



Code of conduct

Estia Health Limited ACN 160 986 201 (“Company”) and all related entities in the Estia Group (“Group”)

Approved by the Board on 17 November 2014

Code of conduct

Contents

1	Purpose and application	1
1.1	Purpose of this code	1
1.2	Application of this code	1
2	Our values and commitments	1
2.1	Core values and commitments	1
3	Our ethical standards and policies	1
3.1	Conflicts of interest	2
3.2	Opportunities, benefits and ownership of work	2
3.3	Anti-bribery and gifts	2
3.4	Dealings with politicians and government officials	3
3.5	Confidentiality	3
3.6	Privacy	3
3.7	Fair dealing	4
3.8	Discrimination, bullying, harassment and vilification	4
3.9	Health and safety	4
3.10	Protection of and use of the Company's assets and property	5
3.11	Compliance with laws and regulations	5
3.12	Responsibility to shareholders and the financial community	5
3.13	Insider trading	6
3.14	Whistleblower protection	6
4	Promoting and publishing this code	6
5	Breach of this code	6
6	Administration	6
6.1	Where can I obtain further information?	6
6.2	Review of this code	6

Code of conduct

1 Purpose and application

1.1 Purpose of this code

The Company is committed to and strives to act honestly and with integrity in all its dealings and to act ethically and responsibly. This code of conduct sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders.

The board of directors of the Company ("**Board**") has endorsed this code. The Board and management believe that the Company's commitment to this code will maintain the confidence of the Company's key stakeholders in the Company's integrity.

1.2 Application of this code

This code applies to all directors of the Board, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Group, and associates of the Group. The Group also has a Professional Care Policy that applies to providing care to residents.

You are expected at all times to act consistently with the values, commitments and ethical standards as set out in this code of conduct. This code operates in conjunction with the Company's policies and procedures relating to you.

It is essential that each of you are familiar with this code, which is available on the Company's website. Naturally, this code cannot cover every circumstance that you may face nor can it address every law, regulation or company policy that may apply to you. You are encouraged to obtain copies of the policies, standards and procedures relevant to your work. If you have any questions about your obligations or about the Company's expectations, please speak with your manager or the company secretary.

2 Our values and commitments

2.1 Core values and commitments

The Company's core values and commitments are:

- **Clinical Care** – We are committed to providing the highest standards of clinical care for residents of the Company's aged care facilities.
- **Integrity** – We act honestly, fairly and with integrity in all our dealings, both internally and externally.
- **Respect** – We respect all people, their ideas and cultures and our words and actions must reflect this respect.
- **Safety** – We are committed to providing and maintaining a safe working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.

3 Our ethical standards and policies

3.1 Conflicts of interest

A conflict of interest occurs if your loyalties are divided, for example if you or your family or friends have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of your duties and responsibilities to the Company, making it difficult to perform your role objectively and effectively. The existence of a conflict of interest is not uncommon. What matters is how we manage the conflict.

You must act in the best interests of the Company. To safeguard the confidence of the Company's key stakeholders in the Company's integrity, it is paramount that you do not allow personal interests or the interests of family or friends to conflict with the interests of the Company. You must avoid participating in decisions and activities which may conflict, or be perceived to conflict, with your duties and responsibilities to the Company.

You must not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation.

You must not be involved in any other company or business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that your personal interests could conflict, or be perceived to conflict, with those of the Company unless you obtain approval first from your manager or the company secretary or the Board (if you are a director).

If you are involved in a conflict or possible conflict, or become aware of a conflict, you must tell your manager or the company secretary or the Board (if you are a director) as soon as possible.¹

3.2 Opportunities, benefits and ownership of work

You must not use Company or customer property (including intellectual property), or information, your position or opportunities which arise from these to improperly gain benefit for yourself or for another party or to cause detriment to the Company or its customers.

You have an obligation to avoid all financial, business and other arrangements which may be opposed to the interests of the Company, or which may place you in a competitive position with the Company.

The product of any work performed while you are with the Company, or on behalf of the Company, or using Company property (including all intellectual property rights created in connection with that work) belongs to the Company.²

3.3 Anti-bribery and gifts

A number of countries, including Australia, have strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and United Kingdom can apply to things done in other countries (ie wide-reaching extra-territorial effect). We must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

Accordingly, the Company has a strict policy not to offer secret commissions or bribes to further its business interests. Depending on the circumstances, facilitation payments may breach anti-bribery laws.

Naturally, you must not accept any money or opportunity or other benefit which could be interpreted as an inducement, secret commission or bribe. Care must

be exercised in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of business or which may compromise your impartiality.

We are committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems. From time to time, we may issue further guidance regarding what is acceptable in the normal course, what you can do with senior manager or Board approval and what is prohibited.

You may also seek further information or clarification from your manager, the company secretary, legal counsel, the Board (if you are a director) or other relevant advisor.

3.4 Dealings with politicians and government officials

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the company secretary.

3.5 Confidentiality

In the course of the Company's business, you will have access to business or personal information about the affairs of the Company, its clients, customers, employees, suppliers and our business partners. It may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, supplier information and pricing. Each of the parties expects the confidential nature of the information they have given in good faith to be respected.

You must keep confidential information acquired while you are with the Company, or acting on behalf of the Company, confidential, even after you leave or cease your engagement with the Company.

You must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by your position or as authorised or legally required. If it inadvertently comes into your possession it should be returned immediately.

If you are required by an authority to provide confidential information which has not been otherwise authorised, you must notify the company secretary.

3.6 Privacy

You must respect and safeguard the privacy of personal information held by the Company regarding its clients, customers, suppliers, employees and others. If you have access to this information, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the Privacy Act 1998 (Cth), Australian Privacy Principles any other privacy and data protection laws that may apply and the Company policy on privacy. For more detailed information on your obligations, please see the Company's privacy policy.

3.7 Fair dealing

You must treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect. You must act honestly and with high standards of personal integrity.

The Company is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company. For further information, see the Company's Diversity Policy.

Applicants for employment are evaluated by the Company on merit in accordance with their skills, qualifications and abilities, and having regard to the Company's operational needs.

The Company is committed to ensuring the highest quality of service is provided to its customers and clients at all times. The Company makes decisions regarding suppliers and contractors on merit and a commercial basis.

The Company collects information about its competitors and others in a lawful manner.

3.8 Discrimination, bullying, harassment and vilification

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy. For further information, including who to contact, see the Company's Harassment and Grievance & Disciplinary Procedures.

3.9 Clinical care

The Company is committed to providing the highest standards of clinical care to residents of its aged care facilities, including to promote the comfort, dignity and independence of each resident. Cultural needs and customs of residents should be respected when providing care and services. For further information, see the Company's Professional Care Practice Policy.

3.10 Health and safety

The Company is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who the Company works with, as required by law. You must comply with the laws and regulations that apply to the Company and its operations.

Company officers have additional due diligence health and safety obligations which they must comply with. For further information, see the Company's Occupational Health and Safety Policy.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity, and can pose a risk to health and safety. To assist with ensuring the safety of our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person's ability to perform their work, or which pose a risk to their or others' health and safety, must be strictly in accordance with Company policy.

You must not knowingly participate in any illegal or unethical activity. The Company will not tolerate the use of illegal drugs or improperly used prescription medicine, or alcohol on Company premises or when performing work for the Company, travelling on behalf of the Company, attending work related functions or activities or conducting business on the Company's behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances

on Company premises or while performing work for the Company, conducting Company business, travelling on behalf of the Company or at work related functions or activities is forbidden.

It is important that we work together to create a safe and healthy workplace. If you know of or suspect any unsafe situations or conditions, please alert your manager or supervisor immediately.

3.11 Protection of and use of the Company's assets and property

You must protect the Company's assets and property (including intellectual property) and ensure that the Company's assets and property are used only for the benefit of the Company's business. You must report any suspected or actual theft or fraud to your manager or the company secretary or any other contact nominated by the Company.

You must not use the Company's assets or property for personal purposes except in accordance with any Company policy or approved arrangement.

You must return Company assets and property immediately upon request by the Company.

All expenses must be documented and reported in a timely manner.

3.12 Compliance with laws and regulations

The Company is committed to complying with the laws and regulations of the countries in which we operate which relate to the Company.

You must comply with all laws and regulations relating to the Company, including document retention requirements. You must also comply with the technical and ethical requirements of any relevant regulatory or professional body. You must not breach, or omit to do something in breach of, any law or regulation or requirement. All actual or potential breaches must be reported immediately to the company secretary or your manager.

Where local laws, regulations, or customs differ from this code, you must apply this code or local requirements, whichever sets the higher standard of behaviour.

Ignorance of the law or having a good intention does not excuse your obligation to comply. You must participate in relevant compliance training programs offered by the Company.

If you are uncertain about the interpretation of any applicable law or regulation or requirement, contact your manager or the company secretary or a relevant advisor.

3.13 Responsibility to shareholders and the financial community

The Company is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. The Company has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Company.

You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company's auditors.

3.14 Insider trading

Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company's securities. Insider trading is a serious offence under the Corporations Act.

The Company's Securities Trading Policy is available on the Company's website. It provides guidance so that you do not deliberately or inadvertently breach the insider trading laws or the Company's policy.

3.15 Whistleblower protection

You are encouraged to report any actual or suspected unethical behaviour including excess waste or breach of the Company's codes and policies to your manager or the company secretary or any other contact nominated by the Company. Matters raised will be investigated.

The Company is committed to ensuring that you can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits.

4 Promoting and publishing this code

The Company and its management will promote this code across the organisation and provide training on the topics it covers.

A copy or summary of this code will be available on the Company's website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in the annual report or a link to the code or a summary on the Company's website provided.

5 Breach of this code

The highest standards of corporate conduct are critical to the Company's success and image. The values and policies in this code are not exhaustive. This code is designed to focus you on particular values identified by the Company as central to its integrity.

Compliance with this code will be monitored and any known or suspected breaches of this code will be investigated. If a breach is found to have occurred, you may face legal or disciplinary action including termination of employment.

6 Administration

6.1 Where can I obtain further information?

The Company has a dedicated person responsible for the administration of this code. At the date of adoption of this code, this is the Company Secretary.

If you require further information or assistance, or are uncertain about the application of this code or the law, please contact the Company Secretary.

6.2 Review of this code

The Board will review this code annually to ensure it remains relevant to the current needs of the Company. This code may be amended by resolution of the Board.