

Capitol Health Limited

ACN 117 391 812

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Code of Conduct

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## 1. Introduction

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Capitol Health Limited (Capitol or the **Company**) is committed to achieving outstanding performance and results to provide value to our shareholders while considering the interests of our employees, customers, the community, contracting partners and others with whom we do business.

The Code of Conduct (**Code**) aims to define the appropriate standards of conduct and behaviour and applies to its directors, officers, employees, and contractors of the Company (collectively, **Personnel**). It also provides a framework for the identification and resolution of issues concerning the conduct of employees at the Company.

The Company views breaches of this Code as serious misconduct. Personnel who have become aware of any breaches of this Code must report the matter immediately to their line manager or the Company Secretary. The line manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant Personnel of the outcome and actions implemented.

## 2. Protection from Liability

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Personnel who in good faith, report a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

The Company will indemnify its Personnel against liabilities incurred by them while carrying out their duties in good faith for the Company.

Personnel who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

## 3. Communicating Externally

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The Company's relationships with the media and the investment community are to be conducted exclusively by the Chair of the Board, Chief Executive Officer or Chief Financial Officer. Personnel are not authorised or permitted to act as official spokespersons or to comment to the media or in any social media on behalf of the Company, unless otherwise delegated by the Board.

## 4. Company Responsibilities

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The Company strives to protect the health and welfare of its people by providing an environment free from discrimination and harassment and which enables employees to balance their work life with their family responsibilities and outside activities.

## 5. Respect for the Law

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Whilst overseas, all Personnel have an obligation to observe and comply with all overseas laws and respect overseas institutions and customs.

If in Australia and travelling to and from overseas, all employees have obligations to observe and comply with all relevant State, Territory and Commonwealth law.

Personnel are also required to act in accordance with Company goals, policies, and procedures and to respond positively to any lawful and reasonable directions given by persons who are authorised to give such a direction.

Personnel should also uphold the good name of the Company and exercise judgement in the best interests of the Company.

The Company will not make any bribes or corrupt payments to government officials to obtain any improper or illegitimate benefit or advantage. Personnel are strictly prohibited from offering or making any such payments.

In the event Personnel become aware of an actual or suspected situation which may lead to bribery or corruption it should be promptly reported to the relevant line manager or to the Company Secretary.

Any reports or information provided, on behalf of the Company, to federal, provincial, territorial, state, local or foreign governments must be true, complete, and accurate. Personnel are required to assist the Company in providing true, complete, and accurate reports and information as required. Any omission, misstatement, or lack of attention to detail could result in a violation of the reporting laws, rules, and regulations.

## **6. Fair Treatment of People**

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This obligation covers the conduct of Personnel in their dealings with others including other Personnel of the Company, stakeholders, and members of the local community.

For example, all Personnel should:

- (a) Engage in conduct that is non-discriminatory on the basis of religion, sex, race, sexuality, disability, cultural background, marital status, age, union affiliation, political conviction or family responsibilities;
- (b) Be respectful, responsive, courteous and prompt in dealing with stakeholders;
- (c) Refrain from acting in a way that would unfairly harm the reputation and career prospects of other Personnel;
- (d) Treat other Personnel with courtesy, fairness, and equity; and
- (e) Avoid behaviour that may be reasonably perceived as harassing, intimidating, overbearing, bullying, or physically or emotionally threatening.

## **7. Personal and Professional Behaviour**

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Personnel are an ambassador for the Company during both their work and leisure time.

Personnel are placed in a position of trust and are expected to understand their obligations to the Company at all times and to be honest in carrying out their duties. Situations that may give rise to conflict of interest should be avoided.

A conflict of interest exists where loyalties are divided. Personnel may have a conflict of interest if, in the course of their employment or engagement with the Company:

- (a) Any of your decisions lead to an improper gain or benefit to the Personnel or their associate;  
or
- (b) Personnel's personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with the Personnel's obligation to the Company.

The following are some common examples that illustrate actual or apparent conflicts of interest that must be avoided and are intended to serve as a guide only:

*(a) Improper personal benefits*

Conflicts of interest can arise when Personnel or a member of their family receive improper personal benefits resulting from their position. Personnel and their relatives should not give unreasonable gifts to, or receive unreasonable gifts from, the Company's customers or suppliers or others with whom the Company interacts.

Personnel should never offer or accept gifts (of any kind of value) in circumstances where their business judgement might appear to have been compromised, or where they or the Company would be embarrassed if the gift was made public.

The Company may have dealings with companies based in countries where gift giving has important cultural significance and plays an important role in business relationships. While Personnel should be aware and respectful of such cultural practices, the Company encourages you to remain mindful of the Company's policy in this regard.

If Personnel are in doubt as to the appropriateness of a gift, they should check with their Line Manager, Company Secretary, Chief Executive Officer, or the Board (as appropriate).

*(b) Financial interests in other business*

Personnel should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise their loyalty to the Company.

Personnel must disclose all personal financial interests that they (or members of their family) have in organisations which have established, or are threatening to establish, a business relationship with the Company or which compete with the Company.

Personal financial interests include, among other things, interests resulting from the following relationships:

- i) Officer, director, employee or independent contractor;
- ii) Ownership of shares or other equity interest;
- iii) Debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- iv) Lessee or lessor.

Ownership of less than 5% of the common or ordinary shares in an entity is not normally considered a conflict.

If any Personnel has any doubt about personal financial interests, they should consult their Line Manager, Company Secretary, Chief Executive Officer, or the Board (as appropriate).

*(c) Corporate opportunities*

Personnel must not take advantage of property, information or other opportunities arising from their position in the Company for personal gain.

For example, if Personnel learn of a business or investment opportunity using corporate property or information or their position within the Company, the Personnel should only participate in the business or make the investment with approval from the Chief Executive Officer or the Board (as appropriate). As a general principle, Personnel should only participate in a joint venture, partnership, or other business arrangement with the Company with approval of the Chief Executive Officer or the Board (as appropriate).

*(d) Outside memberships, directorships, employment, and public office*

The Company supports involvement of its Personnel in community activities and professional organisations. However, outside employment or activity must not conflict with the Personnel's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest.

Before accepting outside employment or a position on the board of directors of another entity, Personnel must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest.

Personnel must obtain prior written consent from their Line Manager, Company Secretary, Chief Executive Officer, or Board (as applicable) where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Company or competes with services provided by the Company.

Personnel may accept public office or serve on a public body in their individual private capacity, but not as a representative of the Company unless authorised by the Board. If such public office would require time away from work, Personnel must comply with Company policies regarding leave of absence and absenteeism.

Personnel are expected to carry out their duties honestly, responsibly, and impartially to the best of their ability.

For example, all employees should:

- Carry out their duties in a professional, responsible and conscientious manner;
- Carry out official directions and policies in a faithful, impartial and transparent manner;
- Ensure decisions can be seen to be reasonable, fair and appropriate to the circumstances based on consideration of all the relevant facts and supported by adequate documentation;
- Act in accordance with occupational health and safety legislation, regulations and policies applicable to the organisation and to use security and safety equipment provided;
- Maintain as appropriate the confidentiality of Company dealings when interacting with outside organisations and others within the Company;
- Ensure that any official Company information is not used, without Management/Board authorisation, to gain a financial or other benefit for themselves or any other person or group.
- Maintain adequate security over Company property, facilities and resources and information;
- Ensure that Company resources are managed effectively, efficiently and for their specified purpose; and
- Ensure that resources are used in a manner which does not harm the environment.

Personnel must not offer, promise, give, demand, or accept any undue advantage, whether directly or indirectly, to or from:

- A public official;
- A political candidate, party or party official;
- A community leader or other person in a position of public trust; or
- Any private sector employee;

to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.

Unless governed by law or otherwise agreed in writing, any intellectual property developed by Personnel during or as a result of employment with the Company is the sole property of the Company.

## **8. Reporting Breaches and Violations**

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An essential part of maintaining a safe and fair work environment is to ensure that individuals with concerns are encouraged to come forward in the knowledge that the Company will:

- Consider and investigate, if appropriate, allegations of behaviour that may breach the Code or other Company policies;
- Take all reasonable steps to provide protection for Personnel who make disclosures in good faith regarding conduct that is inconsistent with this Code; and

- Follow the appropriate procedures depending on the issues/concerns raised.

If Personnel believe that their own conduct or that of a fellow employee may have violated any such laws or this Code, then that Personnel is required to report the matter.

Violations may be reported to the Personnel's line manager or the Company Secretary of the Company. If the Personnel does not believe that a violation has been adequately addressed, they should report the violation to the Company's Chief Executive Officer or Chair of the Board. Reports of any material breaches of the Code of Conduct, and any other Company policies, by a Director or Senior Manager, and any other material breaches of policies which may call into question the culture of the Company, will be raised to the Board.

Personnel do not have to reveal their identity to make a report. If they do reveal their identity, it will not be disclosed unless disclosure is unavoidable during an investigation.

## **9. Exercising Care and Diligence in Employment**

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In the course of their duties, Personnel are entrusted with personal information. The Personnel concerned have a duty to maintain the confidentiality of personal and official information.

All Personnel have the right to expect confidentiality and privacy with respect to personal information.

Company property, funds, tools, equipment, vehicles, facilities, and services must be used for authorised purposes.

## **10. Insider Trading**

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Information concerning the activities or proposed activities of the Company, which is not public, and which could materially affect the Company's value of its securities must not be used for any purpose other than valid Company requirements.

## **11. Stakeholders**

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The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, suppliers, customers, financiers, government instrumentalities and any communities in which the Company conducts business.

The Company is committed to conducting all its operations in a manner which:

- (a) protects the health and safety of all Personnel and community members;
- (b) recognises, values and rewards the individual contribution of all Personnel;
- (c) achieves a balance between economic development, maintenance of the environment and social responsibility;
- (d) maintains good relationships with suppliers and the local community; and
- (e) is honest, lawful, and moral.

All Personnel are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

## **12. Notification**

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A copy of this Code must be provided to Personnel upon appointment.

## **13. Review of this Code**

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This Code cannot be amended without approval from the Company's Board. This Code will be reviewed from time to time to ensure that it remains effective and meets the best practice standards and needs of the Company.

## **14. Contacting us**

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Please contact us if you would like to seek access to or request that we correct the personal information we hold about you:

- By mail: PO Box 551 East Melbourne, Victoria, 8002
- By telephone: +(61 3) 9348 3333
- By email: [info@capitolhealth.com.au](mailto:info@capitolhealth.com.au)

## **15. Variations**

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This Code is effective from 27 April 2022. The Capitol Board reserves the right to vary, replace or terminate this Code from time to time. To obtain a copy of the latest version at any time, you should visit our website at [www.capitolhealth.com.au](http://www.capitolhealth.com.au) or contact the Company as above.