

Healius Limited

Whistleblower Protection Policy

1 Introduction

1.1 Purpose of this Policy

The Healius Group is committed to a culture of corporate compliance and ethical behaviour generally.

The Healius Group considers it vital that Improper Conduct should be disclosed through appropriate channels, and is committed to protection of individuals who disclose, in good faith, instances or allegations of Improper Conduct occurring in relation to the Healius Group.

The existence of this Policy is therefore very important to the Healius Group and provides a number of benefits to the Healius Group, particularly by helping to ensure openness and transparency across all levels of the organisation. Through fostering openness and transparency, the Group develops increased levels of trust across the organisation and helps to give its stakeholders the confidence that they are engaged with an organisation committed to doing the right thing and swiftly detecting and addressing wrongdoing.

The policy has been drafted to comply with relevant laws and with the Australian Standard AS 8004-2003 – *Whistleblower Protection Program for Entities*, and ensures that any person making a Disclosure is not personally disadvantaged or discriminated against for making that Disclosure.

1.2 Who does this Policy apply to?

This Policy applies to:

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

- a relative or dependant of any person referred to in the 3 bullet points above.

1.3 What sorts of behaviour does this Policy cover?

This Policy sets out the way in which the Healius Group aims to deal with concerns raised by Staff Members or Contractors about:

- corrupt, fraudulent, or other illegal conduct or activity;
- breaches of the Healius Group's Code of Conduct;
- conflicts of interest;
- substantial mismanagement of the Healius Group's resources;
- conduct involving danger to the public or the financial system; or
- conduct involving substantial risk to the environment;

which, if proven, would constitute by the Healius Group or its employee/s:

- a criminal offence;
- a breach of legislation regulating companies (eg. the *Corporations Act* and the *ASIC Act* and the *Taxation Administration Act*);
- a breach of the Healius Group's Code of Conduct;
- grounds for termination of the employment of a Healius Group employee;
- grounds for disciplinary action against a Healius Group employee; or
- grounds for cessation of contractual relations with a Contractor.

This Policy will refer to such conduct as Improper Conduct, and the raising of concerns of Improper Conduct as Disclosure.

1.4 Relationship of this Policy to the Healius Group's Code of Conduct

The Healius Group's Code of Conduct sets out the principles by which Healius Directors and employees will conduct business. It is available at <https://www.primaryhealthcare.com.au/globalassets/corporate/healius-new-pdfs---corporate-governance/2019-01-25-code-of-conduct.pdf>

This Policy should be read in conjunction with the Code of Conduct.

1.5 Availability of this Policy to officers and Staff Members

This Policy will be made available to Staff Members and officers of the Healius Group through the Policy Central page on the Group's intranet site, PRIME, as well as through the Healius Group's public website.

2 What is whistleblowing?

2.1 Background – use of normal internal reporting channels

Whistleblowing is generally only necessary in unusual situations. In most situations, Staff Members or Contractors should address any concerns of Improper Conduct through their ordinary reporting line, for example by raising the issue with:

- their Manager;
- their Manager's Manager;
- the relevant human resources representative/s for their business unit; or
- (in the case of Contractors) through their usual contact at the Healius Group.

2.2 Whistleblowing

In some situations, a Staff Member or Contractor may feel that they are not able to raise concerns through their ordinary reporting line, for example where they believe their Manager may be involved in Improper Conduct and, for some reason, they are not able to raise the issue with their Manager's Manager. In these circumstances, a Staff Member or Contractor may instead consider Disclosure pursuant to this Policy.

3 How to make a Disclosure as a Whistleblower

3.1 Contact details of Whistleblower Protection Officers

The Healius Group is committed to appointing and maintaining appropriately qualified Whistleblower Protection Officers accessible to all staff of the Healius Group. The Whistleblower Protection Officers' contact details are:

<p>Whistleblower Protection Officer Level 6, 203 Pacific Highway St Leonards NSW 2065 Ph 02 9432 9400 wpo@healius.com.au</p>

The role of Whistleblower Protection Officer is fulfilled by several senior legal practitioners in the Healius legal team.

Disclosure may be made to:

- a Whistleblower Protection Officer;
- to a senior manager, company secretary or director of any company in the Healius Group; or
- to an auditor of any company in the Healius Group; or

- to an external independent contact centre engaged by the Healius Group, Core Integrity, whose details are:

Phone: 1800 774 617
E-mail: disclosure@primaryhealthcare.com.au
Mail: PO Box 895
Darlinghurst NSW 1300

Weblink:
<https://www.clearviewconnects.com/Home.htm?org=healiuslimited&lang=en>

QR Code:



Disclosure may also be made to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or the Australian Taxation Office (**ATO**).

3.2 What level of suspicion is required on the Whistleblower's part?

A Whistleblower is not required to have conclusive proof of Improper Conduct before making Disclosure. On the other hand, a vague or general suspicion is generally not a reasonable basis for making Disclosure. The following section should be used by prospective Whistleblowers as a guide for the level of information that is generally required to be Disclosed in order to trigger an investigation.

3.3 Guidance on what information to Disclose

The more specific the Disclosure, the more likely that the matters raised in the Disclosure will be able to be successfully investigated. Where possible, Disclosure should include:

- a full description of the conduct which the Whistleblower is concerned about;
- why the Whistleblower considers the conduct to be Improper Conduct;
- names of persons involved and what each person is alleged to have said and done;
- key dates on which the Improper Conduct is said to have occurred; and
- where possible, documents (including e-mails) or other material that evidences the Improper Conduct.

3.4 Public Interest Disclosure

In some circumstances a Whistleblower may be eligible to make a public interest disclosure. These circumstances, and how and to whom a public interest disclosure may be made, are set out in section 1317AAD(1) of the *Corporations Act*.

3.5 Emergency Disclosure

In some circumstances (generally where there is a substantial and imminent danger to the health or safety of one or more persons or to the natural environment), a Whistleblower may be eligible to make an emergency disclosure. These circumstances, and how and to whom an emergency disclosure may be made, are set out in section 1317AAD(2) of the *Corporations Act*.

4 Investigation of Disclosures

4.1 Oversight of the investigations process

The administration of this policy, including coordination of investigations, is carried out by the following roles:

Group Risk Manager Level 6, 203 Pacific Highway St Leonards NSW 2065 Ph 02 9432 9400	OR	Head of People, Corporate Level 6, 203 Pacific Highway St Leonards NSW 2065 Ph 02 9432 9400
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4.2 Whistleblower Investigations Officer

The Healius Group may appoint an appropriately qualified Whistleblower Investigations Officer from time to time. This appointment may relate to a specific investigation or be more general in nature.

The Whistleblower Investigations Officer must not be the same person as the Whistleblower Protection Officer.

4.3 Level of evidence needed

The level of investigation carried out by the Healius Group will generally reflect the level of evidence supplied by the Whistleblower in their Disclosure. General, non-specific claims or vague allegations make investigation much more difficult. See the sections entitled “What level of suspicion is required on the Whistleblower’s part?” and “What information to Disclose” under “How to make Disclosure as a Whistleblower” (sections 3.2 and 3.3) for more details.

4.4 Investigations must be conducted with procedural fairness

Any investigation of Improper Conduct will be conducted by the Healius Group with procedural fairness, including giving any person against whom Improper Conduct is alleged the opportunity to understand and respond to the allegations.

In many cases this will necessitate the identity of the Whistleblower becoming known by the alleged wrongdoer. Where the Whistleblower does not consent to their identity being disclosed (directly or indirectly), it may not be possible for the Healius Group to investigate the matters raised by the Whistleblower.

4.5 Investigations will be conducted using best practice

Any investigation of Improper Conduct will be conducted by the Healius Group using applicable industry best practice, adjusted as appropriate depending on the resources available to the Healius Group and the nature and seriousness of the Improper Conduct alleged.

4.6 Independence of investigations

The investigation of Improper Conduct will be carried out by a Whistleblower Investigations Officer who is, and who (to the extent practicable) uses resources that are, independent of:

- the business unit concerned;
- the Whistleblower; and
- any other person who is the subject of the relevant Disclosure.

4.7 Investigation outcomes

To the extent practicable in all circumstances, the Healius Group is committed to rectifying any Improper Conduct verified by the investigation.

4.8 Feedback to the Whistleblower

Whatever the outcome of the investigation, the Healius Group guarantees that the Whistleblower will receive feedback about the results of the investigation. In cases where an investigation has not been conducted (for example because the Whistleblower elected not to consent to their identity or Disclosure being communicated internally within the Healius Group), this feedback will also be given to the Whistleblower.

5 Confidentiality and privacy of Whistleblowers

5.1 General statement regarding confidentiality

For a Whistleblower to be fully covered by this Policy, the Whistleblower must disclose their identity to the Whistleblower Protection Officer **before or at the time of** making

Disclosure, because the Healius Group cannot give all the protections afforded by this Policy to unknown persons.

So far as the law allows, the Whistleblower's identity and the Disclosure made by the Whistleblower will be kept secure and confidential.

5.2 Can a Whistleblower choose to remain anonymous?

A Whistleblower can make Disclosure anonymously. Anonymous Disclosures will be reviewed by the Healius Group and, where practicable to do so, protection will be afforded to the anonymous Whistleblower. However persons making anonymous Disclosures should be aware that anonymity makes it much more difficult for the Healius Group to extend all the protections of this Policy to the Whistleblower. Only Whistleblowers who disclose their identity to the Whistleblower Protection Officer before or at the time of making disclosure can be guaranteed the protections of this Policy.

Where an anonymous Whistleblower's Disclosure is found to be false or vindictive, the Healius Group may take steps to ascertain the Whistleblower's identity in order to commence disciplinary action (see section 8.3).

5.3 Will the Whistleblower's identity be protected?

The Healius Group will not communicate the identity of the Whistleblower (including information that can identify the Whistleblower) or the subject matter of the Disclosure internally within the Healius Group without the Whistleblower's consent. Where consent is given, the Whistleblower's identity will only be internally disclosed to the extent necessary to allow the effective investigation of the Disclosure made by the Whistleblower. In order to ensure procedural fairness, this may require the Whistleblower's identity and the subject matter of the Disclosure to be disclosed to the alleged wrongdoer/s.

In some situations, the Healius Group may communicate the Whistleblower's identity and the subject matter of the Disclosure to:

- ASIC;
- APRA;
- the ATO;
- the Australian Federal Police; or
- in some states or territories, the relevant state or territory police force (where it appears to the Healius Group that a serious criminal offence has been committed).

These communications may occur **whether or not** the Whistleblower consents.

6 Protection of Whistleblowers from victimisation

6.1 Protection from any criminal or civil liability

Pursuant to the Corporations Act, a Whistleblower is not liable to any criminal or civil action (whether at the behest of the Healius Group, an alleged wrongdoer or any other person) for Disclosure.

6.2 Protection from victimisation

Pursuant to the Corporations Act, a Whistleblower must not be subjected to any detriment, or have such detriment threatened by any person, for Disclosure. Actual or threatened detriment may constitute an offence under the Corporations Act.

6.3 Healius Group response to victimisation of Whistleblowers

The Healius Group will not tolerate any victimisation of Whistleblowers, their colleagues or relatives. Victimisation of a Whistleblower may also constitute an offence under the Corporations Act which is liable to prosecution, and may also lead to the Whistleblower being able to recover compensation from the victimiser.

Any Staff Member who is found to have caused detriment to a Whistleblower, or to have threatened to cause such detriment, because that Whistleblower has Disclosed Improper Conduct:

- will be subject to disciplinary action up to and including termination of employment; and/or
- will be liable to have their contractual arrangements with the Healius Group immediately terminated.

6.4 What other steps can a Whistleblower request that the Healius Group take?

Where a Whistleblower who is a Staff Member has consented to their identity being communicated internally, the Whistleblower may request the following steps be taken by the Healius Group:

- to change the Staff Member's work location so they no longer work with the alleged wrongdoer;
- to change the Staff Member's reporting line so they no longer report to the alleged wrongdoer;
- where neither of the previous actions is reasonably practicable, to allow the Staff Member a leave of absence while the alleged Improper Conduct is investigated.

7 Key roles and responsibilities

7.1 Responsibilities of the Whistleblower

A Whistleblower must:

- be honest;
- if they are a Staff Member, continue to comply with the responsibilities and duties of their employment (or other contractual arrangements) with the Healius Group, including (in the case of employees) following the reasonable and lawful directions of the Healius Group;
- if they are a Contractor, continue to comply with any contractual arrangements with the Healius Group; and
- keep the fact that they have made a Disclosure confidential.

7.2 Rights of the Whistleblower

A Whistleblower:

- has the right to be free of any victimisation (threatened or actual detriment) because they have Disclosed alleged Improper Conduct;
- may refuse their consent to their identity or the subject matter of their Disclosure being communicated internally within the Healius Group (noting that refusal to consent may preclude the Whistleblower's allegations being effectively investigated);
- where they do consent to their identity or the subject matter of their Disclosure being communicated internally within the Healius Group, request a transfer of employment location, a change in reporting line or, where those options are not available, a leave of absence.

7.3 Responsibilities of Whistleblower Protection Officer

The Whistleblower Protection Officer must:

- ensure they do not communicate:
 - the identity of the Whistleblower (directly or indirectly); or
 - the information Disclosed by the Whistleblower; or
 internally within the Healius Group **unless** the Whistleblower first consents.
- ensure they communicate the Whistleblower's identity and any Improper Conduct Disclosed by the Whistleblower as appropriate to:
 - ASIC;
 - APRA;
 - the ATO; or
 - the Australian Federal Police;

- ensure that they relay any feedback about the investigation (or any decision not to conduct an investigation) received from the Whistleblower Investigations Officer back to the Whistleblower.

7.4 Responsibilities of Whistleblower Investigations Officer

A Whistleblower Investigations Officer must:

- verify with the Whistleblower Protection Officer that the Whistleblower has consented to the Whistleblower's identity and the matters Disclosed by the Whistleblower being communicated internally within the Healius Group;
- ensure they do not communicate:
 - the identity of the Whistleblower (directly or indirectly); or
 - the information Disclosed by the Whistleblower;
 internally within the Healius Group **except, and only to,** the extent necessary to properly investigate the matters Disclosed;
- investigate the matters Disclosed fairly and impartially, ensuring that procedural fairness is afforded to all persons against whom Improper Conduct is alleged;
- liaise with the Whistleblower Protection Officer as appropriate to ensure the Whistleblower suffers no detriment due to the Whistleblower's Disclosure; and
- report the results of the investigation to:
 - relevant management; and
 - the Whistleblower Protection Officer, for feedback to the Whistleblower.

7.5 Responsibilities of other senior Staff Members who are contacted by a Whistleblower

Where a Whistleblower contacts a director, the company secretary, or other senior manager of the Healius Group to make Disclosure, that person should:

- seek the consent of the Whistleblower to report the matter to the Whistleblower Protection Officer;
- if the Whistleblower consents, promptly report the matter to the Whistleblower Protection Officer;
- if considered necessary or appropriate, report the Whistleblower's identity and the subject matter to ASIC, APRA, the ATO or the Australian Federal Police; and
- otherwise keep the Whistleblower's identity and the matters Disclosed by the Whistleblower strictly confidential.

7.6 Responsibilities of the Healius Group towards Whistleblowers

The Healius Group will use its best endeavours to ensure that a Whistleblower is not subjected to any sort of detriment because they have made Disclosure.

Where a Whistleblower who is a Staff Member:

- has consented to their identity and the Disclosure being communicated internally within the Healius Group; and
- has requested a transfer of employment location or a change in reporting line;

the Healius Group will attempt to meet that request. Where the Healius Group does not meet that request, the Staff Member will be granted a leave of absence for the duration of any investigation of the Disclosure.

8 Further important information

8.1 Situations that are not whistleblowing

The following situations are **not** whistleblowing, and are not covered by this Policy:

- making or posting allegations regarding the Healius Group on social media (note: the Healius Group's Social Media Policy and other relevant Policies also apply); or
- communicating with media organisations regarding the Healius Group (including responding to an inquiry from a media organisation), **except** where the communication meets the requirements of a public interest disclosure or an emergency disclosure under relevant legislation; or
- discussing any confidential information of the Healius Group with any person who is not legally authorised to receive that information; or
- a personal work-related grievance, that is where the information "disclosed" concerns a grievance about any matter in relation to the discloser's employment or past employment which has personal implications for the discloser and which does not involve subject matter which is a contravention of the law or a danger to the public or financial system.

For Staff Members, such communications may lead to disciplinary action up to and including termination of employment. For Contractors, such communications may lead to the Healius Group exercising its rights under the relevant supply contract.

8.2 Whistleblowing does not confer immunity

In some circumstances, a Whistleblower may themselves have been involved in the Improper Conduct which they Disclose. In other circumstances, a Whistleblower may not have been involved in the Improper Conduct that the Whistleblower Discloses, but is alleged to have taken part in other Improper Conduct.

By making a Disclosure, Whistleblower who is a Staff Member does not become immune from the obligations of their employment with the Healius Group. Subject to the following paragraph, where a Whistleblower is themselves found to have engaged in Improper Conduct, they may be subject to disciplinary action, up to and including termination of employment, exactly as if the whistleblowing had not occurred.

However, where the Whistleblower Discloses Improper Conduct in which the Whistleblower themselves has participated, any disciplinary action against the Whistleblower for that Improper Conduct will take into account the fact that the Whistleblower has done the right thing by Disclosing the Improper Conduct.

A Whistleblower should also understand that making Disclosure of Improper Conduct in which the Whistleblower has participated does not give the Whistleblower any immunity from actions by external parties (eg. ASIC, Police) for that Improper Conduct.

8.3 False Disclosure

The making of false Disclosure made by a Healius Employee is likely to constitute serious misconduct on the part of that employee which may lead to disciplinary action up to and including termination of employment. The making of false Disclosure by a Contractor is likely to lead to the Healius Group exercising its rights under the relevant supply contract.

8.4 Ordinary employment arrangements are not affected

A Whistleblower who is a Staff Member remains subject to the ordinary performance requirements and disciplinary measures of employment. Making Disclosure will not impede legitimate management action regarding poor performance or poor conduct of the Staff Member.

In particular, although all Disclosure will be investigated by the Healius Group in accordance with this Policy, Disclosure will **not** suspend or postpone any disciplinary or performance-related action which the Healius Group is undertaking or proposes to undertake in relation to a Staff Member (whether that Staff Member is the Whistleblower or is a colleague of the Whistleblower).

8.5 Status of this Policy

Staff Members of the Healius Group are expected to comply with this Policy as they are with other policies of the Healius Group.

Breach of this Policy by a Staff Member may result in the Healius Group taking disciplinary action against that Staff Member. Disciplinary action may include, but is not limited to:

- the issuing of a formal warning to the Staff Member; or
- the termination of a Staff Member's employment or engagement.

A breach of this Policy may in some circumstances also amount to an offence under the Corporations Act.

However 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.

9 Further important information

The Healius Group will review this Policy regularly for effectiveness.

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. It is the responsibility of each Staff Member to access PRIME on a regular basis to ensure that he or she is familiar with the most recent version of this Policy.

Approved 20 July 2019

Yvette Cachia
Group Executive People & Legal

Version Information

Version	Date	Comment
1.0	1 July 2016	Original
1.1	13 December 2017	Contact details for WPOs and Core Integrity updated
1.2	31 January 2019	Company name change updated
2.0	20 July 2019	Updated to reflect: <ul style="list-style-type: none"> • Changes to WPO structure; • changes to Corporations Act and Taxation

		Administration Acts.
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