

Healius Limited

Code of Conduct

1 Introduction

Context of this Code of Conduct

The Healius Group's purpose is to care for health and wellbeing at every stage of life; in achieving this purpose our mission is to seek and sustain life-enhancing healthcare, delivered by people who care.

Our values, summarised in the phrase "WE CARE" include a commitment that our people will **act with integrity**. Whatever we're working on, whatever problem we're solving or whatever decision we're making, **integrity** is a core value of our business.

This Code of Conduct sets out the ethical standards you should expect from the Healius Group, and the ethical standards the Healius Group expects from its people.

Who does this Code of Conduct apply to?

This Policy applies to Healius Limited, all its subsidiary companies (together, the **Healius Group**), and all directors, employees, contractors and temporary staff of the Healius Group (**Staff Members**).

What does this Code of Conduct cover?

This Code of Conduct sets out the principles by which the Healius Group and staff members employees will conduct business.

This Code of Conduct should be enacted in word and spirit by the Healius Group and all Healius Group directors, staff members employees, contractors and professionals who have a business association with the Healius Group.

Interaction of this Code of Conduct with other Healius Group policies

This Code of Conduct underpins every other policy of the Healius Group. All other policies should be read in conjunction with this Code of Conduct.

2 Compliance with the Law and Regulations

All Staff Members must comply with the laws that govern Australian and international operations. In the event Staff Members have concerns about legal issues, legal advice must be sought before any decision is taken.

It is a governing principle that Healius be operated in accordance with the legal (and cultural) standards appropriate to each country in which it has a presence.

3 Corporate Integrity and Social Responsibility

Staff Members must at all times strive to conduct themselves with honesty and integrity. This may in certain circumstances require a higher standard of conduct than that required by law. The conduct of Staff Members must be to a standard, which meets community expectations of organisations comparable with the Healius Group, including standards related to environmental and social responsibility.

The Healius Group is committed to ensuring business decisions, including those undertaken in conjunction with procurement activities, are conducted commercially, ethically, and sustainably to generate optimum value for money outcomes with a whole-of-life focus.

Any Staff Member who believes activities may reflect poorly on the Healius Group should advise an appropriate manager.

4 Conflicts of Interest

Staff Members have a duty of good faith and fidelity to Healius.

Staff Members wishing to be involved in the management or board of another organisation must advise and seek approval from the Managing Director and Chief Executive Officer prior to accepting or continuing in any such role.

Representatives of the Healius Group who are members of a profession should uphold the ethics and integrity of their profession, but must be mindful not to act in conflict with the Healius Group when representing their profession.

Staff Members should not use their Healius Group position for personal or community interests unless authorised by Healius. Staff Members should not use their position for political interests at any time.

All Staff Members directly involved in negotiating any contract to procure goods or services on behalf of the Healius Group, must complete the "Conflict of Interest Declaration" and forward to the Group Company Secretariat.

5 Maintaining Information Privacy and Confidentiality

The security and proper use of customer and patient information is mandatory, and rights to privacy must be observed. Staff Members must exercise care in conversations outside the Healius Group and must not use customer or other confidential information for improper purposes.

Staff Members must respect the confidentiality of information about business partners and employees. Where Staff Members are entrusted with confidential information, this information must be securely stored and properly managed, and not disclosed to any third parties, unless required by law.

An employee's obligations of confidentiality and privacy continue even after the employee has left employment with the Healius Group.

6 Copyright

The unauthorised duplication or use of copyrighted material violates the law and is contrary to the Healius Group's standards of conduct and business practice.

7 Action within Delegated Authority

Each director and employee of the Healius Group has a level of authority within which they can act, and managers have a responsibility to inform all employees of the limits of their authority. When uncertain of their authority, or of the applicability of company policy, employees should seek clarification before acting on behalf of the Healius Group.

8 Use of Systems

The Healius Group has a number of business systems in place to help it operate effectively. These systems must be used for their intended purpose only. Unauthorised use will be treated seriously. For example, private passwords to computer files should remain private, and unauthorised access to confidential information is prohibited.

The maintenance of security processes and adherence to business standards are essential to the long-term integrity of the systems and protection of confidentiality for customers and employee data.

9 Inside Information

Healius is listed on the Australian Securities Exchange ("ASX") and has an obligation to keep the ASX informed of any matter, which may affect its share price. Staff Members must not use unpublished information about the Healius Group or its business counterparties for personal gain.

The Trading in Securities Policy reminds staff that it is illegal for any person to trade in Healius' securities at a time when he or she possesses non-public information which, if disclosed publicly, would be likely to materially affect the market price of Healius' securities. That policy also regulates when employees and their families can trade in Healius shares.

It is illegal to disclose confidential and sensitive information for the purpose of personal gain (including communicating non-public price sensitive information to another person for the purpose of that person trading in Healius' shares).

10 Improper Benefits

Staff Members must not accept payments, gifts or entertainment beyond that which is considered as normal business practice. If any such benefit is offered or received that

could be construed by others as improper, the benefit should be reported to an appropriate manager. Staff Members may refer to the Gifts and Entertainment Policy for more detail.

11 Misappropriation

Staff Members must not misuse funds or property, nor assist others to do so. Where employees are found to be involved in misappropriation, disciplinary action will be taken and may result in the matter being notified to the Police. Staff Members may refer to the Anti-bribery and anti-fraud Policy for more detail.

12 Conduct within the Workplace

Staff members have a responsibility to maintain the highest levels of professional conduct in their interactions with colleagues, business partners and in representing the Healius Group in the community. Staff Members must maintain business relationships in a manner which is consistent with the principles of respect for others, integrity and fairness and which meet, as a minimum, the laws applicable to behaviour in the work environment.

Staff Members of the Healius Group are required to model and promote appropriate workplace behaviour. In this regard, Staff Members are expected to:

- keep promises and commitments
- base decisions on evidence and merit, and the Healius Group's values
- shape a positive workplace culture by managing risks pro-actively, delivering on your role accountabilities, adhering to policies and delegations
- lead by example, and be a role model of the Healius Group's values and organisation behaviours (i.e. 'walk the talk')
- recognise colleagues who exhibit our values and behaviours and contribute to a constructive culture
- encourage conversations with colleagues about issues of concern
- value transparency and be open to scrutiny.

All Staff Members are accountable for their work and behaviour in the workplace. Staff members are expected to:

- foster an environment that encourages managers, staff and contractors alike to speak up about improper conduct
- speak up when you see or suspect unethical behaviour
- report workplace situations that may place pressure on Staff Members to engage in unethical conduct. This includes challenging any excuses for unethical conduct, such as 'we've always done it this way', or 'no-one will notice'

- not “turn a blind eye”, support your colleagues, remain vigilant to organisational risks and take action as a manager or reporting potential risks to your manager.
- declare any personal interests that may adversely affect your work
- protect the Healius Group’s reputation, commercial interests and public confidence in our operations
- follow the law and approved policies and procedures
- use the Healius Group’s resources efficiently and effectively
- Use the Healius Group’s assets and information (including confidential information) responsibly
- not engage in any form of form of discrimination or harassment, all of which are strictly prohibited.
- Staff Members who are directly involved in Procurement Activities are responsible for ensuring that they always act in an ethical manner.

13 Political Activities

As an organisation, the Healius Group is politically impartial.

14 Code of Conduct Breaches

Where a breach of the Code of Conduct is believed to have occurred, it should be reported according to the table below.

Appropriate action may be taken against persons who have breached the Code of Conduct.

15 Updates

This Code of Conduct may be updated or revised from time to time. Updated or revised versions of this Code of Conduct will be made available on the Healius Group website and the Healius Group’s intranet site, PRIME. It is each Staff Member’s responsibility to access the Healius Group website or PRIME to ensure they are familiar with the most recent version of this Code of Conduct.

POSSIBLE BREACH	REFER TO:
Compliance with the Law Maintaining Information Privacy and Confidentiality Inside Information Copyright	Group Executive People & Shared Services General Manager Legal Senior Legal Counsel
Integrity of Records Stealing or Misappropriation	Head of Business Unit Group Executive People & Shared Services
Finance or Accounting processes and practices Action outside Delegated Authority	Chief Financial Officer
Conflict of Interest Improper Benefits	Head of Business Unit
Social Responsibility	Group Executive People & Shared Services
Use of Electronic Systems	Chief Information Officer
Community Support Political Activities	Group Company Secretary
Harassment or Inappropriate Behaviour (see also the Workplace Discrimination, Bullying and Harassment Policy)	Head of Business Unit

Approved 28 May 2020

Malcolm Parmenter
Chief Executive Officer

Rob Hubbard
Chair of the Board

Update History	
14 February 2017	Updated Code issued
25 January 2019	Updated to change company name, position titles and refer to policies implemented since last update.
28 May 2020	Addition of reference to the Conflict of Interest Declaration in part 4, and further narrative to part 12.