

Primary Health Care Limited
Code of Conduct

1. Introduction

1.1 Who does this Policy apply to?

This Policy applies to all directors, employees, contractors and temporary staff of Primary Health Care Limited and its related bodies corporate (together, the **Primary Group**) (**Staff Members**).

1.2 What does this Policy cover?

This Code of Conduct sets out the principles by which Primary directors and employees will conduct business.

This Code of Conduct should be enacted in word and spirit by all Primary directors, employees, contractors and professionals who have a business association with Primary.

2. Compliance with the Law and Regulations

All Primary representatives must comply with the laws that govern Australian and international operations. In the event employees have concerns about legal issues, legal advice must be sought before any decision is taken.

It is a governing principle that Primary be operated in accordance with the legal (and cultural) standards appropriate to each country in which it has a presence.

3. Corporate Integrity and Social Responsibility

All representatives of Primary must at all times strive to conduct themselves with honesty and integrity. This may in certain circumstances require a higher standard of conduct than that required by law. The conduct of Primary staff must be to a standard, which meets community expectations of organisations comparable with Primary, including standards related to environmental and social responsibility.

Any employee who believes activities may reflect poorly on Primary should advise an appropriate manager.

4. Conflicts of Interest

Employees have a duty of good faith and fidelity to Primary.

Employees wishing to be involved in the management or board of another organisation must advise and seek approval from the Managing Director and Chief Executive Officer prior to accepting or continuing in any such role.

Representatives of Primary who are members of a profession should uphold the ethics and integrity of their profession, but must be mindful not to act in conflict with Primary when representing their profession.

Employees should not use their Primary position for personal or community interests unless authorised by Primary. Employees should not use their position for political interests at any time.

5. Maintaining Information Privacy and Confidentiality

The security and proper use of customer and patient information is mandatory, and rights to privacy must be observed. Employees must exercise care in conversation outside Primary and must not use customer or other confidential information for improper purposes.

The directors and employees of Primary must respect the confidentiality of information about business partners and fellow employees. Where Primary employees are entrusted with confidential information, this information must be securely stored and properly managed, and not disclosed to any third parties, unless required by law.

An employee's obligations of confidentiality and privacy continue even after the employee has left employment with Primary.

6. Copyright

The unauthorised duplication or use of copyrighted material violates the law and is contrary to Primary's standards of conduct and business practice.

7. Action within Delegated Authority

Each director and employee of Primary has a level of authority within which they can act, and managers have a responsibility to inform all employees of the limits of their authority. When uncertain of their authority, or of the applicability of company policy, employees should seek clarification before acting on behalf of Primary.

8. Use of Systems

Primary has a number of business systems in place to help it operate effectively. These systems must be used for their intended purpose only. Unauthorised use will be treated seriously. For example, private passwords to computer files should remain private, and unauthorised access to confidential information is prohibited.

The maintenance of security processes and adherence to business standards are essential to the long-term integrity of the systems and protection of confidentiality for customers and employee data.

9. Inside Information

Primary is listed on the Australian Securities Exchange ("**ASX**") and has an obligation to keep the ASX informed of any matter, which may affect its share price. Directors and employees of Primary must not use unpublished information about Primary or its business counterparties for personal gain.

The Trading in Securities Policy reminds staff that it is illegal for any person to trade in Primary's securities at a time when he or she possesses non-public information

which, if disclosed publicly, would be likely to materially affect the market price of Primary's securities. That policy also regulates when employees and their families can trade in Primary shares.

It is illegal to disclose confidential and sensitive information for the purpose of personal gain (including communicating non-public price sensitive information to another person for the purpose of that person trading in Primary's shares).

10. Improper Benefits

Directors and employees of Primary must not accept payments, gifts or entertainment beyond that which is considered as normal business practice. If any such benefit is offered or received that could be construed by others as improper, the benefit should be reported to an appropriate manager.

11. Misappropriation

Directors and employees of Primary must not misuse funds or property, nor assist others to do so. Where employees are found to be involved in misappropriation, disciplinary action will be taken and may result in the matter being notified to the Police.

12. Conduct within the Workplace

Directors and employees of Primary have a responsibility to maintain the highest levels of professional conduct in their interactions with colleagues, business partners and in representing Primary in the community. Employees must maintain business relationships in a manner which is consistent with the principles of respect for others, integrity and fairness and which meet, as a minimum, the laws applicable to behaviour in the work environment.

All forms of discrimination and harassment are prohibited.

13. Political Activities

As an organisation, Primary is politically impartial.

14. Code of Conduct Breaches

Where a breach of the Code of Conduct is believed to have occurred, it should be reported according to the table over the page.

Appropriate action may be taken against persons who have breached the Code of Conduct.

15. Updates

This Policy may be updated or revised from time to time. Updated or revised versions of this Policy will be made available on the Primary Group's intranet site, PRIME. It is each Staff Member's responsibility to access PRIME to ensure he or she has is familiar with the most recent version of this Policy.

POSSIBLE BREACH	REFER TO:
Compliance with the Law Maintaining Information Privacy and Confidentiality Inside Information Copyright	Special Counsel
Integrity of Records Stealing or Misappropriation	Head of Business Unit Group Executive, People & Legal
Finance or Accounting processes and practices Action outside Delegated Authority	Chief Financial Officer
Conflict of Interest Improper Benefits	Head of Business Unit
Social Responsibility	Group Executive, People & Legal
Use of Electronic Systems	Chief Information Officer
Community Support Political Activities	Group Company Secretary
Harassment or Inappropriate Behaviour (see also the Workplace Discrimination, Bullying and Harassment Policy)	Head of Business Unit

Approved

Date: 14 February 2017



Yvette Cachia

Group Executive, People and Legal