

CODE OF CONDUCT

1. Introduction

- 1.1. BTC Health Limited (the “**Company**” or “**BTC**”) is committed to the highest level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and the Company standards and in compliance with all relevant laws.
- 1.2. The Company has the Code of Conduct (the “**Code**”) which outlines how the Company expects everyone at BTC to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.
- 1.3. The objectives of the Code are to:
 - (a) provide a benchmark for professional behaviour throughout the Company;
 - (b) support the Company's business reputation and corporate image within the community; and
 - (c) make directors and employees aware of the consequences if they breach the Code.
- 1.4. The Company regularly monitors and tests its policies against this Code to ensure its commitments remain relevant, effective and consistent with stakeholder expectations.
- 1.5. While the Code is designed to ensure the Company delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, shareholder or any other person or entity.
- 1.6. The Code is not an exhaustive list of policies and procedures. Employees are required to understand and comply with additional policies and procedures, including those that reflect the specific requirements of a particular business.

2. Application

- 2.1. This Policy applies to BTC Health Limited and its affiliates.
- 2.2. All employees of the Company, Company directors, senior executives, temporary employees, (collectively “**Employees**”) must comply with the Code.
- 2.3. All contractors, consultants, labour hire and relevant third parties of the Company, (collectively “**Contractors**”) must comply with the Code.
- 2.4. The Code applies to all business activities with suppliers, contractors, customers, shareholders and Employees in Australia and overseas (where applicable).
- 2.5. Responsibility lies with every person covered by the Code to conduct themselves in accordance with the Code.
- 2.6. Copies of the policies are available on the Company's website.
- 2.7. To the extent that any policy is not consistent with this Code, it is the policy that will prevail.

3. What to do if you suspect the Code has been breached

3.1. Reporting channels

3.1.1. You are encouraged to report to your line manager any genuine behaviour or situation which you believe breaches or potentially breaches the Code, a policy or the law.

3.1.2. Alternatively, you can report unacceptable behaviour through any of the following channels:

- (a) the Executive Chair (or equivalent);
- (b) a Director of the Company; or
- (c) the Company Secretary

3.1.3. Line managers to whom potential breaches are reported should discuss the issue with the Executive Chair (or equivalent) who will assess the appropriate action to be taken.

3.2. Whistleblower protection

3.2.1. The Company is committed to ensuring that Employees and Contractors are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

3.2.2. Wherever possible, all calls, notes, emails and other communications will be dealt with confidentially. The Company provides its Employees and Contractors the commitment that, wherever possible, Employees' and Contractors privacy will be protected where a report is made under this Code.

3.2.3. Please refer to the Company's **Whistleblower Policy** for further information, including Employees' right to speak in confidence and to report your concerns.

3.3. Investigations

3.3.1. Preliminary investigations of reported breaches are administered by a relevant line manager.

3.3.2. If a breach of the Code is found to have occurred, a formal investigation process is administered by the Executive Chair (or equivalent) or their delegate in consultation with the line manager of the offending person.

3.3.3. Following the preliminary investigations, if a material breach of the Code is found to have occurred, the Executive Chair (or equivalent) or their delegate and the supervisor or manager of the offending person must report such material breach to the Board.

3.3.4. During the investigation process, all Employees will be expected and have a duty to cooperate with any investigations initiated by the Company.

3.4. Consequences of breaching the Code

3.4.1. We recognise that breaches of the Code may occur from time to time. We expect that any breach will be inadvertent and without intent, however it should be clearly understood that any breach may result in disciplinary action.

3.4.2. Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). We will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

3.4.3. We reserve the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

3.5. In representing the Company, you are expected to act in a manner consistent with the key standards underpinning the Code, namely:

- (a) your actions must be governed by the highest standards of integrity and fairness;
- (b) your decisions must be made in accordance with the applicable law(s); and
- (c) your business must be conducted honestly and ethically, with your best skills and judgement, and for the benefit of customers, Employees, Contractors, shareholders and the Company.

4. Your obligations

4.1. Compliance with laws and regulations

4.1.1. You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work.

4.1.2. We encourage you to:

- (a) actively understand the laws which affect or relate to the Company's operations;
- (b) attend briefings presented by the Company or other external service providers to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments; and
- (c) interpret the law in a way which reinforces the Company's reputation for integrity.

4.2. Fair trading and dealing

4.2.1. The Company aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government, Employees, Contractors, suppliers and the community.

4.2.2. When dealing with others, you must:

- (a) perform your duties in a professional manner;
- (b) act fairly and with the utmost integrity and objectivity; and
- (c) strive at all times to enhance the Company's reputation and performance.

4.2.3. You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training or attend seminars to develop and maintain your knowledge so that you can act in accordance with those requirements.

4.3. Conflicts of interest

4.3.1. You are responsible for notifying the Company and appropriately dealing with any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest, you should disclose that interest and discuss the matter with your line manager, Company Secretary or the Executive Chair (or equivalent).

What is a conflict of interest?

- (a) A conflict of interest exists where loyalties are divided.
- (b) You may have a conflict of interest if, in the course of your employment or engagement with the Company:
- (c) any of your decisions lead to an improper gain or benefit to you or your associate; or
- (d) your personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with your obligation to the Company.
- (e) The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. These examples are intended to be a guide only.

Improper personal benefits

- (a) Conflicts of interest can arise when you or a member of your family receive improper personal benefits as a result of your position. You and your 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.
- (b) We encourage you not to accept a gift (of any kind or value) in circumstances where your business judgment might appear to have been compromised, or where you or the Company would be embarrassed if the gift was made public.
- (c) 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 you should be aware and respectful of such cultural practices, we encourage you to remain mindful of the Company's policy in this regard.
- (d) If you are in any doubt as to the appropriateness of a gift, please refer to the **Anti-Bribery and Corruption Policy**.

Financial interests in other businesses

- (a) You should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Company.
- (b) You must disclose all personal financial interests that you or members of your family have in organisations which have established, or are threatening to establish, a business relationship with the Company or which compete with the Company.
- (c) 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.
- (d) Ownership of less than 5% of the ordinary shares in an entity is not normally considered a conflict, however, will be considered to ensure no such conflict exists.

Corporate opportunities

- (a) You must not take advantage of property, information or other opportunities arising from your position in the Company for personal gain.
- (b) For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within the Company, you should only participate in the business or make the investment with approval from the Executive Chair (or equivalent).

Conflict of interest arising from a personal relationship

- (a) Employees who have the responsibility for or authority to affect the careers or employment of other Employees should perform their functions free from any conflict of interest arising from a personal relationship.
- (b) For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship with any other Employee within the Company and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned.
- (c) You must disclose any conflict of interest arising from a personal relationship to either your Manager or the Executive Chair (or equivalent). Such disclosures will be treated confidentially.

Outside (Voluntary and paid) memberships, directorships, employment and public office

- (a) The Company supports involvement of its Employees in community activities and professional organisations. However, outside employment or activity must not conflict with an Employee's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest.
- (b) Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. You must obtain prior written consent from the Executive Chair (or equivalent) prior to accepting the proposed employment or position relates to an outside organisation.
- (c) You may accept public office or serve on a public body in your 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, you must comply with Company policies regarding leave of absence and absenteeism.

4.4. Improper use or theft of Company property, assets and email

- 4.4.1. You are responsible for protecting any Company property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.
- 4.4.2. Company property and assets includes cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.

4.4.3. You must not:

- (a) use Company assets for any unlawful purpose or unauthorised personal benefit;
- (b) remove Company property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances;
- (c) make improper disclosures, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods or operation and other information that is of competitive value to the Company. If you are unsure whether information is of a confidential nature, seek advice from your line manager or the Company Secretary and refer to the Company's **Continuous Disclosure Policy** before disclosure.

4.4.4. You are encouraged to use common sense and observe standards regarding content and language when creating documents that may be retained by the Company or a third party. The Company's electronic communication systems should not be used to access or post material that violates our Company policies or any laws or regulations. This also applies to personal, non-business use of the Company's electronic communication systems.

4.5. Privacy

4.5.1. The Company respects your privacy and the privacy of others.

4.5.2. You should familiarise yourself with, and comply with the Company's **Privacy Policy**, and the privacy laws of Australia and, where applicable, the jurisdiction or your business unit;

4.6. Public communications and disclosure

4.6.1. You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

4.6.2. Those documents and materials should:

- (a) comply with any applicable legal requirements;
- (b) fairly and accurately reflect the transactions and occurrences to which they relate;
- (c) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- (d) be in reasonable detail and recorded in the proper account and in the proper accounting period.

4.6.3. Media statements and official announcements may only be made by persons authorised under the Company's **Continuous Disclosure Policy**. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless the Executive Chair (or equivalent) has given prior written consent, you and your associated parties must not participate in public forum discussions (including internet-based forums) where the subject matter is related to the Company, its competitors or the industry in which we operate.

4.6.4. The Company has adopted the Market Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. The aim of the Market Disclosure Policy is to keep the market fully informed of



information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

4.6.5. Ensure that you are aware of the requirements of the Market Disclosure Policy and, if it applies to you, you must act in accordance with its terms.

4.7. Employment practices

Equal opportunity and discrimination

- (a) The Company is committed to:
 - I. equal employment opportunity;
 - II. compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
 - III. a workplace free from any kind of discrimination, harassment or intimidation of Employees.
- (b) The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

Sexual Harassment

- (a) The Company will not tolerate sexual harassment or victimisation and is committed to taking all reasonable steps to prevent any person from engaging in acts of sexual harassment or victimisation in connection with employment or work with the Company.
- (b) Sexual harassment can take many forms, including physical, verbal or electronic. Conduct does not have to be repeated or ongoing to be sexual harassment.
- (c) The Company will promptly investigate all allegations of sexual harassment and will take appropriate corrective action. Retaliation against individuals for raising claims of sexual harassment and victimisation will not be tolerated.

Workplace health and safety

- (a) The Company is committed to maintaining a healthy and safe working environment for its Employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in ensuring that this situation is maintained at all times.
- (b) Misusing controlled substances or alcohol or selling, distributing, possessing, using or being under the influence of illegal drugs whilst on the job is prohibited and will not be tolerated.
- (c) You should familiarise yourself with all relevant procedures to ensure the workplace is safe and without risk to the health of others and yourself.

Company reputation

- (a) Employees must not act in any way that could cause harm to the Company's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

Securities trading

- (a) The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.
- (b) Employees must not:
 - (i) use any price sensitive information (which is not generally available to others) in deciding whether or not to buy or sell the Company's securities;
 - (ii) deal with the Company's securities when in possession of price sensitive information about the Company which has not been publicly disclosed; and
 - (iii) act contrary to the Company's Securities Trading Policy (which provides guidance on when Employees are likely to possess price sensitive information).
- (c) You should familiarise yourself with the Company's **Securities Trading Policy** and ensure you act in accordance with it when dealing in the Company's securities.

Bribes, inducements and commissions

- (a) You must not pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).
- (b) You must adhere to the Company's **Anti-Bribery and Corruption Policy** at all times.

4.8. Environment

- (a) The Company is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.
- (b) If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws or regulations, report the matter in accordance with section 3.

4.9. Politics

- (a) You may voluntarily participate in the political process as an individual. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of the Company, if that is not the case.
- (b) You may not use Company funds for political purposes.

4.10. Modern Slavery

4.10.1. Modern slavery practices are a violation of human rights. Modern slavery is an umbrella term for several serious exploitative work practices that represent violations of human rights.

4.10.2. Modern Slavery can take many forms; it is a complex and multi-faceted problem. The MSA's main classifications of 'modern slavery' are as follows:

- (a) Slavery: where ownership is exercised over an individual.
- (b) Servitude: involves the obligation to provide service imposed by coercion.

- (c) Forced and compulsory labour: all work or service, not voluntarily performed, which is obtained from an individual under the treatment of force or penalty.
- (d) Human trafficking: involves arranging or facilitating the travel of another with a view to exploiting them.
- (e) Debt bondage: describes situations where the victim's services are pledged as security for a debt and the debt is manifestly excessive or the victim's services are not applied to liquidate the debt, or the length and nature of the services are not limited and defined.
- (f) Child labour: whilst not always illegal in the jurisdiction in which it takes place, child labour involves the employment of children that is exploitative or is likely to be hazardous to or interfere with a child's education, health (including mental health), physical wellbeing or social development.
- (g) Deceptive recruiting for labour or services: make misleading representations in relation to the description of the job to recruit new employees

4.10.3. To underpin the commitments laid out in this policy, the Company aims to implement the following measures:

- (a) Acknowledge and ensure that you report any acts of modern slavery within the Company or suppliers to your line Manager or the Executive Chair (or equivalent).
- (b) You will assist the Company when called upon, to conduct risk assessments to determine which parts of the business and which supply chains are at risk of perpetrating modern slavery.
- (c) Engage with suppliers on a regular basis to understand the measures they have in place to ensure that modern slavery is not occurring within their own business.
- (d) You must attend any training that the Company may provide to staff in relation to modern slavery requirements.

4.11. Ethical

- (a) You will act honestly, in good faith and in the best interests of the whole Company
- (b) You owe a fiduciary duty to the Company as a whole
- (c) You have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office
- (d) You will undertake diligent analysis of all proposals placed before the Board
- (e) You will act with a level of skill expected from Employees of a publicly listed Company
- (f) You will demonstrate commercial reasonableness in decision-making
- (g) You will keep confidential information received in the course of the exercise of duties and such information remains the property of the Company from which it was obtained and it is



improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or required by law

- (h) You have an obligation to be independent in judgement and actions and Directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board
- (i) You will make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally, towards achieving its goals
- (j) You have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code of Conduct

5. Training and awareness

- 5.1. Failure to adhere to the Code of Conduct will be considered serious misconduct and may result in disciplinary action which could include termination of employment or contractual arrangements.
- 5.2. All Employees will be provided a copy of the Code as part of the employee onboarding exercise and as and when there has been a change to this Code. All Employees will need to acknowledge that they have read and understood the Code.
- 5.3. Any questions in the application or the interpretation of this Code, Employees may contact their line manager or the Company Secretary.

6. Review and amendments

- 6.1. The Code will be reviewed **once every 2 years** or as often as necessary to ensure it remains effective and relevant.
- 6.2. The Board is responsible for approving the Code of Conduct and may make changes from time to time by resolution.
- 6.3. The Code will be available on the Company's website within a reasonable time after any such updates or amendments have been approved