



Code of Ethics Policy

1. Compliance with Laws

It is the Company's policy to comply with all laws and regulations, particularly those that apply to the areas in which we do business, and to conduct all business activities ethically. All managers, employees, directors and representatives of the Company must actively look to increase their awareness of the law that affects the business and their specific areas of responsibility.

2. Bribery

The Company is committed to promoting a high standard of business ethics. It is against company policy for any employee or company representative to accept or pay bribes in relation to any company business conducted in any part of the world. This type of conduct is not only against company policy, it is illegal. We all have a responsibility to report any suspicion of bribery or corruption to the Group Chief Financial Officer or in accordance with the Protected Disclosure Policy.

3. Confidentiality

At work we often have access to a wide range of information, including information that is confidential to the Company or parties that it is dealing with. The requirement for confidentiality can arise in a number of ways e.g. specific agreements, terms of sale. We all have an obligation to the owners of confidential information to maintain that confidence. Every effort must be made to prevent the unauthorised use or disclosure, whether accidental or intentional, of information obtained through your employment or association with the Company. Such information may include employee information, customer information, marketing and sales plans, costings, non-public financial information, business proposals, data, statistics, formulas and information relating to products, processes or equipment. If you are aware of a breach of this policy or if you are unsure about the way certain information should be handled, contact your manager.

4. Conflict of Interest

In some circumstances a situation can occur where our work responsibilities clash or potentially clash with interests we may have outside of work. Each of us must avoid situations, whether they are personal investments, associations, or relationships, that could compromise our loyalty or ability to perform the duties and responsibilities associated with our employment. An example would be having an association or working for an organisation that is or could be a competitor of the Company. If you are or find yourself in a situation where there is or maybe potential for a conflict to arise, you should discuss the issue with your manager.

5. Discrimination

The Company's employment policies and procedures are designed to ensure fair employment practices and to extend equal employment opportunities to all individuals. This policy applies also to all of the people that we deal with, each and every day including, for example, our work colleagues, our customers and our suppliers. The Company is committed to ensuring that all employees and people who do business with the Company enjoy a workplace and work relationship free from discrimination, harassment and victimisation.



Discrimination, harassment or victimisation on the grounds of age, colour, disability, employment status, ethnic or national origin, family status, political opinion, race, religious or ethnic belief, sex or sexual orientation is against the law and will not be tolerated by the Company. If you believe that you are or have been subject to any such conduct, you should notify your manager.

6. Document/Records Retention

All information and records received or created in relation to the business of the Company remains the property of the Company. Employees are responsible for management of information and records in their control in accordance with the record management policy for their site. Employees or other company representatives cannot copy or remove any such information or records when they leave the company. If you are aware of an incidence where this has taken or could take place, contact your manager.

7. Drugs and Alcohol

The Company is committed to providing a safe and productive work environment for all of its employees, contractors and visitors to its sites. To meet this objective, our policies prohibit:

- a) The use, sale, transfer or possession of illicit drugs and illicit controlled substances on site;
- b) Employees, contractors, directors and company representatives or visitors working (either on company premises or elsewhere) or using our vehicles while under the influence of drugs, alcohol or controlled substances.

Any person found to be in breach of this policy may face serious disciplinary action. If this is an issue that affects you or your work environment or any other person at your site, promptly bring this to the attention of your manager.

8. Internet and email

Access to the internet and email is provided as a business tool to assist employees in their work. Users of the internet and email are expected to manage the use of these tools in a professional manner following the same standards of conduct as would be expected in normal business. Taking advantage of this right through the inappropriate use of the internet or email on company systems or equipment is a serious breach of policy and could attract disciplinary action including summary dismissal. If you are aware of a breach of this policy, contact your manager.

9. Environment

The Company is committed to managing and developing its businesses in an environmentally responsible manner, with the objective of sustaining the environment for current and future generations. Employees are encouraged to minimise the actual and potential effects of business activities on the environment.

10. Equal Opportunity

The Company's employment policies and procedures are designed to ensure fair employment practices and to extend equal employment opportunities to all individuals. This policy applies also to all the people that we deal with, each and every day including, for example, our work colleagues, our customers and our suppliers. The Company is committed to ensuring that all employees and people who do business with the



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11. Fairness in Business

When doing business with customers, suppliers or any member of the public, it is essential that all statements we make about the products or services we provide and the contractual relationships we are entering into are accurate and truthful and that we act honestly and with respect. It is against the law to:

- a) mislead or make false representations to any person verbally, in writing or through advertising; and
- b) engage in behavior that may be seen as anti-competitive.

In meetings or at other events where representatives from competing businesses are present, never enter into any discussions on any aspect of price including past, present or future prices, discounts or credit arrangements. If you are unsure whether statements you make are absolutely correct or if you are in doubt about what you can or cannot discuss with competitors, speak to your manager.

12. Gifts and Entertainment

On occasions, employees can be invited to functions or given gifts in appreciation or acknowledgement of a successful business partnership. However, no employee or member of their immediate family may accept gifts, entertainment or other favours in connection with the Company business where such acceptance could in any way influence a business decision. Before accepting anything, you should first obtain your manager's approval. If you suspect a breach of this policy, then contact your manager.

13. Harassment

The Company's employment policies and procedures are designed to ensure fair employment practices and to extend equal employment opportunities to all individuals. This policy applies also to all of the people that we deal with, each and every day including, for example, our work colleagues, our customers and our suppliers. The Company is committed to ensuring that all employees and people who do business with the Company enjoy a workplace and work relationship free from discrimination, harassment and victimisation. Discrimination, harassment or victimisation on the grounds of age, colour, disability, employment status, ethnic or national origin, family status, political opinion, race, religious or ethnic belief, sex or sexual orientation is against the law and will not be tolerated by the Company. If you believe that you are or have been subject to any such conduct, you should notify your manager.

14. Health and Safety

The Company is committed to the health and safety of all employees, contractors, visitors and the general public and to the elimination of work-related illnesses and injuries. All employees, contractors and visitors to our sites are required to observe and practice safe work methods. Any unsafe conditions, work processes or equipment must be promptly reported to your manager.



15. Securities Trading (Insider Trading)

The Company is a publicly listed company with shares available for sale on the New Zealand Stock Exchange. It is illegal for a company director or employee to buy or sell the Company shares on the basis of inside information that they have about the Company. Inside information is information that is not available to the public and if it were, would likely affect the share price of the Company. Such actions would constitute 'insider trading'. The Company has a Securities Trading Policy which, if followed, provides some protection to employees in relation to the buying and selling of share in the Company. If you are unsure about what you can or cannot do in relation to the company shares, speak to the Group Chief Financial Officer.

16. Personal Information

There are Privacy laws in place providing protection against the unauthorised use of personal information about individuals, for example, our customers, suppliers and other employees. In collecting personal information, there are certain requirements that you must comply with, for example:

- a) in most circumstances, we are not entitled to use or disclose any personal information about another person unless we have been authorised to by the person concerned and
 - b) we are under an obligation to keep all personal information we have up to date.
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17. Theft and Fraud

Theft and fraudulent activities are not only dishonest, but also illegal. The penalties for individuals can be quite severe, including termination of employment. There are a number of various types of activities, each of which may constitute theft and/or fraud. Examples of such activities include:

- a) taking products, services or other company property for personal use;
- b) submitting incorrect expense claims;
- c) selling or otherwise disclosing information that belongs to the Company.

We all have a responsibility to report any suspicion of theft or failure to do so means running the risk of aiding and abetting the person carrying out the theft or fraud.

18. Protected Disclosure Policy (Whistleblowing)

The Company has a Protected Disclosure Policy and process to ensure that concerns regarding actual or suspected ethical, clinical, financial, legal and professional wrongdoing can be raised without fear of reprisal. Concerns can be communicated via:

1. An independent and externally hosted telephone line managed by professionals:
Pharmacy/Medical:OCP Ph: 0800 377 990 Web: www.ocp.co.nz
2. By email to protecteddisclosure@gxh.co.nz
3. By contacting a senior member of the Human Resources Team.
4. By contacting a member of Senior Management.



All allegations received will be forwarded to one or more members of Senior Management (as appropriate) unless the allegation involves one of those roles, in which case that role will be excluded from the forward, who will then consider whether to escalate to the Group CEO and/or Group CFO.

Further information can be found in the Protected Disclosure Policy.

19. Violation and Applicability of the Code

This Code is applicable to all directors, officers, employees, representatives and agents of the Company and its controlled subsidiaries. We all carry a responsibility and an obligation to the Company to maintain its reputation and to perform our particular duties honestly and in strict compliance with the law and the Company's Code of Ethics. The Code of Ethics is not exhaustive and is not designed to provide definite answers to all questions. It is indicative of the high standard required by the Company of all individuals representing the company and the onus is on individuals to act in a way that always meets or exceeds the standard required. Ignorance of the law, our policies or our company Code is no excuse when there is a breach. If you are confronted by or uncertain about any legal or ethical issue, then speak to your manager.

20. Review

20.1 The Board reviews this policy annually.

21. Publication

21.1 This policy is available on the company website www.greencrosshealth.co.nz.