

PRIMARY HEALTH CARE LIMITED
(ACN 064 530 516)

DIVERSITY POLICY

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DIVERSITY POLICY

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Policy, unless the contrary intention appears:

“**at any time**” means at any time and from time to time;

“**the Board**” means the board of directors of the Company;

“**CGPR**” means Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council;

“**the Committee**” means the Nomination and Remuneration Committee established by resolution of the Board;

“**Primary**” means Primary Health Care Limited (ACN 064 530 516);

“**the Primary Group**” means the Company and any entity controlled by the Company (as defined in Accounting Standard “AASB 127: Consolidated and Separate Financial Statements”);

“**Director**” means a member of the Board.

1.2 Interpretation

In this Policy:

- (a) italicised notes are not part of this Policy and this Policy may be published at any time with or without any one or more of those notes, and either uniformly or on a selective basis;
- (b) any reference to ASX Ltd Listing Rules (“**LR**”), clauses of Primary’s Constitution (“**cl.**”), or Corporate Governance Principles and recommendations of the ASX Corporate Governance Council (“**CGPR**”) are construed as references to those for the time being in force.

2. POLICY

2.1 This document sets out the policy of Primary Health Care Limited (“**Primary**”) in relation to diversity within Primary.

2.2 This Policy:

- (a) adopts the ASX Corporate Governance Principles and Recommendations published on 30 June 2010, which require the Boards of ASX listed entities to approve, monitor and report on diversity at all levels, including Board level and particularly in relation to gender diversity;

- (a) applies to all Directors, employees and contractors of the Primary Group.

3. BACKGROUND

3.1 In 2010, the ASX Corporate Governance Council amended its Corporate Governance Principles and Recommendations in relation to issues concerning diversity, particularly, gender diversity. These recommendations include a requirement that companies:

- (a) establish a policy concerning diversity and disclose the policy or a summary of that policy including requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually, both the objectives and progress in achieving them [CGPR 3.2];
- (b) disclose, in each annual report, the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and the progress towards achieving them [CGPR 3.3]; and
- (c) companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board [CGPR 3.4].

4. POLICY STATEMENT

4.1 Diversity within Primary includes gender, ethnicity, religion, culture, language, sexual orientation, disability and age.

4.2 Primary recognises the importance of a diverse and inclusive workplace in which all individuals, with a broad range of backgrounds, skills, experience and perspectives can contribute to the success of Primary's operations.

4.3 Each year, Primary participates in the Equal Opportunity for Women in the Workplace Agency (EOWA) public reporting program. Those reports indicate that Primary comprises a diverse range of employees and contractors and is represented by a high number of women across the medical centres, pathology and diagnostic imaging business divisions.

5. POLICY

5.1 Annual Report

In each annual report Primary will disclose:

- (a) its measurable objectives for achieving gender diversity set by the Board for the forthcoming year;
- (b) its progress towards achieving those objectives for the preceding year;
- (c) the proportion of women employees throughout Primary, including senior executive positions and women on the Board; and

- (d) relevant strategies for specifically achieving measurable objectives under this policy.

5.2 Board Renewal

When identifying candidates for vacancies on Primary's Board of Directors, the Committee will ensure that:

- (a) all internal and external assessment of potential candidates will include a search for suitably qualified and experienced women;
- (b) at least one woman forms part of the interview and selection panel for Board appointments to promote equality and gender diversity;
- (c) succession planning includes the identification of women candidates with suitable skills and experience.

5.3 Recruitment and Selection

When developing and implementing recruitment and selection processes for employees and contractors, Primary will ensure that all candidates are considered and selected on the basis of individual skills, experience and merit and in line with all equal opportunity and anti-discrimination legislation.

5.4 Code of Conduct

Primary has a Code of Conduct which promotes respect for others, integrity and fairness in the workplace. All directors, employees and contractors must adhere to those principles within the framework of this policy.

6. RESPONSIBILITY

- 6.1** All Directors, employees and contractors are responsible for behaving in a manner which is consistent with this Policy.

6.2 The Nomination and Remuneration Committee

The Board has a Nomination and Remuneration Committee which is responsible for making recommendations to the Board in relation to:

- (a) initiatives to support and encourage diversity throughout Primary;
- (b) objectives for addressing gender diversity, particularly at Board level, including selection, performance evaluation and succession planning processes; and
- (c) an annual assessment of the effectiveness of measurable objectives.

6.3 Board of Directors

Primary's Board of Directors is responsible for:

- (a) establishing and monitoring Primary's overall diversity strategy and policy;

- (b) setting and reviewing measurable objectives for specifically addressing gender diversity following recommendations by the Committee.

6.4 Human Resources Manager

The Human Resources Manager is responsible for:

- (a) developing, reviewing and maintaining human resource policies and procedures in accordance with this policy and, where relevant, in line with measurable objectives for achieving gender diversity; and
- (b) preparing and reporting to the Equal Opportunity for Women in the Workplace Agency (EOWA) and public reporting program and providing those findings to the Board for its consideration.

Policy History

5 August 2011 Policy approved by the Board