

Code of conduct for directors, senior executives and employees

Jayex Healthcare Limited ACN 119 122 477

Code of conduct for directors, senior executives and employees

1. Introduction

1.1 This code of conduct applies to:

- (a) the directors of Jayex Healthcare Limited (**Company**) including the chief executive officer;
- (b) the chief financial officer of the Company;
- (c) any other employee or officer of the Company and its controlled entities (**Group**) who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of the Group;
- (d) any other employee of the Group, unless otherwise stated.

1.2 This code of conduct is supported by the Group's corporate code of conduct.

1.3 Training on this code of conduct will be provided for all of the people referred to in clause 1.1, and will be updated on a regular basis.

1.4 In this code of conduct, **Senior Executive** includes the chief financial officer and any person referred to paragraph 1.1(c).

2. Purpose

As well as the legal and equitable duties owed by directors, Senior Executives and employees, the purpose of this code of conduct is to:

- (a) articulate the high standards of honest integrity, ethical and law-abiding behaviour expected of directors, Senior Executives and employees;
- (b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- (c) guide directors, Senior Executives and employees as to the practices thought necessary to maintain confidence in the Group's integrity;
- (d) set out the responsibility and accountability of directors, Senior Executives and employees to report and investigate any reported violations of this code or unethical or unlawful behaviour; and
- (e) promote ethical and responsible decision-making by the Company in consideration of the reasonable expectations of its stakeholders, including shareholders, employees, customers, suppliers, creditors, consumers and the broader community in which it operates. The Company acknowledges that these expectations will sometimes conflict and that it will not always be possible or practical for the Company to consider all of these expectations. The Company acknowledges that the circumstances affecting its decision-making may change from time to time.

3. Honesty and integrity

The Company expects each director, Senior Executive and employee to:

- (a) observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:
 - (i) performing their duties; and
 - (ii) dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser of the Group; and
- (b) foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

4. Conflicts of interest or duty

4.1 Each director, Senior Executive and employee must be aware of potential conflicts between (directly or indirectly):

- (a) on the one hand:
 - (i) the interests of the Group; or
 - (ii) their duties to the Group; and
- (b) on the other hand:
 - (i) their personal or external business interests; or
 - (ii) their duties to any third party.

4.2 Each director, Senior Executive and employee must avoid placing himself or herself in a position that may lead to:

- (a) an actual or a potential conflict of interest or duty; or
- (b) a reasonable perception of an actual or potential conflict of interest or duty.

4.3 Each director, Senior Executive and employee must:

- (a) fully and frankly inform the board of directors of the Company (**Board**) of any personal or external business interest that may lead to:
 - (i) an actual or potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or a potential conflict of interest of duty; and
- (b) obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.

4.4 Each director must:

- (a) leave the room when the Board considers any matter in which the director has or may have a conflict of interest or duty; and
- (b) comply with the *Corporations Act 2001* (Cth) and the Company's constitution in relation to the disclosing material personal interests and restrictions on voting by directors.

4.5 Each non-executive director must inform the chairperson of the Board of:

- (a) any existing directorship or other office held by the director in another entity outside the Group; and

- (b) any proposed appointment as a director or Senior Executive of another entity outside the Group before accepting the appointment.

5. Corporate opportunities

- 5.1 A director, Senior Executive or employee must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm the Group.
- 5.2 A director, Senior Executive or employee may not use the word 'Jayex' or any other business name or trademark used by the Group for a personal or external business transaction.
- 5.3 Each director, Senior Executive and employee must keep their personal or external business dealings separate from the Group's business dealings.
- 5.4 A director, Senior Executive or employee must only use goods, services and facilities received from the Group in accordance with the terms on which they are given.
- 5.5 A director, Senior Executive or employee must not accept any improper gift from the Group's existing or potential customers or suppliers.

6. Confidentiality

- 6.1 Any information acquired by a director, Senior Executive or employee while performing their duties is confidential information of the Group and must be kept confidential. A person acquiring such information must not disclose the information to a third party except where that disclosure is:
 - (a) authorised by the Board; or
 - (b) required by law or a regulatory body (including a relevant stock exchange).
- 6.2 The existence and details of any Board and management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of the Group and subject to paragraph 6.1.
- 6.3 Each director's, Senior Executive's and employee's obligations of confidentiality continue after he or she leaves the Group.

7. Fair dealing

A director, Senior Executive or employee must not take unfair advantage of any officer, employee, customer, supplier, competitor, auditor, lawyer or other adviser of the Group through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

8. Protection and proper use of assets

- 8.1 The Company expects each director, Senior Executive and employee to use all reasonable endeavours to protect any Group asset and to ensure its efficient use.
- 8.2 A director, Senior Executive or employee may only use a Group asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the Board.
- 8.3 Each director, Senior Executive and employee must immediately report any suspected fraud or theft of a Group asset for investigation.

9. Compliance with laws, regulations, policies and procedures

Each director, Senior Executive and employee must:

- (a) comply with the letter and spirit of any applicable law, rule or regulation;
- (b) comply with the protocols, policies and procedures of the Group; and
- (c) encourage other officers and employees to do the same.

10. Reporting of unlawful and unethical behaviour

10.1 The Company expects each director, Senior Executive and employee to:

- (a) report promptly and in good faith any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this code of conduct or the corporate code of conduct; and
- (b) encourage other officers or employees to do the same.

10.2 A director, Senior Executive or employee may use their own judgment in deciding to whom to report any violation or behaviour referred to in paragraph 10.1, however:

- (a) directors are encouraged to report to the chairperson of the Board or another director; and
- (b) Senior Executives are encouraged to report to their immediate supervisor, the chief executive officer or the chairperson of the Board.

Other employees and officers are encouraged to report to their immediate supervisor or to the chief executive officer.

10.3 If an employee or officer reports, in good faith, any violation or behaviour referred to in paragraph 10.2, each director and Senior Executive must ensure:

- (a) the reporting person's position is protected;
- (b) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
- (c) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

10.4 A director or Senior Executive who receives a report of any violation or behaviour referred to in paragraph 10.2 must ensure:

- (a) the alleged violation or behaviour is thoroughly investigated;
- (b) rules of natural justice are observed in the investigation; and
- (c) appropriate disciplinary action is taken if the allegation is substantiated.

11. Approved and adopted

This code of conduct was approved and adopted by the Board on 30 March 2016.

Date **30 March 2016**

Signed **Michael Boyd**
Chairperson of the board of directors
of Jayex Healthcare Limited