

WHISTLEBLOWER POLICY

Effective Date: 1 January 2020

Purpose

Qualitas Health is committed to the highest standards of ethical conduct, fair dealing, honesty and integrity in our business activities. This policy is to ensure our employees and other disclosers can raise concerns regarding any disclosable matters or improper state of affair without the fear of victimisation, harassment, retaliation or discriminatory treatment. It outlines how Qualitas Health will deal with whistleblowing reports and set out the channels available to employees and other disclosers to report disclosable matters to Qualitas Health. Generally, these issues should be raised through the normal line of management that is implemented by Qualitas Health, however, reporting by other avenues may be appropriate or necessary in certain circumstances.

Scope – Who the policy applies to?

This Policy applies to “Disclosers”, who are current and former:

- officers;
 - Directors;
 - employees;
 - paid or unpaid contractors (including employees of contractors);
 - suppliers (including employees of suppliers);
 - associates;
 - consultants; and
 - relatives, dependants, spouses, or dependents of a spouse of any of the above
- with respect to all entities within the Qualitas Health Group.

What disclosures are protected? – “Disclosable Matters”

Any matters the Discloser has reasonable grounds to suspect the information concerns misconduct or an improper state of affairs.

Disclosable Matters means any conduct in relation to Qualitas Health that is:

- dishonest behaviour;
- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- unethical behaviour, including anything that would breach the Qualitas Health Code of Conduct;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to Qualitas Health operations or activities;
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;

- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment;
- misconduct or an improper state of affairs in relation to a Qualitas Health company; or
- any other conduct which may cause loss to Qualitas Health or be otherwise detrimental to the interests of Qualitas Health.

Please note that personal work-related grievances are excluded from this Policy and will be handled in accordance to the Qualitas Health Grievance Policy.

Furthermore, protection is available to Disclosers who disclose Disclosable Matters made with reasonable grounds to suspect the information concerns misconduct or an improper state of affairs being true. Protection is not available where the disclosure is:

- trivial or vexatious in nature with no substance;
- unsubstantiated allegations which are found to have been made maliciously, or knowingly to be false.

Any of the above will be treated seriously by Qualitas Health and may result in disciplinary action up to and including summary dismissal.

How to report a Disclosable Matter?

Internal Disclosure

Employees should first report any matters of concern to the Operations Manager within your area. In many cases, the concerns should be addressed.

Where this is not appropriate, where the person making a report does not feel comfortable making a report to the Operations Manager, or where an employee has made a report but no action has been taken within a reasonable time, a formal report can be made to the Whistleblower Officer (WO) by phone, email or in person. The Discloser must first inform the WO that he/she wish to make a report under this Policy. Alternatively, the Discloser can report to the external whistleblowing service.

The Whistleblower Officer is:

Anna Huang (Legal Counsel),

anna@qualitashealth.com.au

P: 02 9466 5950

A: Suite 1301, 140 Arthur Street, North Sydney NSW 2060

If a Discloser is unable to report to the WO, a disclosure can be made to the following "Eligible Recipients" of the Qualitas Health Group of companies:

- General Manager;
- Directors;
- Secretary; and
- Chief Finance Officer.

P: 02 9466 5950

A: Suite 1301, 140 Arthur Street, North Sydney NSW 2060

The reports can be made by phone, email or in person and the Discloser must first inform the above Eligible Recipients that he/she wish to make a report under this Policy. The Discloser may be directed to make the report to the external whistleblowing service, or to the WO, if it is considered appropriate in the circumstances.

External Disclosure

If a Discloser is unable to report to any Qualitas Health personnel, he/she may report to Qualitas Health's external independent whistleblowing service, RBW Chartered Accountants. Please contact Bernice Bolton using the following method:

- Email BBolton@rbwca.com.au;
- Calling +61 2 9299 3603. Calls will be received on recognised business days between 9.00am and 5.00pm (Sydney Time). In the event that calls are not answered, message can be left with reception staff or through voice mail;
- By post to Level 5, Suite 501, 83 York Street, Sydney 2000 or GPO Box 7089, Sydney 2001;
- By fax +61 2 9290 3401.

The Discloser must first inform Bernice Bolton that he/she wish to make a report under this Policy. An external report may be made anonymously. However, this may impact Qualitas Health's ability to investigate the matters reported. The Discloser will be provided with a confidential reference number by RBW Chartered Accountants. A report will be prepared and provided to the WO for action and/or referral to the WIC.

Disclosure to other bodies

A Discloser can also make disclosure to:

- legal practitioners;
- regulatory bodies and other external parties; and
- journalists and members of Commonwealth, state or territory parliaments (parliamentarians) under certain circumstances.

The Discloser should ensure that he/she comply with reporting requirements if any. The discloser can contact the WO to obtain additional information before making a disclosure.

Anonymity

Discloser can make the disclosure anonymously. However, it may be difficult for Qualitas Health to properly investigate or take other action to address the matters disclosed in anonymous reports. Therefore, Disclosers are encouraged to share his/her identity. If an anonymous disclosure is made through the External Disclosure service, the Discloser will receive a unique reference and can then contact the External Disclosure Service to provide further information or request an update at any time.

Legal protections for Disclosers

Confidentiality

All information received from the Discloser will be treated confidentially and sensitively. Qualitas Health will not disclose the Discloser's identity unless:

- the Discloser gives consent to share that information;
- to a lawyer for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act; or

- to ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the Australian Federal Police Act 1979); or
- to a person or body prescribed by regulations.

Qualitas Health can also disclose the information contained in a disclosure with or without the discloser's consent if:

- the information does not include the Discloser's identity;
- Qualitas Health has taken all reasonable steps to reduce the risk that the Discloser will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

The Discloser can lodge a complaint to the WO about a breach of confidentiality. The Discloser may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

Protection from detrimental acts or omissions

No person within Qualitas Health may engage or threaten to cause detrimental conduct against a Discloser who has made or proposes to make a report in accordance with this Policy, because of such report or proposed report. All reasonable steps will be taken by Qualitas Health to ensure that the Discloser will not be subject to detrimental conduct.

Examples of detrimental conduct include the following:

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; or
- any other damage to a person.

Examples of actions that are not detrimental conduct include but limited to:

- administrative action that is reasonable for the purpose of protecting a Discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- managing a Discloser's unsatisfactory work performance.

Compensation and other remedies

A Discloser may seek compensation and other remedies through the courts if:

- he/she suffer loss, damage or injury because of a disclosure; and
- Qualitas Health failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Qualitas Health encourages the Discloser to seek independent legal advice.

Civil, criminal and administrative liability protection

The Discloser is protected from any civil, criminal or disciplinary action for making a disclosure that is covered by this Policy, or for participating in any subsequent investigation conducted by Qualitas Health. However, the protections under this Policy do not grant immunity for any misconduct a Discloser has engaged in that is revealed in the disclosure. Therefore, the Discloser is not protected from self-incrimination.

Support and practical protection for disclosers

Support for Disclosers

Support available for the Discloser includes:

- appointing an independent support person from the Senior Management team to deal with any ongoing concerns he/her may have; or
- connecting the Discloser with third party support providers.

The use of the support services by a Discloser may require the Discloser to consent to the disclosure of his/her identity or information that is likely to lead to the discovery of his/her identity.

Qualitas Health will endeavour to support the Discloser. However, it will not be able to provide the same practical support to non-employees and former employees that it provides to current employees. Therefore, the support provision will be adapted and applied to the extent reasonably possible.

Practical protection for disclosers

Qualitas Health will protect the confidentiality of the Discloser's identity by:

- redacting personal information or references to the Discloser;
- refer the Discloser in a gender-neutral context;
- only allow qualified staff to handle and investigate the disclosure;
- stored securely all paper and electronic documents and other materials relating to the disclosure;
- limit access to all information relating to the disclosure to those directly involved in managing and investigating the disclosure;
- limit the identity of the Discloser (if known) and/or information that is likely to lead to the identification of the discloser to only people who are directly involved in handling and investigating the disclosure (subject to the discloser's consent); and
- reiterate to each person who is involved in handling and investigating a disclosure with respect to the confidentiality requirements, including that an unauthorised disclosure of a Discloser's identity may be a criminal offence.

However, where possible, the Discloser may be contacted to help identify certain aspects of his/her disclosure which could inadvertently identify the Discloser.

Furthermore, the Discloser's identity may be guessed by other people if:

- the Discloser has mentioned to other people that he/she was considering making a disclosure;
- the Discloser is among a small number of people with access to the Disclosable Matter information; or
- the Discloser has communicated information in relation to the Disclosable Matter to other people.

Qualitas Health will protect the Disclosers from detrimental acts or omissions by:

- assess possible risk of detriment against the Discloser and other persons as soon as possible after receiving a disclosure;
- take appropriate action to avert the possible risk if found probable from the assessment;
- provide or connect the Discloser to support services including internal or external counselling and legal services;
- provide assistance to the Discloser if required to minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- if necessary and appropriate:
 - allow the Discloser to perform his/her duties from a different location;
 - modify the Discloser's workplace or the way they perform their work duties;
 - reassign or relocate other staff involved in the disclosable matter;
- if the identity of the Discloser is known, ensure management are aware of the risks of isolation or harassment and conflicts the Discloser may suffer and to manage those risks appropriately. Furthermore ensure any performance management or other management actions taken against the Discloser is conducted fairly.

The Discloser may lodge a complaint to the WO if he/she suffered a detriment. The WO will arrange the complaint to be investigated as a separate matter to the disclosure investigation. Depending on the result of the investigation Qualitas Health will determine necessary action and/or remedies to be taken including taking disciplinary action, allow the discloser to take extended leave, or offer other appropriate remedies.

The Discloser may also seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if he/she believe he/she have suffered a detriment.

Handling and investigating a disclosure

Handing a disclosure

When Qualitas Health receives a disclosure under this policy, the Whistleblower Investigation Committee (WIC) will assess the disclosure to determine whether it qualifies for protection and if it requires a formal, in-depth investigation.

The WIC consists of three members being the Managing Director/General Manager, Chief Financial Officer and WO of Qualitas Health.

Investigating a disclosure

If the WIC determines that the disclosure requires investigate, it will then determine:

- the nature and scope of the investigation;
- the person(s) within and/or outside Qualitas Health that should lead the investigation;
- the nature of any technical, financial or legal advice that may be required to support the investigation; and
- the timeframe for the investigation.

The timeframe and process of the investigation may vary depending on the nature of the disclosure. Where the WIC deems necessary, the WIC may use an external investigator in conjunction with the WIC or

independently to conduct the investigation. The WIC may also use external expert to assist with the investigation.

Qualitas Health will carry out the investigation in an objective, fair and independent manner, while preserving the confidentiality of the investigation. To ensure fairness and independence, the investigation will be independent of the Discloser, the individual/s who are the subject of the disclosure, and the department or business unit involved.

The Discloser is required to keep confidential information in relation to the disclosure and a disclosure has been made (subject to any legal requirements) so the investigation can be carried out properly. Without the Discloser's consent, the WIC will not disclose information that is likely to lead to the identification of the Discloser as part of its investigation process unless:

- the information does not include the discloser's identity;
- the WIC removes information relating to the Discloser's identity or other information that is likely to lead to the identification of the Discloser; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

However should the disclosure be made anonymously and the Discloser refuses to provide, or has not provided, a means of contacting them, the WIC will have limited ability to carry out a proper investigation or may not be able to undertake an investigation at all.

The WIC may be able to investigate a disclosure:

- where the Discloser consents to a limited disclosure to the WO;
- where possible, by conducting a broad review on the subject matter or the work area disclosed.
- where the anonymous Discloser has provided sufficient information and information that is likely to lead to the identification of the discloser is removed.

Updates and feedback to a discloser

Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

Qualitas Health will acknowledge a Discloser after receiving their disclosure. The frequency and timeframe of the investigation updates may vary depending on the nature of the disclosure. Generally, Qualitas Health will provide updates to a discloser during key stages of the investigation, such as:

- when the investigation process has begun;
- while the investigation is in progress; and
- after the investigation has been finalised.

If the Discloser is not satisfied with the result of the investigation the Discloser can request for a formal review by notifying the WO. Qualitas Health is not obliged to reopen an investigation and can conclude a review if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation.

A Discloser may lodge a complaint with a regulator, such as ASIC, APRA or the ATO, if he/she is not satisfied with the outcome of the Qualitas Health investigation.

Ensuring fair treatment of individuals mentioned in a disclosure

Qualitas Health will ensure fair treatment of employees who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure. Qualitas Health will take the following measures:

- disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- each disclosure will be assessed and may be the subject of an investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- when an investigation needs to be undertaken, the process will be objective, fair and independent;
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken.

Qualitas Health will ensure that a person who is the subject of a disclosure:

- is informed of the subject matter of the disclosure;
- is given a fair and reasonable opportunity to respond to the disclosure prior to the investigation being finalised;
- has his/her response set out fairly in the Investigator's report; and
- is informed about the result of the investigation including the substance of any adverse conclusions in the investigator's report that affects him/her.

Supports available for persons implicated in a disclosure under this Policy includes:

- appointing an independent support person from the senior management team to deal with any ongoing concerns his/her may have; or
- connecting the person with third party support providers.

Breach of this Policy


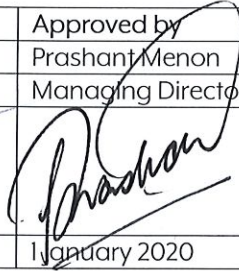
A breach of this Policy may result in disciplinary action, up to and including summary dismissal.

Access to this Policy

Existing employees of Qualitas Health are notified of this policy through internal memos. This policy is available to employees of Qualitas Health on the Qualitas Health intranet. This policy is incorporated in the employee induction information packs and training for new employees. This policy is also available on the Qualitas Health website for external personnel.

Review of the policy

This Policy will be reviewed from time to time to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of Qualitas Health. This Policy may be amended, withdrawn or replaced from time to time at the sole discretion of Qualitas Health.

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| | Prepared By | Approved by |
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| Position Title | Legal Counsel | Managing Director |
| Signature |  |  |
| Date | 1 January 2020 | 1 January 2020 |