

Code of Conduct

Healthscope Group

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Healthscope

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MANAGING DIRECTOR'S MESSAGE

Healthscope has a vision to be a recognised leader of quality private health care services.

In delivering our vision, we know that when we provide service excellence for our patients, everything else takes care of itself. Healthscope operates in an environment where safety and quality are paramount, comfortably balanced against our responsibility to shareholders and stakeholders.

The way our directors, managers and employees behave is crucial to Healthscope's reputation among our stakeholders and the wider community and can directly enhance or reduce shareholder value.

Our Board and management are committed to our Code of Conduct (Code) which is based on our core values and on the expectations of our clients, of shareholders, and of the broader community. It complies with the law and with other guidelines on appropriate ethical standards.

Our Code outlines how Healthscope expects all people - employed, contracted by, associated with, or acting on behalf of Healthscope - to behave and to conduct business. The term 'employees' also extends to the behaviour of management and to the Board of Directors.

The Code aims:

- to promote a high level of professionalism and provide a benchmark for ethical and professional behaviour throughout Healthscope;
- to promote a healthy, respectful and positive workplace and environment for all our employees;
- to support our business reputation and corporate image within the wider community;
- to make employees aware of the consequences they face if they breach our Code.

Everyone at Healthscope needs to be familiar with our Code, live our values every day in the workplace and, at all times, act and behave in a manner consistent with establishing trust and confidence in our organisation.

Robert Cooke

Managing Director

CODE OVERVIEW AND VALUES

OVERVIEW

Our Code helps you understand how Healthscope expects you - as a Healthscope person - to behave at work and at work-related events, and how Healthscope expects you to handle ethical issues so as to maintain the highest standards of integrity. The Code is not a set of absolute rules, nor is it meant to cover every situation that might arise. Rather it gives you practical, useful, common sense guidelines that you can apply and follow in all situations.

The Code complements our corporate policies and procedures which apply to all Healthscope facilities. If there is any inconsistency between the Code and another Healthscope policy, the policy overrides the Code.

All employees of the Healthscope Group (Healthscope) must comply with the Code and the documents that underpin it - this is part of your employment agreement with Healthscope. A reference to 'employees' includes temporary employees, contractors and Healthscope directors. While the Code is designed to ensure Healthscope delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, shareholder or any other person or entity.

Everyone at Healthscope is to behave in line with these guidelines in their everyday work. So that you can do this, you need to read and understand the Code and the documents which underpin it. You can obtain a copy of these documents from hINT (the Healthscope intranet) or your manager.

If you do not understand anything in these documents, you need to check the point with your manager.

HEALTHSCOPE CORE VALUES

Healthscope is a values-driven organisation and insists that its people go beyond just complying with laws, with regulations and with basic standards of personal conduct. For this reason, our four core values set the framework for the ethical and professional behaviour we expect from each other and for the standards set in our Code:

Service excellence

- We strive to provide the highest standard of health care. We seek ways to improve our care and service and its delivery.

Teamwork and integrity

- We respect each other and openly and honestly communicate to allow us to work together to achieve our goals.

Aspiration

- Creativity, being forward looking and continuous learning are integral to our jobs and Healthscope's success.

Responsibility

- We take responsibility for our actions and consider their impact on others. We make decisions with a balanced focus on financial security and service excellence.

By understanding and living Healthscope's values, we aim to create and sustain an organisation where we can all be proud of everything we do.

WHAT HAPPENS IF YOU DO NOT COMPLY

You must comply with this Code and our corporate policies and procedures. This is part of your employment agreement with Healthscope. Each employee is responsible for reading and understanding these documents.

If you do not comply with the Code or our corporate policies and procedures, we may take appropriate disciplinary action against you. Such action may include:

- disciplinary action up to and including ending your employment;
- notifying the relevant industry or professional regulatory agency;
- taking civil action; and/or
- referring the issue to a law enforcement agency.

See: Healthscope Corporate Policy 4.05 Performance and Conduct Management

THE LAW

COMPLYING WITH THE LAW

You must comply with the laws that apply to your work. You must comply with both:

- the 'letter of the law' - a strict and literal interpretation; and
- the 'spirit of the law' - the reason for the law and its clear purpose.

If you break the law while working for us, you will be held personally accountable. So it is important that you understand the law that applies to your work. Some laws affect everyone - for example, privacy laws, and workplace health and safety laws - while others might affect you only if you work in a particular role - such as laws about pathology licences and competitive business practice.

You must prevent or stop illegal or undesirable behaviour to make sure Healthscope is kept free from criminal influence or exploitation.

Wherever you work, if you observe serious misconduct or illegal activity, you must immediately report it to your manager or to the relevant investigations officer. Our *Whistleblowers* Policy will protect you.

The laws that govern our activities can be complex. So, if you are unsure about how the law applies to your work, you must ask your manager.

See: Healthscope Corporate Policy 0.5 Whistleblowers

COMPETITION

Healthscope competes vigorously and ethically at all times in the industry sectors in which it operates.

You must conduct all business competitively, honestly and ethically. You must never behave in a way that breaches competition laws in the countries in which we operate. For example, under the Competition and Consumer Act (formerly known as the Trade Practices Act) in Australia:

- you must not have agreements or understandings with competitors that restrict competition - such as exclusive supply or distribution arrangements;
- you must not attempt to misuse Healthscope's market power to damage competitors;
- you must not use unlawful means to acquire a competitor's trade secrets or other confidential information; and
- you must not engage in misleading or deceptive conduct or collusive conduct - including understandings on prices, volumes and terms of sale.

Even a "nod and a wink" with a competitor can be a breach of your obligations.

INSIDER TRADING

Healthscope Limited (the Company) is listed on the Australian Securities Exchange (ASX). There are strict rules for how securities can be traded. One of those rules applies to 'insider trading'.

Generally, you must not use inside information or pass on inside information to any third party to gain an unfair advantage for yourself or anyone else - for example, by buying or selling securities. These obligations mean that you must not:

- use any price sensitive information (which is not generally available to others) in deciding whether or not to buy or sell the Company's securities;
- deal with the Company's securities when in possession of price sensitive information about the Company or the Healthscope Group which has not been publicly disclosed; and
- act contrary to the Company's policy in dealing in securities (which provides guidance on when employees are likely to possess price sensitive information).

Insider trading is a criminal offence. It also breaches our policy for dealing in securities and this Code.

See: Healthscope Corporate Policy 0.6 Policy for Dealing in Securities

YOUR WORKPLACE

WORK COLLEAGUES

We are committed to provide a challenging, enjoyable and positive workplace in which employees can achieve their full potential and can make a difference.

To help us achieve this, you need to be polite and courteous and you need to treat your colleagues fairly, and with respect and consideration, in an environment free from harassment.

In particular, this means you must:

- not use indecent, offensive or abusive language;
- never threaten others; or
- not behave in a violent way - such as fighting with or assaulting others.

Even though we encourage you to be loyal to your work colleagues, if you are concerned that a colleague is or might be involved in misconduct, we expect you to co-operate in any Healthscope investigation and to provide relevant information to management and authorised external parties.

EQUAL EMPLOYMENT OPPORTUNITY AND DISCRIMINATION

We value the diversity of our workforce and we strive to provide a work environment in which everyone is treated fairly and with respect.

Our policies, procedures, work conditions and practices:

- treat and evaluate employees:
 - according to the results they achieve;
 - on the basis of their job-related skills, qualifications, abilities, aptitudes and behaviours; and
- do not directly or indirectly discriminate against employees as individuals or groups.

See: *Healthscope Corporate Policy 4.23 Equal Employment Opportunity: Harassment and Discrimination*

HARASSMENT OR BULLYING

You have the right to do your work without being harassed or bullied. At the same time, you and your colleagues need to maintain acceptable standards of behaviour both at work and off duty, including at third party functions.

You must never take part in:

- sexual or other forms of harassment that might humiliate, offend or intimidate another person; or
- workplace bullying.

We treat these types of misconduct very seriously. Any proven claims of this behaviour may lead to disciplinary action up to and including ending your employment.

See: *Healthscope Corporate Policies 4.23 Equal Employment Opportunity: Harassment and Discrimination and 6.16 Bullying in the Workplace*

WORKPLACE HEALTH, SAFETY AND WELLBEING

We are committed to providing a healthy and safe work environment with systems in place to identify, assess and control workplace health and safety issues. Our focus is on continually improving workplace health, safety and wellbeing with the aim to minimise hazards and risks. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All employees have obligations to assist in ensuring that this situation is maintained at all times.

You must:

- take reasonable care of yourself and your colleagues at work; and
- comply with our workplace health and safety policies and practices.

If you supervise, manage or control a workplace, then in a timely manner you must also:

- identify and report hazards;
- report incidents and accidents;
- conduct safety inspections; and

- make sure that patients, clients and their families, employees and others on site are not exposed to health or safety risks.

See: *Healthscope Corporate Policy 6.01 Work Health and Safety*

ENVIRONMENT

We aim to minimise how our business activities impact on the environment by:

- following responsible environmental practices; and
- complying with environmental laws and regulations.

You need to do whatever you can to minimise how your work impacts on the environment. We encourage you:

- to use water and energy sources responsibly;
- to use our resources properly;
- to recycle appropriate materials and dispose of waste; and
- to use any necessary chemicals in an environmentally appropriate way.

If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with the **'Complying with the law'** section above.

See: *Healthscope Corporate Policy 1.45 Environmental Management*

PRIVACY

We are required to respect and protect the privacy of our employees, patients and clients (and their families) and others.

If you have access to any personal information, you must protect the privacy of that information. You should familiarise yourself with, and comply with:

- the privacy laws of Australia and, where applicable, the jurisdiction of your workplace; and
- any privacy policies and procedures which apply to Healthscope generally or your workplace.

Privacy laws and policies may deal with matters such as the collection, use, storage and disclosure of personal information, direct marketing, surveillance, e-health records, healthcare identifiers, data matching, health research and individuals' rights to access and correct their personal information.

See: *Healthscope Corporate Policy 2.23 Privacy*

CONFIDENTIALITY

Employees are required to protect and keep confidential all information relating to Healthscope's business. This includes information about our patients, clients and operations as well as information concerning our business, commercial arrangements and employees.

You must not disclose confidential information to anyone outside Healthscope unless it is disclosed in the proper exercise of you performing your duties for Healthscope, information that is disclosed with the prior consent of Healthscope, information which is available in the public domain or required by law. In such a case, you must first discuss the proposed disclosure with your manager. You must never use confidential information for your personal benefit, for the benefit of a third party or to disadvantage Healthscope.

These obligations of confidentiality apply while you work for Healthscope and after you leave the organisation.

See: Healthscope Corporate Policies 2.23 Privacy; 2.07 Confidentiality Information Services; 2.24 Release of Information; and your letter of offer/employment contract

POLITICAL AND OTHER ACTIVITIES

We do not make direct contributions to any political party. However, we do attend lunches, dinners, conferences or other events with political parties. Our representatives sometimes make a financial contribution to attend those functions and events. In line with the law, we disclose all those contributions to political parties.

In your personal capacity, you may (outside your work hours) be involved in any lawful political, community or social activities. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of Healthscope, if that is not the case.

GRIEVANCES

We aim to achieve a safe, positive and productive environment in which our priority is the interests of excellent patient service. Raising and settling grievances is an important part of a culture of continuous improvement.

We encourage our employees to resolve grievances co-operatively. When grievances cannot be settled co-operatively, we use a confidential, stepped process. Through this process, we aim to resolve issues as soon as possible, starting at the first level of management.

See: Healthscope Corporate Policy 4.09 Grievances

COACHING, COUNSELLING AND DISCIPLINARY PROCESS

We aim to achieve a safe, positive and productive environment for everyone. To achieve this, we need to promptly, constructively and fairly recognise, address, and correct inappropriate behaviour or performance by our employees.

When the performance or behaviour of an employee falls short of our expectations we set in their position descriptions, in departmental procedure manuals and in workplace policies, we may take action to address the situation.

In some cases, we may decide to take disciplinary action to address substandard or unacceptable performance or behaviour. This may involve coaching and counselling, verbal warning, written warning(s) and/or dismissal.

Healthscope may be legally obliged to notify the relevant industry or professional regulatory agency in instances of misconduct or unsafe practice concerning the professional practice of health practitioners in its employ.

See: Healthscope Corporate Policy 4.05 Performance and Conduct Management

WHISTLEBLOWERS AND REPORTING MISCONDUCT

We aim to achieve a culture of honesty and integrity in everything we do. We acknowledge the role of whistleblowers in helping to disclose misconduct which could threaten Healthscope's integrity.

Whistleblowers are people, usually employees, who disclose criminal behaviour or serious misconduct - for example serious breaches of this Code and associated policies.

Our employees need to feel they can safely report crimes and serious misconduct. So, we aim:

- to protect whistleblowers against recrimination; and

- to acknowledge the importance of protecting whistleblowers under the law where possible.

Occasionally, you might see someone at work doing something wrong, which may not seem to be serious misconduct or criminal activity. When deciding on whether to report this behaviour, you should use common sense and your own sense of what is right and wrong.

If you decide to report an incident or misconduct, we encourage you first to raise the issue with your manager or supervisor. If the matter is too sensitive or if it involves the conduct of your manager or supervisor, speak to your supervisor's manager or to Corporate Human Resources.

If there is serious misconduct or illegal or criminal activity, you may wish to contact our internal Whistleblower Protection Officer on 1800 139 317 or by emailing whistleblower@healthscope.com.au. Any information you provide to them is treated in strict confidence (unless the law or a regulatory authority requires it to be disclosed).

Wherever possible, and depending on the circumstances, your calls, notes, emails and other communications will be dealt with confidentially. You have Healthscope's commitment that, whenever possible, your privacy will be protected where you make a report under the Code.

If you act in good faith when you make a report - even if you breach our confidentiality rule - Healthscope will not act against you. However, if you intentionally make a false or misleading report, we will take appropriate disciplinary action.

See: *Healthscope Corporate Policy 0.5 Whistleblowers*

INFORMATION SYSTEMS AND OTHER GROUP RESOURCES

INFORMATION SYSTEMS

We use a range of information systems to run our business including voice mail, telephones, facsimiles, internet, intranet and email. We expect you to use these information systems which are available for business purposes, in line with the standards of behaviour set out in this Code.

This means:

- you must not use our information systems to bully or harass co-workers including accessing, transmitting or storing offensive material;
- you must not use our systems to break the law; and
- you must never use social networking sites to comment adversely about Healthscope, its staff, patients, clients or other person connected with our business.

We expect you to protect the information communicated via, or stored on, our information systems. You also need to safeguard the hardware, software and all data against damage, loss, theft, alteration and unauthorised access.

Healthscope's information systems are organisation resources. We can, and do, monitor your use of these systems.

See: *Healthscope Corporate Policies 7.10 Email Management & Retention; Healthscope Corporate Policy 7.01 Information, Communications and Technology (ICT) – Acceptable Usage of*

OTHER RESOURCES

Our resources include money, property, equipment, information and intellectual property.

You may use our resources only for authorised business purposes and never for your own or anyone else's personal benefit.

You must take reasonable precautions to make sure no-one steals, damages or misuses any resources under your control. You may only use your ID, access cards and system passwords for authorised purposes.

If you are responsible for keeping Group records and reports, you must keep them accurately and in line with the law. For some employees this includes:

- complying with accounting rules and controls;
- reporting expenditures accurately and on time; and
- being able to provide proper evidence as required.

These requirements also apply to all non-financial records, including employee files, leave records, time sheets, workers' compensation and environmental documents.

INTELLECTUAL PROPERTY

When you joined Healthscope, you assumed specific obligations relating to intellectual property as well as the treatment of confidential information.

Intellectual property means all types of intellectual property and includes ideas, inventions, documents and programs which relate to Healthscope's actual or anticipated business, research or development that is suggested by, or results from, work or tasks you perform, or on behalf of Healthscope. It includes copyright, registered patents, designs, trademarks, know-how, trade secrets, logos, business names, confidential information and similar rights and includes reports, policies, manuals and the logos and business names of Healthscope and its facilities.

Any discovery, invention, secret process, business method, procedure or improvement made or discovered by you while in the service of Healthscope in connection with or in any way affecting or relating to (any of) the businesses of Healthscope or its associated companies shall be disclosed to Healthscope and shall belong to and be the absolute property of Healthscope. This includes but is not limited to all proprietary rights to intellectual property and trade secrets.

Subject to the law, this obligation applies no matter where and when – at work or after hours – such intellectual property is created. That intellectual property must be reported to Healthscope, and the property must be protected like any other proprietary information of the organisation.

Employees must:

- return all Healthscope property including any documents or confidential information, on termination or on the request of Healthscope or its representative; and
- if requested by Healthscope or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

See: *Healthscope Corporate Policies 7.01 Information Communications and Technology (ICT), Acceptable Usage of; 1.09 Copyright; 4.40 Social Media - Employee Use; and your letter of offer/employment contract*

DEALING WITH OTHERS

DEALING WITH STAKEHOLDERS

Healthscope's stakeholders include everyone who has an interest in what we do. They include our shareholders; patients and clients; the families and other interested parties of our patients and clients; suppliers; communities; regulators; government agencies; competitors; as well as our employees.

When you deal with stakeholders, you need to be aware that they may judge Healthscope by the way you behave. You are to be professional, diligent, courteous and efficient at all times. You need to always aim to protect our good reputation and avoid harm to others, which may be caused by your neglect or misconduct.

If someone makes a complaint and you are responsible for dealing with it, you need to:

- handle the complaint with a positive and courteous attitude; and
- be determined to satisfactorily resolve it.

See: Healthscope Corporate Policy 1.08 Complaints Management

GIFTS, FINANCIAL INDUCEMENTS AND BRIBES

We must make our business decisions ethically, transparently and at arm's length - both in Australia and in overseas countries. So you need to exercise the utmost care when you give or accept any benefits. You need to remember that this behaviour may create a sense of obligation to, or conflict of interest with, the other person or organisation.

You must never solicit or receive gifts from others - such as cash or other financial benefits.

You must never offer or receive bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).

You must not do anything that is against the law or which might create an obligation or a real or perceived conflict of interest.

See: Healthscope Corporate Policies 0.03 Philanthropic Donations and 1.13 Gifts, Gratuities and Conflict of Interest

CONFLICT OF INTEREST

As an employee, your primary duty is to us. So, we expect you to devote your work efforts to Healthscope and to make sure that your behaviour at work is transparent and based on what is best for Healthscope.

To achieve this, you must always avoid having a real or perceived conflict of interest. A conflict of interest exists when:

- your personal or private interests - or those of your family, friends or associates - conflict with your obligation to Healthscope or Healthscope's business interests or the interests of its patients, clients (and their families) and others;
- any of your decisions lead to an improper gain or benefit to you or your associate.

You must never engage in activities or businesses that involve - or could look like they involve - a conflict of interest with Healthscope.

Some common examples that illustrate actual or apparent conflicts of interest that you must avoid include:

- receiving or giving an improper personal benefit as a result of your position – an unreasonable gift is one in excess of \$50 in value under the **Gifts, Gratuities and Conflict of Interest** policy;

- having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to Healthscope;
- taking advantage of property, information, or other opportunities arising from your position at Healthscope;
- any conflict of interest arising from a personal relationship [with any other employee within Healthscope];
- any outside employment or activity that conflicts with your ability to properly perform your work for Healthscope (including a position on the board of directors of another company or non-profit organisation);
- using Healthscope's name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to [all] employees.

It is your responsibility to tell your manager about anything that could involve a conflict of interest (actual or potential). In particular, you should be aware of the potential for conflict in areas like purchasing, engagement of consultants or contractors, sales and marketing, and giving and receiving gifts, prizes and hospitality.

See: Healthscope Corporate Policy 1.13 Gifts, Gratuities and Conflict of Interest

WORKING FOR OTHERS

You may only take on additional work outside Healthscope if:

- there is no conflict of interest; and
- you disclose and seek the prior written approval of the relevant manager if you wish to conduct business or engage in a business in competition with Healthscope

Never take on additional work which may harm our reputation or negatively affect your performance while working for us.

See: Healthscope Corporate Policy 1.13 Gifts, Gratuities and Conflict of Interest and your letter of offer/employment contract

MEDIA AND PUBLIC COMMUNICATIONS

We aim to make our public communications fair, accurate, clear and consistent. To help us achieve this, only persons authorised under the Continuous Disclosure Policy and Communications Strategy may:

- speak to the media;
- provide information to the media;
- make public comments on Healthscope or health care industry matters.

If you receive a request for comments or information regarding a Healthscope facility and you are not authorised to respond to the enquiry, you must refer them to the General Manager of the facility.

Unless you have received prior written consent or are otherwise authorised, employees and associated parties must not participate in public forum discussions (including internet-based forums and social media platforms) where the subject matter is related to Healthscope, its competitors or the health care industry.

Healthscope has adopted a Continuous Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or

misinformation in the market.

Ensure that you are aware of the requirements of the Continuous Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

See: *Healthscope Corporate Policies 1.17 Media and Public Relations; 0.02 Continuous Disclosure Policy; 0.04 Communications Strategy*

DONATIONS AND SPONSORSHIPS

We aim to provide a coordinated program of support to people in the community through our two strategic areas of support:

1. Improvement in health care;
2. Support for Healthscope communities.

We encourage our employees to be involved in their communities. We recognise the outstanding efforts of employees who support local community organisations.

You need to refer all requests for corporate donations and sponsorships to your General Manager or State Manager as appropriate.

See: *Healthscope Corporate Policy 0.03 Philanthropic Donations*

CODE ADMINISTRATION

RESPONSIBILITY FOR THE CODE

Line management and corporate Human Resources are responsible for implementing the Code.

Corporate Human Resources is responsible for making sure the Code is regularly monitored and reviewed. They will work closely with line management and the quality and legal functions to update the Code as needed.

Business management teams must include the Code in new employee orientation and must conduct training and education about the Code as needed.

MORE INFORMATION

For more information, see Healthscope's corporate policies and procedures on the Healthscope intranet.

As our corporate policies and procedures may change from time to time, you are responsible for making yourself familiar with any updates.