

**Neuren Pharmaceuticals Limited****Code of Conduct****1. Purpose**

This Code of Conduct (“Code”) sets out the standards of ethical behaviour, integrity and professionalism expected of all directors, key executives, consultants and employees (“Personnel”) of Neuren Pharmaceuticals Limited (“Company”) and its subsidiaries.

Its purpose is to:

- support high standards of governance and ethical conduct
- ensure decisions are made in the best interests of the Company and its shareholders
- promote accountability, transparency and responsible leadership
- provide clear expectations for conduct, judgement and behaviour

This Code applies to all Personnel. Directors, the CEO and senior executives are expected to lead by example and promote compliance with this Code throughout the Company.

**2. Ethical Behaviour, Integrity and Fair Dealing**

All Personnel must:

- act honestly, in good faith, and in the best interests of the Company within the scope of their role and responsibilities
- perform duties with care, diligence, skill and informed judgement
- uphold the highest standards of integrity, transparency and professionalism
- act in accordance with the Company’s values
- foster a culture of ethical, responsible, inclusive and respectful conduct throughout the Company
- avoid conduct that is unlawful, unethical, or inconsistent with this Code that may be reasonably expected to damage the Company’s reputation

**3. Responsibilities of Directors**

In addition to the obligations applying to all Personnel, Directors must:

- undertake diligent analysis of all proposals placed before the Board
- act with a level of skill expected from Directors and key executives of a publicly listed company
- make reasonable enquiries to ensure the Company is operating efficiently, effectively and legally, towards achieving its goals
- maintain an understanding of the Company’s operations, strategic context and risks
- use the powers of office only for their proper purpose
- oversee the adequacy of governance frameworks

#### **4. Proper Use of Position and Company Assets**

All Personnel must not:

- misuse their position in the Company for personal gain
- take advantage of Company property, assets or information or use such property for personal gain

They must:

- protect and ensure the efficient use of the Company's assets for legitimate business purposes
- deal fairly and honestly with the Company's customers, suppliers, employees, competitors and stakeholders

#### **5. Conflicts of Interest**

All Personnel must avoid actual, potential or perceived conflicts, including financial interests, personal relationships, business dealings and external directorships or positions.

Conflicts must be disclosed promptly:

- Employees and contractors – to their manager or the Company Secretary
- Executives – to the CEO (or Chair, where appropriate)
- Directors - to the Chair or Board.

Conflicted individuals must:

- not access relevant information unnecessarily
- not allow personal interests to conflict with the interests of the Company
- not participate in decision-making on the conflicted matter
- ensure all dealings are conducted at arm's-length and transparent

#### **6. Confidentiality & Proper Use of Information**

All non-public Company information must be treated as confidential.

All Personnel must not:

- disclose non-public information except where disclosure is authorised or legally mandated
- make improper use of information acquired in the course of their duties

They must:

- maintain the confidential information received in the course of the performing their duties
- recognise that such information remains the property of the Company from which it was obtained
- not disclose, or permit the disclosure of, confidential information unless authorised by the person or entity from whom the information was obtained, or where disclosure is required by law

## **7. Compliance with Law, Policy & Governance Standards**

All Personnel must:

- comply with all applicable laws and regulations, ASX listing rules and continuous disclosure obligations
- comply with the Company Constitution
- adhere to all approved Company policies and governance frameworks

## **8. Securities Trading & Inside Information**

All Personnel must not trade while in possession of material non-public information.

Where applicable under the Company's Securities Trading Policy, Personnel must comply with trading windows and approval requirements.

## **9. Board Conduct Standards**

Directors must:

- contribute positively and constructively to Board and leadership deliberations
- maintain independence in judgement, free from undue influence
- devote sufficient time to their role
- stay current with governance, industry and regulatory developments
- support collective Board decisions regardless of personal views

## **10. Breaches of the Code**

Personnel are encouraged to report suspected breaches of this Code in good faith through the Company's Whistleblower Policy.

Breaches of this Code are taken seriously and may result in disciplinary action, including termination.

Material breaches will be reported to the Board for oversight.

## **11. Review & Oversight**

This policy was approved by the Company's Board of Directors on 26 February 2026.

The Code will be periodically reviewed to ensure it is operating effectively and to ensure it remains up to date.