



## PROMISIA HEALTHCARE GROUP CODE OF CONDUCT

The Group Code of Conduct is the framework of standards by which the directors, employees, contractors for personal services and advisers of Promisia Healthcare Limited and its related companies (Promisia staff) are expected to conduct their professional lives and has been approved by the Board. This Code is not intended to prescribe an exhaustive list of acceptable and non-acceptable behaviour; rather it is intended to facilitate decisions that are consistent with Group values, business goals and legal and policy obligations, thereby enhancing performance outcomes. Promisia staff must familiarise themselves with the Group values, as they govern their behaviour while they are employed by Group.

Directors, senior executives and other employees who are proven to have breached this Code of Conduct will face disciplinary action which, depending on the seriousness and severity of the breach, could include dismissal or legal action or both.

Promisia directors and managers are expected to lead according to these standards of ethical and professional conduct and to ensure that they are communicated to the staff who report to them.

If you have any questions or concerns about an ethical question or become aware of a breach of a legal obligation or a Promisia Policy, let the Chief Executive know as soon as possible. If this is not appropriate, contact the Chair of the Board or Chair of the Audit and Risk Management Committee. (Please refer to Section 10, Reporting Concerns, for more information.)

### 1) Conflicts of Interest

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with Group interests. Promisia expects Promisia staff to always act in the Group's interests.

Promisia staff will not without the prior consent of Group:

- a) engage in any other business or commercial activities which would conflict with their ability to perform their duties to Promisia;
- b) support a political party or organisation other than in a personal capacity; and
- c) engage in any other activity which could conflict with Group's interests.

### 2) Gifts

"Gifts" and "personal benefits" can include accommodation, goods, services, discounts, and special terms on loans and so on.

Promisia staff will not accept gifts or personal benefits from external parties if it could be perceived that such acceptance might compromise or influence any decision by the Group.

### 3) Corporate Opportunities

Promisia expects its staff to advance its legitimate interests when the opportunity to do so arises.

Promisia staff will not:

- a) take for themselves any opportunity discovered through the use of Group property information or position;

- b) use Group property (including Company's names), information or position for personal gain;
- c) compete with the Group; or
- d) trade in shares, or any other kind of property, based on information that comes from their roles within the Group if that information has not been reported publicly. Refer Securities Trading Policy.

#### **4) Confidentiality**

Promisia and Promisia stakeholders entrust us daily with their confidential information. Confidential information includes all information not in the public domain that has come to a Group employee's knowledge by virtue of working for the Group.

Promisia staff will maintain and protect the confidentiality of information entrusted to the Group about work colleagues, stakeholders and the Group's business and financial affairs, except where disclosure is allowed by the Group or is required by law.

#### **5) Behaviours**

The actions and statements of Promisia staff, whether to customers, suppliers, competitors, or employees, can impact on the way staff sees the Group and whether they choose to do business with us.

Promisia staff will:

- a) undertake their duties in accordance with Group values;
- b) conduct themselves in a way that demonstrates that their honesty and integrity is beyond question and will not behave in a manner that has the potential to bring Promisia's image into disrepute;
- c) deal honestly with Promisia's other staff, professional advisors and stakeholders;
- d) not enter into transactions or make promises on behalf of Promisia that Promisia cannot or does not intend to honour;
- e) undertake their duties with care and diligence;
- f) ensure that any personal opinions Promisia staff express are clearly identified as their own and are not represented to be the views of Group;
- g) value individuals' differences and treat people in the workplace with respect in accordance with Group's philosophies of equal employment opportunities, and anti-harassment and discrimination policies;
- h) to the best of their ability, use reasonable endeavours to ensure that the Group's records and documents, including financial reports, are true, correct and conform to Group's reporting standards and internal controls; and
- i) not accept or offer bribes or improper inducements to or from anyone.

#### **6) Proper use of Group Assets and Information**

Promisia staff have a duty to protect Group assets from loss, damage, misuse, waste and theft. Group assets include systems, information, intellectual property and networks.

Promisia staff will:

- a) only use Group assets for lawful business purposes authorised by Group; and
- b) only create, and only retain, information and communications required for business needs or to meet legal obligations.

## **7) Compliance with Laws and Policies**

Promisia staff will:

- a) familiarise themselves with and comply with Group policies, frameworks and processes at all times (including those relating to equal employment opportunities and health and safety);
- b) abide by the laws, rules and regulations of New Zealand;
- c) undertake training on legal obligations and policies as required by management from time to time; and
- d) comply with all statutory and internal disclosure requirements on a timely basis.

## **8) Delegated Authorities**

The Promisia Board of Directors delegates the responsibility of managing the business and affairs of Promisia to the Chief Executive Officer (“CEO”). The CEO in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. A director should not simultaneously hold the positions of CEO and Chair of the Board.

Promisia staff will:

- a) only act within the delegated authority framework and any authority that may be specifically given to them as a delegated authority holder; and
- b) ask their manager if they are uncertain as to their level of delegated authority.

## **9) Information for the Board**

Promisia management shall provide the Board with information of sufficient content, quality and timeliness as the Board considers necessary to enable the Board to effectively discharge its duties.

## **10) Reporting Concerns**

If you become aware of a breach of the Group Code of Conduct or any breach of a legal obligation or Group policy, you are responsible for reporting it to your manager or the Board, as appropriate. If this is not appropriate in the circumstances, you should report the breach to the:

- a) Chair of the Board; or
- b) Chair of the Audit and Risk Management Committee.

The Group will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. The identity of the person making the report will be kept confidential where possible – there may be situations however where the proper investigation of the matter inadvertently identifies the reporter or requires his or her identification. Refer to the Protected Disclosures (Whistleblowing) Policy.

The Group requires all Directors, Senior Executives and other employees who receive a report of an actual or suspected violation of this Code of Conduct to take all reasonable steps within their control to ensure that:

- a) the behaviour alleged in the report is thoroughly investigated;
- b) the rules of natural justice are observed in that investigation; and
- c) appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action. If you suspect that a breach of the delegated authority rules or limits has occurred you should advise your manager and the delegated authority holder whose responsibility it should have been to approve the transaction, as soon as possible.

<b>Document control</b>
Approved: May 2021 Review date April 2023 Approver: Promisia Limited Board Document owner: Chief Executive Officer