criminal Code Act, and in accordance with the following:

- the value of the benefit given must be of a minor nature;
- the benefit must be given for the sole or dominant purpose of expediting or securing the performance of a routine government action of a minor nature (see examples listed below);
- the action must be one that is ordinarily and commonly performed by the relevant official. It must not involve a decision about awarding new business or continuing existing business, or the terms of business;
- the Employee or Agent who gives the benefit must make a signed record of it (amount, date, to whom, for what) as soon as practicable after giving it, and send the record to the Chief Financial Officer (CFO) within 10 working days.

Routine government actions include:

- granting a permit, licence or other official document that qualifies a person to do business in a foreign country or in a part of a foreign country;
- processing government papers such as a visa or work permit;
- providing police protection or mail collection or delivery;
- scheduling inspections associated with contract performance or related to the transit of goods;
- providing telecommunications services, power or water;
- loading and unloading cargo;

- protecting perishable products, or commodities, from deterioration;
- any other action of a similar nature.

A routine government action does not include a decision or encouraging a decision about awarding new business, continuing existing business or the terms of new or existing business.

Where it is not clear whether a payment meets the guidance provided above, Employees must seek advice from the CFO or Chief Executive Officer (CEO) prior to making the payment. Agents must not make facilitation payments on behalf of the Company without prior approval from the CFO or CEO.

3.4 Gifts and Gratuities

Gifts or gratuities may be accepted (or offered) only if they are of an incidental nature and should not exceed A\$150. Gifts in excess of this figure must be brought to the attention of the CFO or CEO and unless approved by one of these officers must be returned without delay with an explanation of the Company's policy on these matters.

Entertainment of customers and suppliers provided (or received) should not extend beyond a level reasonably required to maintain an 'arm's length' business relationship.

Travel and accommodation offered by a supplier may not be accepted unless it is unconditional or of benefit to Sienna and has been approved by the CFO or CEO. If the offer has been made to the CEO, or a director of Sienna, it must not be accepted unless approved by the chairperson of the board of directors ("Board").

4 EMPLOYMENT PRACTICES

4.1 Occupational health and safety

Sienna has an Occupational Health and Safety Policy covering compliance with the Occupational Health and Safety Act 2004, the Occupational Health and Safety Regulations 2017, and Compliance Codes of Practice, where applicable. It is the responsibility of all Employees to have a clear understanding of the implications and obligations of this policy. If required, clarification should be sought from the Company Secretary.

4.2 Securities trading and insider trading

In general terms, Employees must not use the knowledge gained in their position for personal gain or the gain of their associates. Information concerning the activities or proposed activities of Sienna, which is not public and which could materially affect the price of the Company's shares, must not be used for any purpose (such as trading in shares in Sienna or those of related companies) other than valid Sienna requirements.

Employees are obliged to ensure that all transactions in the Company's securities comply with the law and applicable rules and regulations of the ASX. Accordingly, all transactions in the Company's securities (and those of related companies), by Employees and their associates, must comply with the Sienna **Securities Trading Policy**: www.siennadiagnostics.com.au/investors/governance. If an Employee is unsure about whether any potential transaction is contrary to the law, the rules and regulations of the ASX or the policy, they should contact the Company Secretary.

4.3 Use of Sienna information, assets and facilities

(a) Information

In the performance of their duties, Employees may learn confidential information about the Company, its operations, fellow Employees, customers or suppliers. Unless an Employee has permission, they must not use, disclose or discuss that information while employed by Sienna, or after they leave Sienna. In particular, that information must not be used for personal interests, reward, gain or benefits.

All information to which an Employee has access and all work performed by that Employee in the course of their duties belongs to the Company.

(b) Assets and facilities

All Sienna assets and facilities must:

- be used efficiently, economically, as authorised and for their proper purposes;

- not be used for personal interests, reward, gain or benefits without the authority of the CEO or CFO.

No Sienna assets may be removed from the Company premises without the authority of the CEO or CFO.

4.4 Relationship with politicians and government officers

All dealings with politicians and government officers which relate to any part of the Company and its business activities must be conducted at 'arm's length' and with the utmost professionalism to avoid any perception of attempts to gain partisan political advantage.

4.5 Conflicts of interest

Conflicts of interest can arise if an Employee has a direct personal interest or an indirect interest (through a family member, friend or associate) in a business decision involving the Company. If an Employee believes they have a conflict or potential conflict of interest, this should be immediately reported to the CEO or the Company Secretary.

4.6 Alcohol and drug use

Alcohol and drug use can affect work performance and these substances may pose health and safety risks. Employees must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties, and they must abide by all workplace laws and restrictions applying to cigarette smoking and e-cigarettes under Victoria's 'Tobacco Act 1987'.

4.7 Outside employment

Employees are not permitted to take up any position as an employee, director, partner, agent, contractor or consultant which compromises, or is in conflict with, their responsibilities to Sienna. Employees, especially part time employees, who may have other employment, should disclose to the CEO all other employment arrangements, and should ensure that the other employment roles do not prevent them from fulfilling their obligations to Sienna, and that these other employment roles do not involve employers who directly compete in the same field as the primary business of Sienna.

4.8 Making public statements about the Company

As a company listed on the ASX, Sienna is bound by, and must strictly adhere to, the disclosure requirements of the ASX. The ability of Employees to make comments that may affect the share price or in any other way provide information material to the financial performance of the Company is restricted and detailed in Sienna's **Continuous Disclosure Policy**: www.siennadiagnostics.com.au/investors/governance.

5 THE ENVIRONMENT

Sienna is committed to ensuring that its business activities do not place the local community or environment at risk of injury, illness, or damage. Sienna's operations are subject to certain environmental regulations under the laws of the Commonwealth and State. In order to ensure compliance with the Environment Protection Act 1970, the Company engages an external waste disposal service provider. This service provider is certified to ISO 14001, ISO 9001 and AS/NZ4801.

6 PRIVACY

The Company's **Privacy Policy** is available on the Sienna website:
<http://www.siennadiagnostics.com.au/investor/governance>.

7 COMPLIANCE

7.1 Law

All Employees are required to comply with the letter and spirit of all applicable laws and regulations, in all jurisdictions the Company operates, in:

- the performance of their duties;

- their dealings with fellow Employees, customers, suppliers, and all persons outside Sienna with whom they have contact in the performance of their duties.

If an Employee is in any doubt about the applicable laws and regulations in the course of their work, they should immediately seek advice from the Company Secretary or CEO.

If an Employee suspects or considers that a breach of law or regulation has or will occur, they must immediately report that breach; see section 7.3 below, headed "Reporting of breaches".

7.2 Code

All Employees have a responsibility to adhere to this Code and ensure that no breaches occur. An Employee who breaches the Code may face disciplinary action, including in the case of serious breaches, dismissal. If the situation involves a breach of law or regulation, the matter may also be referred to an appropriate law enforcement authority for consideration.

If, after enquiry, the Company is satisfied that a breach of the Code has occurred, the nature of the disciplinary action will be determined by the relevant management in consultation with other appropriate sources of advice. The nature of the disciplinary action will depend on the seriousness of the breach and other relevant circumstances.

If an Employee is in any doubt about the Code or its application, they should immediately seek advice from the Company Secretary or CEO.

If an Employee suspects that a breach of the Code has or will occur, he or she must immediately report that breach; see section 7.3 below, headed "Reporting of breaches".

7.3 Reporting of breaches – Whistleblower Protection

All reports will be acted upon and kept confidential. No Employee will be disadvantaged or prejudiced if they report in good faith a suspected breach of a law, regulation, or the Code. The Corporations Act also gives special protection to disclosures about Corporations Act breaches, as long as certain conditions are met.

Sienna has appointed officers who are responsible for investigating reported breaches. The officers are the people holding the following positions:

- Company Secretary;
- CEO (if the breach involves, or has not been dealt with satisfactorily by, the Company Secretary);
- Chairperson of the Board (if the breach involves, or has not been dealt with satisfactorily by, the Company Secretary or CEO, or if the breach involves a director).

Further details, including in relation to how to make a report, and procedures around investigation and reporting, are set out in the Company's **Whistleblower Policy**: <http://www.siennadiagnostics.com.au/investors/governance>.

8 PUBLICATION OF THIS POLICY

Upon its approval or subsequent revision by the Board, this policy will be published on the Sienna website and included in all induction materials provided to Employees.

9 REVIEW OF THIS POLICY

The Board will review this Code annually to assess its effectiveness. The Board may also review this Code at any time, when considered necessary.