

WHISTLEBLOWER POLICY

PURPOSE

The purpose of the Whistleblower Policy (Policy) is to outline the system and processes which Abano Healthcare Group and its subsidiaries has put in place to allow staff to raise concerns, ensure that whistleblowing complaints about serious misconduct, wrongdoing and health and safety concerns are managed in a consistent and structured manner, and protect staff who make such disclosures.

The company is committed to providing a safe place to work and promoting a culture of compliance, honesty and ethical behaviour within Abano Group. This includes providing an environment where staff are encouraged to report any wrongdoing in good faith and in an environment free from victimisation so that the Board and senior management can adequately manage risk and ensure it delivers on its promise of providing a safe work environment that meets Abano's standards.

Abano encourages all staff to report wrongdoing. Abano's attitude is – "when in doubt report". All staff should feel confident and comfortable about reporting wrongdoing.

Abano is committed to protecting and supporting the dignity, wellbeing, career and good name of anyone reporting a wrongdoing in good faith.

OBJECTIVES

- Provide processes to effectively manage and investigate whistleblowing complaints in a consistent and structured manner
- Ensure that staff are encouraged and enabled to disclose their concerns about serious wrongdoing or misconduct or health and safety concerns and understand the appropriate process
- Ensure that systems are in place to protect whistleblowers

DEFINITIONS

- **Abano** refers to Abano Healthcare Group Limited, also referred to as **the Company**
- **Abano Group** refers to Abano Healthcare Group Limited and all its subsidiaries, also referred to as **the Group**
- **Board and Directors** are the Board and Directors of Abano, unless specifically referred to as board and directors of a subsidiary business owned by Abano
- **Subsidiary businesses** are included in the Abano Group definition unless specifically referred to as a subsidiary business
- **Staff** is defined as Abano Directors, employees, contractors and service providers
- **Whistleblower**: A person, being a Director, manager, employee or contractor of Abano or a subsidiary of Abano, where the person is apprehensive about raising his/her concern because of the fear of possible adverse repercussions to him/her in relation to wrongdoing and who makes a report under this Policy

Wrongdoing: Wrongdoing is conduct by a person or persons connected with Abano Group which, in the view of a whistleblower acting in good faith, is:

- A breach of regulations or laws;
- A breach of Abano's or its subsidiaries Policies and Codes;
- Inappropriate behaviour including discriminatory, sexual harassment and other unethical behaviour
- Unsafe work processes or behaviour or an unsafe environment that may endanger the health and safety of employees
- Dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation payments or other such benefits;
- Illegal activity (including theft, drug sale / use, violence or threatened violence and property damage);
- Impeding internal or external audit processes;
- Improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters;
- A substantial mismanagement of Abano Group's resources;
- Conduct that is detrimental to Abano's financial position or reputation; and
- Concealment of wrongdoing

Serious wrongdoing: Abano has adopted the definition of serious wrongdoing as provided in The Protected Disclosures Act 2000 (New Zealand):

- Any unlawful, corrupt, or irregular use of funds or resources; or
- Any act, omission, or conduct that constitutes a serious risk to public health, public safety or the environment; or
- Any act, omission, or conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or
- Any act, omission, conduct that constitutes an offence; or
- Any act, omission, conduct that is oppressive, discriminatory, or grossly negligent, or that constitutes gross mismanagement.

POLICY OVERVIEW

This Policy sets out the minimum requirements for Abano Group. Where Abano or a subsidiary business operates in an overseas jurisdiction and that overseas jurisdiction imposes a higher standard, those local standards are deemed to be incorporated into and to supplement the Policy.

The Policy covers the following areas:

- Process
- Reporting Wrongdoing
- Investigating Wrongdoing
- Protected Disclosure Act (New Zealand)
- [Corporations Act 2001, Part 9.4AAA](#) (Australia)
- Confidentiality

- Compliance Monitoring and Performance
- Responsibilities
- Appendix 1: Summary Of The Process For Reporting Wrongdoing
- Appendix 2: Contact Details For Reporting Wrongdoing

This Policy complements other Abano governance documents including the Risk Assurance and Audit Committee Charter and the Directors' Code of Ethics.

The Policy applies to all staff, including Directors, managers, staff, contractors and consultants in all businesses and subsidiaries within the Abano Group.

It covers all operations of Abano and its companies; and any alleged, actual or suspected Wrongdoing or serious misconduct involving Abano staff, vendors or other external parties with a business relationship with Abano Group.

Subsidiary businesses may have their own whistleblowing processes, however, these will be in line with this Policy.

POLICY DETAILS

Reporting Wrongdoing

If a staff member has evidence that serious wrongdoing is happening within Abano Group, he or she has a duty to draw that wrongdoing to the relevant authority within the Group or, if there is no other choice, to a responsible authority outside the Group.

It is preferred that such reports are made in writing, clearly identifying the nature of the suspected wrongdoing and the person or persons involved.

If the person making the disclosure has any personal interest or involvement in the matter, this should be declared at the outset.

Details of whom to inform are below. **Their contact details are included in Appendix 2.**

In order of priority, disclosure should be made to the following people:

1. Direct line of management
2. Human Resources Manager
3. Other management reports
4. Anonymous report
5. Other authorities outside Abano

See below for more information on details on how to disclose wrongdoing to each of these reports.

Direct Line of Management

Depending on the nature of the wrongdoing, the staff member is encouraged to first discuss their concern with their Manager. Any staff member that submits or receives a report must treat the matter confidentially. However, this may not always be appropriate. Therefore, the staff member can report to the following people:

Human Resources Manager

If the employee does not want to talk to their direct manager, or their concern is in regards to their direct manager, then they are encouraged to contact the business' Human Resources manager.

Other Abano Reports

If the staff member does not feel comfortable speaking with their Manager or the Human Resources manager, they can report their concern to:

- Another member of the business' management team
- General Manager/Chief Executive Officer of the subsidiary
- CEO or CFO of Abano
- Compliance Officer (the CFO of Abano)
- The Chair of Abano's Risk, Assurance & Audit Committee

Anonymous Report

Abano would prefer that whistleblowers make a report openly and disclose their identity. However, Abano recognises that staff may prefer to bypass management in certain circumstances, including but not limited to, the following:

- They believe they may be victimised if they use a normal reporting channel; or
- They prefer to make the report anonymously

In these circumstances, staff may send an anonymous report in writing to the Chair of Abano's Risk Assurance and Audit Committee, who is not an employee of the Company.

Employees can also leave a detailed message on the voice message service, which will generally be reviewed each week. Please note that this is a New Zealand phone number.

Employees can also send an email to Abano's Compliance Officer (the CFO).

Whistleblowers should be aware that it will be more difficult to investigate and take action in relation to wrongdoing that is made anonymously and maintaining the anonymity of the whistleblower's identity may be difficult where the nature of the wrongdoing points to a particular individual or individuals having made it or where some disclosure is necessary as part of the investigation process.

Other Authorities Outside Abano Group

Whilst we would prefer to create a culture where people feel comfortable to report wrongdoings internally, the Policy does not prevent a staff member from reporting a wrongdoing to a regulator under an applicable law or prudential standard.

In certain circumstances below, employees may also inform other 'appropriate' authorities outside the company, these all being government officials such as the Police Complaints Authority, Commissioner of Police, Director of the Serious Fraud Office, ASIC:

- There has been no action or recommended action on the matter to which the disclosure relates to within 20 working days after the date on which the disclosure was made.
- The immediate reference to an appropriate authority is justified by reason of urgency or some other exceptional circumstance.

In no circumstances should the employee disclose any information to the news media or Members of Parliament.

Investigating Wrongdoing

Reports of wrongdoing raised through these channels will be investigated. Staff reporting wrongdoing can be assured they will be protected and that the investigation will be conducted in accordance with the principles of fairness and natural justice.

Investigations of wrongdoing will be conducted in a manner that is confidential, fair and objective. The investigation processes will vary depending on the nature of the wrongdoing and the amount of information provided.

For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. A staff member reporting anonymously, in writing, should provide as much information as possible so as not to compromise the ability to fully investigate the report.

The GM/CEO of the subsidiary business is responsible for overseeing the investigation of wrongdoing. Depending on the seriousness of the claims, the investigation may also be overseen by the CEO of Abano. If the claim is about the GM/CEO of the subsidiary, then the investigation will be overseen by the CEO of Abano. If the claim is about the CEO of Abano, then the investigation will be overseen by the Chair of Abano's Risk Assurance and Audit Committee.

The investigation shall commence as soon as practicably possible after the employee's disclosure. Within 20 working days, the employee shall be informed of the high-level investigation plans and the timeframe required to complete the investigation.

The whistleblower must at all times keep the information disclosed and all matters arising confidential between themselves and the person to whom they have disclosed the information.

Unless it is inappropriate to do so, a whistleblower will be informed of the outcome of the investigation, subject to the considerations of privacy of those against whom allegations are

made and any other issues of confidentiality. The employee may not discuss this with any other person. In cases where the Investigator has not substantiated the allegations, an appropriate explanation will be made to the whistleblower, subject to any privacy and confidentiality rights.

Protected Disclosure Act 2000 (New Zealand)

Staff employed in New Zealand who are aware of a serious wrongdoing have a specific set of legal protections, if they decide to disclose their concerns, and can choose to make a protected disclosure. This is different to reporting serious misconduct and wrongdoing with the main difference being the protection offered by the Protected Disclosures Act 2000.

The Act allows that, subject to specific criteria and provided the procedure set out in this Policy is followed, a person who reports a wrongdoing is protected from civil or criminal proceedings and disciplinary action.

In summary (section 6 of the Act), staff can choose to make a protected disclosure when:

- The information is about serious misconduct or serious wrongdoing (as defined in the Act or by Abano); and
- Staff believe on reasonable grounds that the information is true or likely to be true; and
- Staff wish to disclose the information so that the serious misconduct or serious wrongdoing can be investigated; and
- Staff wish the disclosure to be protected.

All protected disclosures will be immediately referred to the Chief Financial Officer as the Compliance Officer for Abano.

Any person to whom a protected disclosure is made or referred must use his/her best endeavours not to disclose information that might identify staff who made the protected disclosure, unless:

- The disclosing staff consents in writing to the disclosure of that information; or
- The person who has acquired knowledge of the protected disclosure reasonably believes that disclosure of identifying information:
 - Is essential to the effective investigation of the allegations in the protected disclosure; or
 - Is essential to prevent serious risk to public health, public safety, or harm to the environment; or
 - Is essential having regard to the principles of natural justice.

Where staff who make a protected disclosure of information suffers retaliatory action from Abano, that person can take personal grievance proceedings under the Employment Relations Act. It is also unlawful to treat whistleblowers or potential whistleblowers less favourably than others in the same or similar circumstances. Where staff are victimised in this way, that person may be able to take legal remedies under the Human Rights Act.

Corporations Act 2000 (Australia)

The Corporations Act in Australia contains certain protections for whistleblowers who meet the five criteria outlined in the Act:

- The discloser is an officer of a company; or an employee of a company; or a person who has a contract for the supply of services or goods to a company; or an employee of a person who has a contract for the supply of services or goods to a company; AND
- The disclosure is made to: ASIC; or the company's auditor or a member of an audit team conducting an audit of the company; or a director, secretary or senior manager of the company; or a person authorised by the company to receive disclosures of that kind; AND
- The discloser informs the person to whom the disclosure is made of the discloser's name before making the disclosure; AND
- The discloser has reasonable grounds to suspect that the information indicates that: the company has, or may have, contravened a provision of the Corporations legislation; or an officer or employee of the company has, or may have, contravened a provision of the Corporations legislation; AND
- The discloser makes the disclosure in good faith.

The Act provides protection of information provided by whistleblowers; protections for whistleblowers against litigation; and protections for whistleblowers from victimisation. Remedies are available to persons who suffer damage from being victimised.

These protections encourage people within companies, or with special connections to companies, to alert the company (through its officers), or the Australian Securities & Investments Commission, to illegal behaviour.

False Disclosure

Abano is committed to the protection of genuine whistleblowers against reprisals. However, where it is shown that a person purporting to be a whistleblower has knowingly made a false claim, or not made a claim in good faith, of wrongdoing, then that conduct itself will be considered a serious matter and may render the person concerned subject to disciplinary proceedings (which may include termination of employment).

Costs

Abano may consider meeting any related legal costs incurred by a whistleblower in reporting legitimate concerns in regards to wrongdoing.

COMPLIANCE MONITORING AND REPORTING

The General Manager/CEO of the subsidiary business is responsible for keeping a record of any claims of wrongdoing and reporting on these and updates on any investigations to the subsidiary's board at its regular board meetings.

Where appropriate, and depending on the seriousness of the claim, reports will be provided to the Abano Board at its regular meetings.

A breach of this Policy may, in some circumstances, result in disciplinary action.

RESPONSIBILITIES

Management, including Abano's CEO and individual business managers, are responsible for ensuring staff are aware of the Whistleblower Policy across the organisation and within their businesses.

Abano's CFO is also the Compliance Officer and is responsible for ensuring the Whistleblower Policy is easily accessible to all staff of Abano.

The Abano Board is responsible for ensuring the Policy is reviewed regularly and whenever there are significant regulatory changes or business needs.

REVIEW AND APPROVAL

Reviewed and Approved	By the Board	December 2015
Next Review Date		November 2017

APPENDIX 1: PROCESS FOR REPORTING WRONGDOING

