




**POLICY
&
STANDARD OPERATING PROCEDURE AUSTRALIA**

ANTI-BRIBERY AND ANTI-CORRUPTION

Total Pages: 8

Item	PREPARED BY	APPROVED BY	APPROVED BY
Name	 Anna Huang	 Prashant Menon	 Karim Dhala
Position Title	Legal Counsel	Country Head Australia	Director of Corporate Services
Date	1 June 2020	1 June 2020	1 June 2020

	POLICY AND STANDARD OPERATING PROCEDURE	Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially	
ANTI-BRIBERY AND ANTI-CORRUPTION		Issue No.: 01	Page 2 of 8

1. PURPOSE

1.1 Qualitas Health is committed to the highest standard of ethical conduct, fair dealing, honesty and integrity in our business activities. Corruption, bribery, and related improper conducts referred to in this Policy are serious offences (in some instances criminal offences) for both Qualitas Health and any individuals involved and are inconsistent with Qualitas Health values.

1.2 This Anti-Bribery and Anti-Corruption (ABC) Policy:

- (a) sets out the responsibilities of Qualitas Health and its Company Personnel in complying with the prohibition of corruption, bribery and related conducts;
- (b) provides information and guidance to Company Personnel on how to recognise and deal with corruption, bribery, and related conducts; and
- (c) provide a reporting channel where Company Personnel can report corruption, bribery and related conducts.

1.3 DEFINITIONS


In this ABC Policy, the following terms have the following definitions: -

"Qualitas Health"	:	Qualitas Healthcare Australia Pty Ltd and its subsidiaries;
"ABC Policy or Policy"	:	means this Anti-Bribery and Anti-Corruption Policy, including any subsequent revisions and supplemental guidelines;
"Company Personnel"	:	means all board of directors, executive officers, members of management, permanent employees and casual employees (managerial, executives and non-executives) of Qualitas Health, as well as seconded employees working under the control and supervision of Qualitas Health and associated health professionals;
"Public Officials"	:	means any person who is a member, an officer, an employee, or a servant of a public body, local or foreign.

For the purposes of this Policy, "Gratification" includes but is not limited to anything of monetary and non-monetary value or benefit to the person. Gratification does not have to be directly given or received by a Company Personnel, but it can also be given or received by anyone related to the Company Personnel that is beneficial, of value or advantageous to the Company Personnel.

Gratification can be subdivided into the following categories (without limitation to): -

MONETARY	OF MONETARY VALUE	EMPLOYMENT	NON-MONETARY VALUE
<ul style="list-style-type: none"> • Money • Donation • Gift • Loan • Fee • Reward • Financial benefit • Valuable security 	<ul style="list-style-type: none"> • Property – can be movable or immovable <p><i>Example</i></p> <ul style="list-style-type: none"> • Immovable property: house, land • Movable property: car, shares in a company 	<ul style="list-style-type: none"> • Office or position in an organisation that is lucrative • Dignity or title • Employment • Contract for services • Agreement to give employment or render services 	<ul style="list-style-type: none"> • Undertaking or promise to do or not to do something (whether orally or in writing, with or without conditions) • Favours

	POLICY AND STANDARD OPERATING PROCEDURE	Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially	
	ANTI-BRIBERY AND ANTI-CORRUPTION	Issue No.: 01	Page 3 of 8

--	--	--	--

Other forms or definition of Gratifications shall also include the following: -

- (a) "Gifts": can be in the form of goods or services, including anything that can be of value to the person receiving it. Examples of these can be free travel trips, tickets for any cultural entertainment or sporting events, payment of loan, school fees or medical expenses.
- (b) "Hospitality": includes providing meals, refreshment, travel, transportation, lodging as well as entertainment in the context of conventional, cultural, and sporting events.

2. SCOPE AND APPLICATION


- 2.1 This Policy shall apply to all Company Personnel in dealing in the commercial context.
- 2.2 Managers and supervisors of all levels have additional responsibilities under this Policy and are held to a higher standard of compliance. They are required to create and maintain an open environment that is comfortable for Company Personnel to ask questions, raise concerns, and report improper conduct.

3. BRIBERY

- 3.1 Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the person or entity with business or a business advantage that is not legitimately due. Merely offering a bribe will usually be sufficient for an offence to be committed.
- 3.2 Bribery can take many forms. The benefit that is offered, given, or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, Gratifications, business or employment opportunities or lavish corporate hospitality.
- 3.3 Bribery may be indirect, for example where:
 - (a) a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
 - (b) an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.
- 3.4 All Company Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person whether it is for their own personal benefit or for the benefit of Qualitas Health.
- 3.5 Qualitas Health under no circumstances tolerates any bribe for the purposes of obtaining or retaining business for Qualitas Health, provide an advantage to the business of Qualitas Health, or influence a business decision in favour of Qualitas Health. Qualitas Health does not tolerate such acts of bribery even in a personal capacity.

4. GIFTS, HOSPITALITY AND ENTERTAINMENT

- 4.1 In respect of any gifts, hospitality, and entertainment in the commercial context: -

	<p>POLICY AND STANDARD OPERATING PROCEDURE</p>	<p>Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially</p>	
	<p>ANTI-BRIBERY AND ANTI-CORRUPTION</p>	<p>Issue No.: 01</p>	<p>Page 4 of 8</p>

- (a) the intention behind giving or receiving any gifts, hospitality and entertainment must always be considered first. It should never be for an improper motive to obtain or retain a business, or to obtain some form of benefit or advantage whether it is for the business of Qualitas Health or for the individual Company Personnel;
- (b) if an Company Personnel is unsure of how to consider the intention behind any gifts, hospitality or entertainment offered, the Company Personnel may refer the matter to the immediate supervisor or head of department for advice;
- (c) all Company Personnel must not give or receive any Gratification, gifts, hospitality or entertainment where it is for an improper purpose and can be deemed as a Gratification, regardless of whether it is to benefit the Company Personnel individually or to benefit the business of Qualitas Health;
- (d) all entertainment including entertainment for staff, doctors, contractors, patient, guests, customers, Public Officials etc. are strictly to be approved in writing by the Managing Director and/or Chief Finance Officer;
- (e) all Company Personnel must obtain prior clearance and approval from the immediate supervisor and/or the head of department before giving or receiving any gifts, hospitality or entertainment to or from any person;
- (f) where any gifts, hospitality or entertainment is not improper and received before prior approval can be obtained, the Company Personnel must disclose such gifts, hospitality or entertainment to the immediate supervisor and/or the head of department, regardless of its value;
- (g) where it is difficult or inappropriate to decline the offer of a gift, hospitality or entertainment (i.e. when meeting with an individual of a certain religion/culture who may take offence), it may be accepted but it must be declared and/or surrendered to the Company Personnel's immediate supervisor and/or the head of department, who will assess the relevant circumstances and take the necessary steps, including returning the gifts on the Company Personnel's behalf, where appropriate or required to do so.

4.2 Any gifts, hospitality or entertainment provided by Qualitas Health must always be of moderate and reasonable value and should never be given: -

- (a) with an intention to exert improper influence or create a perception of expectation for certain outcomes beneficial to the business of Qualitas Health;
- (b) where it causes a conflict of interest.

4.3 All Company Personnel should not give any Gratification, gifts, hospitality or entertainment to persons for improper purposes related to the Qualitas Health's business in their personal capacity.


5. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING

5.1 Facilitation payments (also known as grease payments) are payments made for certain government services or to accelerate government processes that is otherwise legally entitled by the person without making any payments.

5.2 Secret commissions arise where a person or entity offers or gives a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

5.3 Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

5.4 Qualitas Health does not and prohibits the making of facilitation payments, secret commissions, and money laundering by its Company Personnel.

	<p>POLICY AND STANDARD OPERATING PROCEDURE</p>	<p>Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially</p>	
	<p>ANTI-BRIBERY AND ANTI-CORRUPTION</p>	<p>Issue No.: 01</p>	<p>Page 5 of 8</p>

6. **PUBLIC OFFICIALS AND GOVERNMENT DEALINGS**

- 6.1 When dealing with Public Officials, Company Personnel should ensure all activities are conducted at arm's length with the utmost professionalism and that any giving or receiving of gifts do not relate to, in any form whatsoever, the public official's dealings or public duty and do not give the perception of attempting to gain an advantage for the business of Qualitas Health.
- 6.2 Any hospitality of or gifting to Public Officials, subject to the approval of the Managing Director, are for circumstances where it is reasonable to facilitate genuine promotional, business, or educational meetings. Any hospitality provided and gifts given must be without expectation of any influence exerted on the Public Official in exchange for any commercial outcome for the business of Qualitas Health, and should always be at a reasonable and modest value.

7. **DONATIONS, SPONSORSHIPS AND CHARITABLE CONTRIBUTIONS**


- 7.1 Any donations, sponsorships and charitable contributions by Qualitas Health must be done with the approval of the Managing Director and it must be done in a transparent manner for social and moral responsibility in compliance with relevant laws. It should never be paid in exchange for any business implications to Qualitas Health, whether it is to obtain a business, or to obtain some form of advantage for the business of Qualitas Health.
- 7.2 Company Personnel may make donations and charitable contributions in their personal capacity, but it should never be in exchange for any improper purposes that affects the business of Qualitas Health.
- 7.3 Company Personnel should not agree or promise to provide any form of political donation or support particularly where it is to obtain any business or advantage to the business of Qualitas Health. Any requests for political donations should be brought to the attention of the Managing Director immediately and requires approved by the Managing Director.
- 7.4 Any political donations above a level determined in the Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

8. **TENDER PROCESS**

- 8.1 Any tender processes participated by Qualitas Health or its subsidiaries should be done in a transparent manner and in accordance with the Qualitas Health tender procedure.

9. **THIRD PARTIES AND AGENCIES**

- 9.1 Qualitas Health requires that all Company Personnel conduct the requisite due diligence of third parties that Qualitas Health contracts with or appoints to carry out any external functions on behalf of Qualitas Health, which includes without limitation to agents, consultants, contractors, subcontractors, resellers, customs brokers, business contacts, professional advisors, joint venture partners and any other parties supplying goods and services to Qualitas Health (collectively, "**Other Applicable Person(s)**").
- 9.2 Where reimbursements are paid to the Other Applicable Person, Company Personnel are to ensure that such payments made are for proper reimbursements and not for reimbursements that can be tied to giving any form of Gratification for improper purposes.
- 9.3 Qualitas Health expects all Other Applicable Persons to have anti-bribery and anti-corruption policies in place within their organisation or part of their work ethos which are consistent with this ABC Policy.

	POLICY AND STANDARD OPERATING PROCEDURE	Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially	
	ANTI-BRIBERY AND ANTI-CORRUPTION	Issue No.: 01	Page 6 of 8

9.4 Qualitas Health has zero tolerance of the Other Applicable Persons who do not conduct themselves in accordance with the principles of this ABC Policy where it brings disrepute or legal implications to Qualitas Health. Any non-compliance with the principles of the ABC Policy by the Other Applicable Persons may lead to the review and/or termination of any agreement with such parties.

10. RECORD KEEPING AND TRAINING

10.1 All Company Personnel are required to complete and undertake all relevant documentations and processes particularly where it relates to anti-bribery and anti-corruption initiatives. All accounts, invoices and other documents and records relating to dealings with third parties, must be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off the books" to facilitate or conceal improper payments.

10.2 All expenditure by Company Personnel for gifts, entertainment and hospitality must be included in the expense reports and approved in accordance with the Qualitas Health Expense and Reimbursement Policy.

10.3 All new Company Personnel will undertake training on this Policy as part of their induction process and existing Company personnel will receive regular updates on this Policy as part of their ongoing training.

10.4 Any failure to comply with this clause 10 will impact the individual Company Personnel's performance review and, where it is a severe non-compliance, the Company Personnel may be subject to further disciplinary action. Where the facts and circumstances require, repeated failure to undertake proper record keeping or undergoing compulsory trainings may warrant the dismissal of the Company Personnel from Qualitas Health.

11. COMPLIANCE WITH THE LAWS

11.1 All Company Personnel and its affiliates are responsible in ensuring that they comply with all laws and regulations with respect to Anti-Bribery and Anti-Corruption including but not limited to the Australian Criminal Code. No excuses or exceptions will be acceptable for non-compliance of any local laws and regulations where Qualitas Health conducts its businesses.


12. CONSEQUENCES OF BREACH OF THE ABC POLICY

12.1 Any violation of this ABC Policy by the Company Personnel of Qualitas Health will attract serious repercussions and disciplinary action after due inquiry. Where there is strong evidence of breach of this Policy by any Company Personnel, the Employee can be summarily dismissed and will not be allowed to be employed in any other companies of Qualitas Health.

12.2 Any Company Personnel who are found to have assisted or facilitated the violation of this ABC Policy, whether actively or by way of negligence or omission, will also be deemed to have breached this ABC Policy and committed a misconduct that is liable for dismissal from their employment with Qualitas Health.

12.3 Company Personnel who breaches this Policy may also be liable for criminal and civil liability resulting in imprisonment and/or significant financial penalty.

13. RESPONSIBILITIES OF COMPLIANCE MANAGER

	POLICY AND STANDARD OPERATING PROCEDURE	Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially	
	ANTI-BRIBERY AND ANTI-CORRUPTION	Issue No.: 01	Page 7 of 8

13.1 The Qualitas Health Legal Counsel shall be appointed as the ABC Compliance Manager for this ABC Policy.

13.2 The ABC Compliance Manager shall: -

- (a) report directly to the Managing Director on matters relating to this ABC Policy;
- (b) oversee the implementation of this Policy;
- (c) investigate, or oversee the investigation, of any allegation concerning possible violation of the anti-bribery and anti-corruption laws against Qualitas Health and its Company Personnel;
- (d) to advise and to provide guidance and interpretation to all Company Personnel with respect to the requirements of this ABC Policy and with respect to any activities which may have implications to this ABC Policy or applicable laws;
- (e) where necessary, report wrongdoing to the relevant authorities in conjunction and in consultation with the Managing Director and the senior members of management of Qualitas Health;
- (f) promptly report any action taken under this ABC Policy, provide recommendations for any revision or expansion of this ABC Policy to the Managing Director, who will report quarterly to the board of directors of Qualitas Health.

14. **REPORTING FOR VIOLATION OF POLICY AND WHISTLEBLOWER RIGHTS**

14.1 How to make a report:

- (a) Any Company Personnel should report their concern at the earliest opportunity so that corrective action can be taken as soon as possible.
- (b) The Company Personnel have the option to make a disclosure in accordance to the Qualitas Health Whistle-blower Policy or make a report in strict confidence to the Qualitas Health ABC Compliance Manager.


Reporting Mode	Contact Details
Letter	Qualitas Health Suite 1301, 140 Arthur Street North Sydney NSW 2060 Australia Attention: - ABC Compliance Manager
Electronic Mail	anna@qualitashealth.com.au

- (c) The Company Personnel may also report to his/her immediate supervisor.

15. **COMPLIANCE AND REVIEW OF THE POLICY**

15.1 Qualitas Health, the Managing Director and the ABC Compliance Manager will be monitoring the compliance of this Policy. There is no tolerance or excuse for non-compliance with this Policy.

15.2 Where there is any uncertainty for any practices which relate to the ABC Policy, the Company Personnel must always seek the advice of their supervisor or the head of department. Where there is still uncertainty, they should direct their concerns to the Human Resource Department or the ABC Compliance Manager.

	<p>POLICY AND STANDARD OPERATING PROCEDURE</p>	<p>Issue Date: 1 June 2020 Effective Date: 1 June 2020 Reviewed Date: when required or triennially</p>	
	<p>ANTI-BRIBERY AND ANTI-CORRUPTION</p>	<p>Issue No.: 01</p>	<p>Page 8 of 8</p>

15.3 This ABC Policy will be reviewed from time-to-time, and at least once every three years to ensure that it continues to remain relevant, appropriate and effective in the enforcement of the principles herein and to ensure continued compliance with the prevailing laws.