

Healius Limited

Anti-bribery and anti-fraud Policy

1 Introduction

1.1 Who does this Policy apply to?

This Policy applies to:

- all employees, contractors and temporary staff of Healius Limited and its related bodies corporate (together, the **Healius Group**) (**Staff Members**); and
- suppliers of goods or services to the Healius Group, or health care professionals who receive services from the Healius Group, and their employees (**Contractors**).

1.2 What does this Policy cover?

This policy is designed to:

- prevent Staff Members from paying or receiving bribes or engaging in corrupt practices; and
- assist in effectively responding to fraud committed against the Healius Group.

This Policy should be read in conjunction with the Healius Group's:

- Gifts and Entertainment Policy;
- Political Donations Policy;
- Whistleblower Protection Policy; and
- Code of Conduct.

2 General Principles

2.1 Definitions

Bribery can be defined as using illegal or improper means (whether favours, blackmail, financial payments, secret commissions or other rewards) to influence the actions of others. It includes all forms of corrupt practices (for example, secret commissions, facilitation payments and kickbacks).

2.2 Forms of bribery and corruption

Bribery:

- involves paying or offering to pay money, or giving or offering to give a benefit or anything of value, to someone with the intention of obtaining or retaining a commercial advantage or to induce or to reward the recipient for acting improperly;
- does not necessarily involve direct monetary benefits. For example, excessive gifts or entertainment, engaging a company owned by the family of a business in order to influence business related decisions or the provision of a loan to such third party at better-than-market terms may (depending on the particular circumstances) constitute bribery or corrupt conduct; and
- does not have to be direct – bribery can also take place where the offer or payment is made by or through a third party (for example, an agent or introducer).

2.3 Definition of fraud

Fraud is commonly understood as dishonesty calculated for advantage. The following actions are examples of some potential instances of fraud:

- misappropriation of funds, securities, supplies, or other assets;
- impropriety in the handling or reporting of money or financial transactions;
- profiteering as a result of insider knowledge of company activities;
- disclosing confidential and proprietary information to external parties;
- disclosing to other persons securities activities engaged in or contemplated by Healius;
- accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to the company;
- destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment.

3 Policy

3.1 Obligations– bribery and corruption

All Staff Members:

- are prohibited from using bribery, whether acting in their own capacity or on behalf of Healius;
- are prohibited from soliciting or accepting bribes;
- must comply with applicable anti-bribery legislation (which includes the anti-bribery provisions of the *Australian Criminal Code 1995 (Cth)*);
- may not be party to, or cause any employee to be party to, any irregular or illegal payments or benefits in kind made in circumstances where a third party could reasonably perceive that the purpose of such payment or benefit is to win or retain business, to influence a business decision or in connection with the improper performance of a recipient's duties; and
- are prohibited from offering, promising or providing (or causing to be offered, promised or provided) money or anything else of value to any person specifically government officials, political parties, commercial partners and investors for the

purpose of improperly influencing their official or commercial actions in order to obtain business or influence business related decisions, or to induce them to perform their work duties improperly or otherwise improperly reward them for doing so.

3.2 Reporting of bribery and corruption

A Staff Member who is approached by a third party (for example, a potential supplier or customer) with an inducement to engage in bribery or corrupt practices (for example, an offer of a bribe or request for a bribe) must immediately notify their manager of the details. Any Staff Member who is a manager to whom such a report is made must ensure the matter is immediately escalated to at least General Manager level to enable an appropriate response to be made.

Management is responsible for co-ordination of the engagement of other parties, such as the legal and human resources functions, or external parties such as ASIC, ASX or law enforcement agencies. The table in Healius' Code of Conduct sets out key members of the Executive team with responsibilities in discrete areas of alleged wrongdoing.

3.3 Fraud: joint responsibility to detect and notify suspected or actual instances of fraud

All Staff Members and Contractors are responsible for maintaining ethical and honest behaviour in all dealings, internally and externally. If any Staff Member is unsure if an action may constitute fraud, he or she should seek information and confirmation from their manager.

All managers are responsible for the detection and prevention of fraud. Each manager should ensure they are familiar with the types of fraudulent actions that might occur within his or her area of responsibility and be alert for any indication of irregularity.

3.4 All irregularities must be reported

Any irregularity that is detected or suspected, must be reported by relevant management immediately to the relevant member of the Executive management team in accordance with the table set out on Healius' Code of Conduct. He/she will co-ordinate engagement of other parties, such as the legal and human resources functions, or external parties such as ASIC, ASX or law enforcement agencies.

3.5 General guidance

If a Staff Member or Contractor becomes aware of any situations or circumstances causing concern, or is unsure of whether a given situation may constitute fraud, bribery or corrupt practices, they should immediately contact their manager. If for any reason they cannot discuss the issue with their manager, they can contact either:

- the head of their business unit; or
- a representative of Healius' Legal team, who can escalate the matter to the General Counsel as necessary.

This ensures that guidance can be given and that the issue is dealt with appropriately.

3.6 A workplace investigation must be completed to substantiate or dismiss allegations of fraud, bribery or corruption

A workplace investigation will be conducted in order to determine whether or not the relevant allegations are substantiated. Please refer to the Workplace Investigations Guidelines for further information.

4 What are the consequences of breach of this Policy?

4.1 Consequences for employment or engagement

The relationship of employment is characterised by obligations of honesty and fidelity owed by the employee to their employer. Engagement in fraud, bribery or corrupt practices is incompatible with this obligation of trustworthiness.

Similarly, Healius holds its contractors to a high standard and seeks to do business with people and entities it can trust.

Any Staff Member or Contractor who does not comply with this policy may be subject to disciplinary action, up to and including termination of their employment or engagement.

Any decision to take disciplinary action against a Staff Member is at the discretion of the management of the relevant Staff Member's business unit, and the General Manager of that business unit.

4.2 Criminal and other legal consequences

In addition to being a breach of a Staff Member's obligations to the Healius Group, fraud, bribery and corruption may amount to criminal behaviour. Staff Members or Contractors who have taken part in bribery or corrupt conduct can expect the matter to be reported to the Police or other appropriate regulatory authority.

Where fraud, bribery or corrupt behaviour results in loss or damage to Healius, Staff Members and Contractors who have participated in such activity may also be the subject of legal action by Healius to recover compensation.

4.3 Reputational impact

Fraud, bribery and corruption are each a betrayal of trust. The damage potentially inflicted on the Healius Group may greatly exceed the material value of the fraudulent or corrupt transaction or bribe (for example, bribery has the potential to seriously damage's reputation and undermine the relationship with investors, government and other stakeholders). Healius may seek to recover its losses caused by such reputational impact to the fullest extent the law allows.

5 Interaction with Whistleblower Protection Policy

The Healius Group's Whistleblower Protection Policy provides important protections for Staff Members and Contractors who report wrongdoing in the Healius Group, which may include reporting of fraud, bribery and corruption. The Whistleblower Protection Policy should be read in conjunction with this Policy.

6 Status of this Policy and updates

This Policy does not form part of, and is expressly excluded from being incorporated into:

- any contract of employment between any member of the Healius Group and any other person; or
- any contract between the Healius Group and any Contractor.

This Policy may be updated or revised from time to time. Updated or revised versions of this Policy will be made available on the Healius Group's intranet site, PRIME. It is each Staff Member's responsibility to access PRIME to ensure he or she has is familiar with the most recent version of this Policy.

Approved

Date: 1 July 2016

Yvette Cachia

Group Executive, People and Legal

Version Information

Version	Date	Comment
1.0	March 2016	Original
1.1	February 2017	Minor amendments to accommodate updates to position titles and organisational structure
1.2	February 2019	Minor amendments to accommodate updates to business name from Primary to Healius