



Diversity and Inclusion Policy

NOXOPHARM LIMITED

ACN 608 966 123



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1 Introduction

Noxopharm Limited (**Noxopharm** or the **Company**) recognises that there are significant benefits that can arise from growing a diverse and inclusive workforce, including accessing a broad pool of high quality candidates, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent. This is an integral part of Noxopharm's core values.

Diversity and inclusion encompasses accepting and respecting a variety of visible and non-visible differences between people. This includes, but is not limited to, an individual's race, ethnicity, nationality, cultural background, gender identity, sexual orientation, marital or family status, age, physical abilities, educational background, socio-economic background, perspective, experience and religious, political or other beliefs.

2 Purpose

The purpose of the Diversity Policy (the policy) is to outline Noxopharm's commitment to fostering a corporate culture that embraces diversity and inclusion with the aim of achieving diversity and inclusion at all levels of the organisation including on the Board, within Senior Management and the whole workforce. The policy also provides a process for the Board to determine measureable objectives which the Company will implement and report against to achieve its diversity goals.

In order to achieve an inclusive workplace, Noxopharm has zero tolerance for discrimination, harassment, vilification and victimisation.

3 Scope

The policy applies to all locations the Company operates and employees, contractors and temporary employees.

4 Diversity commitment

The Company is committed to:

- complying with the diversity recommendations published by ASX Corporate Governance Committee by establishing measureable objectives for achieving gender diversity;
- promoting diversity and inclusion throughout the Company; and



keeping stakeholders informed of the Company's progress towards implementing and achieving its diversity objectives.

The Board will:

- aim to ensure that appropriate procedures and measures are introduced and responsibilities delegated to the Remuneration & Nomination Committee to ensure that the Company's diversity commitments are implemented appropriately;
- seek to ensure that the diversity profile is a factor that is taken into account in the selection and appointment of qualified employees, senior management and Board candidates;
- seek to design and implement programs and initiatives that:
 - ensure that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered and guarding against ant conscious or unconscious biases that might discriminate against certain candidates;
 - assist in the development of a broader and more diverse pool of skilled and experienced employees and that, over time, will prepare them for senior management and Board positions;
 - assist with enhancing employee retention, in particular that of women from middle management;
 - adopt flexible practices that may assist all employees (female and male) at all levels who may have domestic responsibilities;
 - provide opportunities for employees on extended parental leave to maintain their connection with the entity and assist with minimising career disruption when employees take time out of the workplace to meet other obligations and attempt to re-enter the workforce. For example, by offering them the option (without any obligation) to receive all-staff communications and to attend work functions and training programs; and
 - facilitate or permit employees to access such programs or initiatives where reasonable, possible and in line with the needs and objectives identified by the diversity profile.

While the key focus of the Diversity and Inclusion Policy and the ASX Corporate Governance Council's Principles and Recommendations is on promoting the role of women within organisations, the Company recognises that other forms of diversity are also important and will seek to promote and facilitate a range of diversity and inclusion initiatives throughout the Company beyond gender diversity.

5 Responsibilities and Accountabilities

Supporting workplace diversity is the responsibility of everyone in the Company:

The Board, with the assistance of the Remuneration & Nomination Committee is responsible for:

- establishing the Company's Diversity Policy;
- establishing and monitoring the Company's diversity and inclusion strategy;
- establishing measurable objectives for achieving diversity that are linked to the Company's circumstances and industry; and
- annually assessing the objectives and the progress in achieving them.

Remuneration & Nomination Committee

- addressing strategies on Board diversity;
- conducting all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts, where necessary;
- develop, review and make recommendations to the Board on setting measurable objectives for achieving diversity (including but not limited to, gender diversity) across the Company, and annually assessing the objectives and the progress in achieving them;
- reviewing and monitoring appropriate procedures to ensure the policy is implemented, which may include additional measurable objectives in relation to other aspects of diversity as identified in the policy;
- reporting and, where appropriate, making recommendations to the Board in relation to the above matters;

- reviewing and monitor whether there is any gender or other appropriate bias in remuneration and making recommendations to the Board; and
- reviewing and reporting to the Board, at least annually, on the proportion of women and men at all levels of the Company, and their relative levels of remuneration.

Managing Director/CEO

The Managing Director/CEO is responsible to the Board for:

- the implementation of this Policy;
- the development, implementation, maintenance and review of the appropriate structures, systems, policies and procedures to support the Company's diversity strategy; and
- reporting to the Board and Remuneration & Nomination Committee on performance objectives and on the implementation of diversity and inclusion initiatives and programs.

Senior Management

Senior Management are responsible to the Managing Director/ CEO for:

- the practice and promotion of behaviour that is consistent with the Company's values and this policy;
- the incorporation of workplace diversity and inclusion principles into their team and management practices;
- the recognition and use of the diverse skills and knowledge of employees;
- support for employees who seek flexible work arrangements and leave entitlements, subject to business needs;
- providing a workplace that is free from discrimination, harassment, vilification and victimisation;
- ensuring meetings, travel and other work arrangements do not place inappropriate pressure on employees with personal or other family commitments; and
- resolving workplace issues in a timely, sensitive and effective manner wherever possible and in accordance with applicable law.



Employees

All employees are responsible for:

- behaving in a way that is consistent with the Company's values and this policy;
- respecting different ways of thinking and working to maintain a workplace that is inclusive and free from discrimination;
- supporting employees who access flexible work arrangements;
- being aware of the Company's diversity and inclusion initiatives and, where appropriate, being involved.

6 Measurable objectives

Setting measurable objectives

The Board, with the assistance of the Remuneration & Nomination Committee, will annually:

- set measurable objectives for achieving diversity (including but not limited to, gender diversity), in the composition of the Board, Senior Management and the workforce generally; and
- review the effectiveness and relevance of these measurable objectives and Noxopharm's progress towards achieving those objectives.

Determining the measurable objectives

The measurable objectives should include appropriate and meaningful benchmarks that are able to be, and are, monitored and measured, in order for the Board to assess and report annually on the Company's progress towards achieving its diversity goals.

In order to set meaningful objectives, the Board with the assistance of the Remuneration & Nomination Committee will assess its current diversity levels and identify where gaps exist.

Measurable objectives will then be developed which are tailored towards improving diversity in areas where most improvement is needed.

If Noxopharm is included in the S&P / ASX 300 Index, a measurable objective will be set for achieving gender diversity in the composition of the Board of not less than 30% of its Directors of each gender, to be achieved within a specific period.

Periodic review

As part of the commitment to achieving and maintaining effective diversity policies, the Board and the Remuneration & Nomination Committee will perform regular reviews of the changes in diversity throughout the organisation.

Measureable objectives as key performance indicators

The Board, with the assistance of the Remuneration & Nomination Committee, will consider the extent to which the achievement of these measureable objectives should be tied to incentive key performance targets for the Managing Director/CEO and Senior Management.

7 Strategies

Strategies to help achieve the Company's diversity objectives include:

- facilitating a corporate culture that embraces diversity and inclusion recognising that employees at all levels have responsibilities outside of the workplace;
- ensuring that meaningful and varied development opportunities are available to all employees to enhance the retention of new employees and promotion of existing employees;
- recruiting from a diverse pool of candidates for all positions, including Board and Senior Management appointments; and
- reviewing succession plans to ensure an appropriate focus on diversity and inclusion.

8 Annual disclosure to shareholders

The Board will include in the Annual Report or corporate governance statement each year:

- the measurable objectives set for that reporting period to achieve gender diversity;
- Noxopharm's progress against achieving those objectives; and
- the respective proportion of men and women on the Board, in Senior Management and across the whole workforce.

9 Publication

A copy of this policy will be made available on the Company's website.



10 Review of Policy

The Diversity Policy will be reviewed annually by the Remuneration and Nomination Committee to check that it is operating effectively and whether any changes are required.

External reviews of this policy may be undertaken at the request of the Board from time to time.

Version control and history:

Document owner	Human Resources Officer
Approved by	Board
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Version 1	6 May 2016