

JAPARA

JAPARA HEALTHCARE LIMITED

ACN 168 631 052

Code of Conduct

**Approved by the Board of Japara Healthcare Limited
7 December 2018**

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Dear Colleague

Code of Conduct

The Company's success is dependent on the knowledge, experience and talent of our employees, the strength of our management team, the quality of our business strategy and our compliance with the highest standards of corporate conduct, ethics and governance. We are constantly working to reinforce and communicate our values to our employees, shareholders, residents, suppliers and the broader community.

The Board of Directors of the Company believes it is important to provide a clear set of values that emphasise a culture encompassing strong corporate governance, sound business practices and good ethical conduct.

The Code of Conduct has been prepared for the guidance and benefit of all people employed, contracted by, associated with, or acting on behalf of Japara Healthcare Limited (the **Company**) and its subsidiaries (collectively the **Group**). It also extends to the Board of Directors. The Code of Conduct has been adopted by the Group as it expresses the core values that drive our behaviour and aspirations.

The key values underpinning the Code of Conduct are as follows:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of applicable law;
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of residents, employees, shareholders and the Group alike.

You are required to read and be familiar with the Code of Conduct. The Board of Directors will adhere to the values and standards in the Code of Conduct and expect all employees to do the same. By doing so we can be proud of our individual and collective achievements and ensure that the Group maintains a reputation for the highest standards of business conduct, professionalism and integrity.

We appreciate your support.

Yours sincerely



Andrew Sudholz
Chief Executive Officer

Part A – Scope and application

1 Purpose of the Code

The Group is committed to a high level of integrity and ethical standards in all business practices. Employees, contractors and Company directors must conduct themselves in a manner consistent with current community and Group standards and in compliance with all relevant legislation.

The Code of Conduct outlines how the Group expects its representatives to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards and non-acceptable behaviours.

The objective of the Code of Conduct is to:

- provide a benchmark for professional behaviour throughout the Group;
- support the Group's business reputation and corporate image within the community; and
- make the Group's representatives aware of the consequences if they breach the Code of Conduct.

We monitor and test our policies and procedures against this Code of Conduct to ensure our commitments remain relevant, effective and consistent with community and other stakeholders' expectations.

While the Code of Conduct is designed for the Group to deliver on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, resident, supplier, competitor, shareholder or any other person or entity.

2 Who the Code applies to

All employees must comply with the Code of Conduct. A reference to 'employees' in this Code of Conduct includes temporary employees, contractors and Company directors.

The Code of Conduct applies to all business activities and interactions with suppliers, contractors, residents, their families and representatives, government, regulators, shareholders, employees and other parties.

Responsibility lies with every employee covered by the Code of Conduct to conduct themselves in accordance with the Code of Conduct.

Some employees may also have additional responsibilities relating to the Code of Conduct (see below).

Position	Responsibility
Employee	<p>It is an employee's responsibility to:</p> <ul style="list-style-type: none">• comply with the Code of Conduct;• act at all times in the best interests of the Group, with strict integrity and according to legal and approved Group business practices; and• raise any concerns or issues with their Supervisor /

Position	Responsibility
	Manager.
Supervisor / Manager	<p>It is a Supervisor's / Manager's responsibility to:</p> <ul style="list-style-type: none"> • communicate the Code of Conduct to employees; • take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies and procedures; and • take immediate action where an employee reports an actual or potential breach of the Code of Conduct, or where the Supervisor / Manager observes or becomes aware of an actual or potential breach.
Human Resources	<p>It is the responsibility of the Support Office Human Resource Team to:</p> <ul style="list-style-type: none"> • conduct preliminary investigations in relation to actual or potential breaches of the Code of Conduct; • review and recommend updates of the Code of Conduct and related policies and procedures as required; and • educate employees on the Code of Conduct.
Audit, Risk and Compliance Committee	<p>It is the responsibility of the Company's Audit, Risk and Compliance Committee to:</p> <ul style="list-style-type: none"> • review and discuss with management the overall adequacy and effectiveness of the Group's legal, regulatory and ethical compliance programs; • review the policies and procedures the Group has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Group); • review the Group's policies and culture for the establishment and observance of appropriate ethical standards (including the Code of Conduct).
Zero Harm Committee	<p>It is the responsibility of the Company's Zero Harm Committee to:</p> <ul style="list-style-type: none"> • oversee the development, implementation and review of policies, practices, processes and procedures to ensure the Company complies with its workplace health and safety, resident safety and clinical care and environment and sustainability obligations and commitments.

3 How the Code interacts with other Group policies

The Code of Conduct should be read in conjunction with the following Group policies:

- Continuous Disclosure Policy;

- Policy for Dealing in Securities
- Diversity Policy; and
- Political Donations Policy.

Copies of these policies are available on the Group's shared drive and its investor centre website.

The Group continually assesses and amends its policies and procedures to maintain a high standard of corporate governance. You will be notified of any material changes to policies and procedures.

4 What to do if you suspect the Code has been breached

(a) Reporting channels

You are encouraged to report to your Supervisor / Manager any genuine behaviour or situation which you believe breaches or potentially breaches the Code of Conduct, Group policies and procedures or the law.

Alternatively, you can report any actual or potential breach or unacceptable behaviour through any of the following channels:

- HR Manager;
- Group Executive – People & Infrastructure; and
- Group Company Secretary.

If you wish to report an actual or potential breach or unacceptable behaviour anonymously, you may do so by writing to either the Group Executive – People & Infrastructure or the Group Company Secretary c/- Japara Healthcare Limited, PO Box 16082, Collins Street West, VIC, 8007.

Supervisors / Managers to whom breaches or unacceptable behaviour are reported should discuss the issue with Human Resources who will assess the appropriate action to be taken in response to the report.

(b) Whistle blower protection

The Group is committed to ensuring that employees and others are not disadvantaged or discriminated against for reporting breaches or unacceptable behaviour in good faith.

Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. You have the Group's commitment that, whenever possible, your privacy will be protected where you make a report under the Code of Conduct.

It is a breach of the Code of Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Conduct ('whistle blower'). Examples of disadvantage and discrimination include:

- reprisals, harassment or victimisation;
- demotion or dismissal or loss of opportunity for promotion; and
- current or future bias.

The protection that the Group will make available to whistle blowers will vary depending on the circumstances, but may include:

- ensuring confidentiality in the investigation and protecting the whistle blower's identity;
- monitoring and managing the behaviour of other employees;
- offering a leave of absence while a matter is investigated;
- relocating employees (which may, but will not necessarily, include the whistle blower) to a different working group or location; and

- rectifying any detriment a whistle blower has suffered.

(c) Investigations

Preliminary investigations of reported breaches are administered by Human Resources.

If a breach of the Code of Conduct is found to have occurred, a formal investigation process is administered by the Group Executive – People & Infrastructure in consultation with the Supervisor / Manager of the offending employee.

In the investigation process, all employees are expected to cooperate with the directions of the Group Executive – People & Infrastructure.

5 Consequences of breaching the Code

The Group recognises that breaches of the Code of Conduct may occur from time to time. We expect that any breach will be inadvertent and without intent. However, any breach may result in disciplinary action or other penalties.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal of employment or termination of the contract or engagement. Following are circumstances when dismissal or termination can apply:

- engaging in serious misconduct (including breach of Group policies);
- serious negligence or wilful breaches in the performance of duties;
- serious or consistent breach of employment contract or other terms of engagement;
- convicted for an offence punishable by imprisonment;
- bankruptcy;
- payment or receipt of bribes, facilitation payments, inducements or commissions;
- workplace discrimination, harassment, bullying, violence or victimisation; and
- working under the influence of non prescribed, behaviour altering substances (including alcohol or drugs).

The Group will act objectively when considering breaches of the Code of Conduct and in accordance with any applicable provisions or requirements in an employment contract or other terms of engagement.

The Group reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

6 Who to speak to if you have questions

The Code of Conduct does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to the Group.

In representing the Group you are expected to act in a manner consistent with the key values underpinning the Code of Conduct, namely:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of residents, employees, shareholders and the Group alike whilst having regard to community expectations.

If you have any questions regarding the Code of Conduct or any of the Group's policies at any time, you should contact your HR Manager.

Similarly, if you believe that the application of the Code of Conduct in a particular circumstance would be inappropriate or detrimental to the Group, you must contact your HR Manager to ask for clarification or request that an exception be made.

Part B – Your obligations

1 Compliance with laws and regulations

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

We encourage you to:

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

If you have a question as to whether particular laws apply or how they may be interpreted, please contact your HR Manager.

2 Fair trading and dealing

The Group aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with residents, their families and representatives, shareholders, government, employees, suppliers, regulators and the community.

When dealing with others, you must:

- perform your duties in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance the Group's reputation.

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.

If you have a question or wish to report a breach of fair dealing requirements, please contact your HR Manager.

3 Conflicts of interest

You are responsible for notifying the Group of 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 HR Manager.

(a) What is a conflict of interest?

A conflict of interest exists where loyalties are divided.

You may have a conflict of interest if, in the course of your employment or engagement with the Group:

- any of your decisions lead to an improper gain or benefit to you or an associate or relative; or
- your personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with your obligation to the Group.

The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. The examples are intended to be a guide only.

(b) Improper personal benefits

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 Group's residents or suppliers or others with whom the Group interacts.

An unreasonable gift is considered one in excess of \$350 in value.

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 Group would feel uncomfortable if the gift was made public.

If you are in doubt as to the appropriateness of a gift, please check with your HR Manager.

(c) Financial interests in other businesses

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 Group.

You must disclose all personal financial interests that you or members of your family have in organisations which have established, or are attempting to establish, a business relationship with the Group or which compete with the Group.

Personal financial interests include, among other things, interests resulting from the following relationships:

- officer, director, employee or contractor;
- ownership of shares or other equity interest;
- debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- lessee or lessor.

Ownership of less than one percent of the common or ordinary shares in an entity is not normally considered a conflict.

If you have any doubt about personal financial interests, consult with your HR Manager.

(d) Corporate opportunities

You must not take advantage of property, information, or other opportunities arising from your position in the Group.

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within the Group, you should only participate in the business or make the investment with approval from the Group Company Secretary. As a general principle, you should only participate in a joint venture, partnership or other business arrangement with the Group with approval from the Group Company Secretary.

(e) Conflict of interest arising from a personal relationship

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.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a physical relationship) with any other employee within the Group 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.

You must disclose any conflict of interest arising from a personal relationship to your Supervisor / Manager. Such disclosures will be treated confidentially. The Group has procedures relating to nepotism which should be followed.

(f) Outside memberships, directorships, employment and public office

The Group 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 Group, nor create a conflict (or the appearance of a conflict) of interest.

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. If there is any question, consult either your Supervisor / Manager or the Group Company Secretary.

You must obtain prior written consent from your Supervisor / Manager or the Group Company Secretary where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Group or competes with services provided by the Group.

You may accept public office or serve on a public body in your individual private capacity, but not as a representative of the Group unless authorised by the Board. If such public office would require time away from work, you must comply with Group policies and procedures regarding leave of absence and absenteeism.

(g) Use of Company name or names of other entities in the Group

It is the Group's policy to make available to all employees any Group discounts with suppliers or other businesses that may be passed on to employees. However, you may not use the Company's or any Group entity's name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to all Group employees.

(h) Political activities

The Group acknowledges the right of individuals to participate in the political process. However, you must not act as a representative of the Group at political activities, including fund raising activities or as a guest of a third party, without prior approval in accordance with the Group's Political Donations Policy.

Your attendance at a political activity as a representative of the Group must be strictly for public policy or commercial reasons.

In expressing political views, attending political activities or making political donations in a personal capacity, you should make it clear that such actions are purely in a personal capacity and not as a representative of the Group.

You should refer to the Group's Political Donations Policy for guidance and raise any questions with your Supervisor / Manager or the Group Company Secretary.

4 Improper use or theft of Group property, assets and email

(a) Protection of Group property

Employees must not disclose or use in any manner confidential information about the Group, its residents or its affairs, that they acquire during employment or engagement with the Group, unless the information is already legitimately

public knowledge. This obligation continues to apply to employees after they leave the Group or cease providing contractor services.

You must not make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to the Group.

(b) Definition

‘Confidential information’ in this context means any information in respect of the Group’s business that is not available to the public and includes documents, books, accounts, processes or other ‘know how’ that is:

- supplied to the employee by the Group; or
- generated by an employee in the course of performing work with the Group.

If you are unsure whether information is of a confidential nature, seek advice from your Supervisor / Manager before disclosure.

(c) Examples

Examples of confidential information are:

- price lists/cost sheets;
- lists of residents;
- employee and resident (personal) details;
- details of marketing programs;
- technical information;
- information about suppliers;
- computer systems; and
- business strategies.

(d) Intellectual Property

All inventions, discoveries, computer software processes and improvements made by an employee during employment with the Group, are and remain the property of the Group.

This means the Group will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made during an individual’s employment with the Group.

(e) Control of information

Employees must:

- return all Group property including any documents or confidential information, on termination or on the request of the Group or its representative; and
- if requested by the Group or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

You are responsible for protecting any Group property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Group property and assets includes cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, equipment and supplies.

You must not:

- use Group property and assets for any unlawful purpose or unauthorised personal benefit; and

- remove Group property and assets (including 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.

You are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Group or a third party. The Group's electronic communications systems should not be used to access or post material that violates Group policies or any laws or regulations.

5 Privacy

The Group respects your privacy and the privacy of others.

You should familiarise yourself with, and comply with:

- the privacy laws of Australia and, where applicable, the jurisdiction of your work place; and
- the Group's privacy policies which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact your HR Manager.

6 Public communications and disclosures

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 external communications.

Those documents and materials should:

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

Media statements and official announcements may only be made by persons authorised under the Group'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 Group Company Secretary has given prior written consent, employees and associated parties must not participate in public forum discussions (including internet-based forums and social media platforms) where the subject matter is related to the Group, its competitors or the industry in which the Group operates.

The Company has adopted the Continuous Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of the Continuous 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.

Ensure that you are aware of the requirements of the Continuous Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

(a) Equal opportunity and anti-discrimination

The Group is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

The Group recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity. For further details, refer to the Group's Diversity Policy.

The Group will promptly investigate all acts or allegations of discrimination, harassment, bullying, or victimisation and will take appropriate corrective action including possible termination of employment or engagement. Retaliation against individuals for raising claims or concerns of discrimination, harassment, bullying, or victimisation will not be tolerated.

(b) Occupational health and safety

The Group is committed to maintaining a healthy and safe working environment for employees, residents and visitors. All appropriate laws and Group policies and procedures (including occupational health and safety laws and requirements under the Aged Care Act 1997) should be fully complied with. All employees have an obligation to assist in ensuring that this situation is maintained at all times.

The Group will promptly investigate and/or report to external authorities all acts or allegations of violence in the work environment. Corrective action may include termination of employment or engagement. Retaliation against individuals for raising claims or concerns of violence will not be tolerated. Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs during work or at work related events will also not be tolerated.

(c) Group reputation

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

(d) Securities trading

The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.

Employees must not:

- 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;
- deal with the Company's securities when in possession of price-sensitive information about the Company which has not been publicly disclosed; and
- act contrary to the Company's Policy for Dealing in Securities which provides guidance on when employees are likely to possess price-sensitive information.

You should familiarise yourself with the Company's Policy for Dealing in Securities and ensure you act in accordance with it in conducting any dealing in the Company's securities.

(e) Bribes, inducements and commissions

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).

You must not give or receive any unreasonable gifts (refer section 3(b) of this Part B – ‘Conflicts of interest’) or otherwise act in an unethical way. Agreeing not to act may have the same ramifications as acting in an unethical way.

8 Community

(a) Contribution to the community

The Group is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold the Group’s commitment to pursue good corporate citizenship while working for the Group.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which the Group operates.

The Group supports and encourages you to actively contribute to the needs of the community. If you wish to make a contribution (such as donations or sponsorship) on behalf of the Group, consult your HR Manager for approval.

(b) Environment

The Group is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.

If you are aware of, or suspect an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with section 4 of Part A – ‘What to do if you suspect the Code has been breached’.