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Code of Conduct



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Introduction

Sonic Healthcare Limited (Sonic) is a global healthcare company focused on delivering quality, independent services in laboratory medicine/pathology, radiology/diagnostic imaging and primary care medical services. As a medically led organisation principally concerned with the delivery of healthcare services, Sonic has earned a reputation as a trusted and respected member of local, national and global healthcare communities. We are committed to providing our patients and their physicians with the highest quality products and services. By acting responsibly, respectfully and with absolute integrity, and by complying with our legal and regulatory requirements, we demonstrate that we are deserving of the trust that has been placed in us.

Sonic Healthcare's Code of Conduct (the Code) describes our shared values and sets out the standards of behaviour expected of all those who represent Sonic and act on its behalf.

Each of us has a responsibility to act in a manner that is consistent with Sonic's values whenever we encounter an ethical issue. Being accountable, and speaking up when we see behaviour that is not consistent with the Code, and/or which is not in the best interests of Sonic and its stakeholders, is a core responsibility we have to each other.

What is the purpose of the Code?

In certain circumstances, striving to conduct ourselves with integrity may require a higher standard of conduct than is required by law or regulation. Integrity is the practice of being honest and showing a consistent and uncompromising adherence to strong ethical principles and values. Additionally, our conduct must be to a standard that meets community expectations, including those related to our environmental and social responsibilities.

The Code defines how we should conduct ourselves in the workplace and when we represent the Company. It addresses our responsibilities to Sonic, to each other and to all of our stakeholders. In essence, we must act with integrity, be honest, obey the law, comply with the Code and be accountable. This Code is intended to complement, rather than over-rule, compliance policies or similar requirements that exist in local operations around the Sonic group.

The Code tries to capture many of the situations that employees will encounter. In such situations, the Code should be enacted in both word and spirit – noting that it cannot cover every circumstance. It is expected that each of us will use good judgment and avoid even the appearance of improper behaviour. If in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If the answer to any of these questions is 'No', or it simply does not feel right, don't do it! If you are still uncertain, ask for guidance.

To whom does the Code apply?

It is expected that all employees, officers and Directors of Sonic, as well as temporary staff, agents, consultants, vendors, researchers, contractors and related bodies corporate who conduct business on Sonic's behalf, will make themselves familiar with the Code, commit to it and take pride in diligently applying these standards in the daily application of their duties.

The Board of Directors, CEO and senior executives are responsible for defining the Code and overseeing compliance, however, in keeping with our Core Value 'Demonstrate Responsibility and Accountability', it is the responsibility of each Sonic employee to adhere stringently to these standards.

Our Core Values

Underpinning all of the standards described below are Sonic's 'Core Values' – five key principles that define the culture of Sonic Healthcare.

- **Commit to service excellence** – we willingly serve all those with whom we deal, with unsurpassed excellence.
- **Treat each other with respect and honesty** – we strive to grow a workplace where trust, team spirit and equity are an integral part of everything we do.
- **Demonstrate responsibility and accountability** – each of us must set an example, take ownership of each situation to the best of our ability, and seek help when needed.
- **Be enthusiastic about continuous improvement** – we must never be complacent, must recognise limitations and opportunities for ourselves and processes and learn through these.
- **Maintain confidentiality** – it is a requirement that we keep all information pertaining to patients, as well as professional and commercial issues, in strict confidence.

The Code describes our mandatory standards of behaviour and conduct under the following categories.

Compliance with laws and regulations

It is a governing principle that all Sonic operations are conducted in strict accordance with the cultural, legal, regulatory and professional standards appropriate to each country in which we operate. We must comply with all relevant local and international laws that govern our global operations. In the event employees have concerns about legal issues, advice must be sought before any decision is taken.

In addition, Sonic's reputation as a trusted healthcare provider requires that we assure the integrity of the services, information, advice, results and data we provide. Each of us is therefore additionally responsible for adhering to all Sonic policies and procedures as well as applicable regulations and standards governing clinical practice and research.

Respect for each other and our stakeholders

'Treating each other with respect and honesty' is a core value that forms the basis for all our dealings with colleagues, patients, customers, contractors, suppliers, shareholders, applicants for employment and the wider community.

At Sonic, we value diversity. We understand that we are stronger and smarter as a result of our differences – who we are, what we have experienced and how we perceive the world. We value each other's contributions and believe that everyone should receive fair and just treatment and be given an equal chance to succeed. Therefore, we must treat others as we ourselves expect to be treated, irrespective of gender, age, race, culture, religion, ethnicity, disability, social and economic status, sexual orientation or political beliefs. It is an expectation that we will treat all people we encounter through our professional dealings with dignity and abide by all relevant employment laws. (Please also refer to Sonic's Diversity Policy.)

A personal work-related grievance may be reported under this Code. A personal work-related grievance is generally one about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally.

Examples of personal work-related grievances include:

- an interpersonal conflict between the discloser and another employee
- a decision relating to the engagement, transfer or promotion of the discloser
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Maintaining a safe work environment

Sonic strives to provide a safe and healthy environment for our employees, patients, customers, business partners and visitors to our facilities. It is the responsibility of every employee to make health and safety a priority by complying with all policies, procedures, laws, regulations and standards relating to workplace safety, health and hygiene, and by reporting unsafe or hazardous conditions.

Sonic has a zero-tolerance policy for workplace violence, gender-based or other harassment, intimidation and sexual misconduct. Staff are prohibited from engaging in any act, or omission, that could cause another individual to feel threatened or unsafe. This includes verbal assaults, threats, expressions of hostility, intimidation, aggression, bullying, cyber-bullying or hazing.

Working under the influence of drugs or alcohol may pose an unacceptable safety risk to yourself and others. We strictly prohibit working under the influence of alcohol, illegal drugs, controlled substances (including prescribed medications that may result in impairment), both on and off Sonic premises. There may be instances where drinking alcoholic beverages while conducting Company business is permitted, but we must comply with all laws and Company policies and always exercise both moderation and good judgment. (Please also refer to Sonic's Workplace Health & Safety Policy.)

Sonic is committed to the respect of human rights and upholding of labour standards. We consider that modern slavery and human trafficking are completely unacceptable, whether in our supply chain or any other part of our operations. All employees are expected to comply with the standards outlined in Sonic's Labour Standards and Human Rights Policy.

How we conduct our business

Our commitment to quality

The Sonic brand is a symbol of the trust placed in us by our customers, the healthcare professionals and patients who use our services, as well as the wider community. It is a guarantee of the quality, reliability and safety of our products and services, and of our commitment to prioritise the interests of our patients. We strive to ensure that our products and services meet or exceed our own internal standards, as well as the standards set by laws, regulations and our industry. Our Core Values remind us that we must all be 'Enthusiastic about continuous improvement' and 'Demonstrate responsibility and accountability' in fulfilling our roles and meeting these obligations.

Acting within delegated authority

Each of us has a delegated scope of authority within which we are permitted to act. Managers have a responsibility to inform employees of the limits of this authority. When uncertain of their authority, employees should seek clarification before acting on behalf of Sonic.

Competition and fair dealing

At Sonic, we compete fairly and honestly, providing only reliable, truthful evidence-based information. We seek competitive advantage by offering superior services, and will not engage in unethical or illegal business practices to gain advantage. Each of us should endeavour to respect the rights of, and always deal fairly with, our customers, suppliers, competitors and their employees. We will not take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentionally unfair practice.

Respect for trade secrets and confidential information

Employees are encouraged to collect, share and use information about our competitors, but to do so only in a legal and ethical manner. Just as the Company values and protects its own non-public information, we respect the non-public information of other companies.

Fair purchasing

Our Company purchases many items necessary to support our work. When making these and other purchases, we must act fairly and impartially toward suppliers and other service providers. See the 'Conflicts of Interest' section of the Code for further guidance on accepting gifts and entertainment from vendors, suppliers and service providers.

Please also refer to Sonic's Supplier Policy.

Privacy and data security

It is a Sonic Core Value to 'Maintain confidentiality'. The Company respects the privacy of its employees, business partners, customers, patients and study participants. We must handle personal data responsibly and in strict compliance with all applicable privacy laws and ethical standards. Employees who handle the personal data of others must:

- act in accordance with applicable law
- act in accordance with any relevant contractual obligations
- collect, use and process such information for legitimate business purposes only
- limit access to information to only those who have a legitimate business purpose for seeing the information, and
- take care to prevent unauthorised disclosure.

Each employee whose work involves handling personal information is responsible for knowing and following the rules for access, use, disclosure, transmission and storage of personal information. Additionally, employees are required to immediately report to their nominated Privacy Officer any incident that may involve unauthorised access to, use or disclosure of, personal information, including health information. Please refer to the geographically applicable Privacy Policy for additional guidance on the handling of personal data and a description of protected information.

Speaking on behalf of the Company

We make sure that information shared about our Company is consistent, accurate and complete. In order to ensure that accurate and complete information is conveyed to the public, to regulatory authorities and to others, we have designated individuals who serve as our official Company spokespersons. Unless you are authorised to do so, do not make any public statements, including on social media, on Sonic's behalf.

Political activities

As a company, Sonic is politically impartial.

Sonic encourages personal participation in the political process in a manner consistent with all relevant laws and Company guidelines. Your job will not be affected by your personal political views or your choice in political contributions. However, you must not use Sonic's reputation, name or assets, including time at work, email or resources, to further your own political activities or interests.

Financial integrity and protection of assets

Conflicts of interest

Conflicts of interest occur when an employee's private interests have the potential to affect the decisions they make. Where a real, potential or perceived conflict exists, it must be disclosed, in writing, and appropriate steps taken to avoid any situation that compromises our ability to act in the best interests of Sonic.

Examples of potential conflicts of interest include, but are not limited to, the following situations:

- Employment, directorships, and investment in a competitor, customer or supplier company
- Use of Sonic time, assets, confidential information, business opportunities or other resources for the benefit of oneself, a relative or a related party
- Supervision of, or negotiation with, family members or others with whom you have a close personal relationship

Conflicts of interest may also arise when we offer, provide, solicit or accept a payment, loan, gift, service, or other form of compensation from a supplier, vendor, customer, competitor or others seeking to do business with our Company. We should only accept or offer gifts, entertainment, travel or other benefits if they are consistent with normal local business practice, have no more than modest or symbolic value, are not cash or cash equivalents and do not influence, or appear to influence, business decisions.

Keeping accurate records

The trust of our customers, business partners and shareholders requires us to ensure the integrity of the records we keep and our record-keeping practices. Sonic requires clear, complete and accurate information in order to protect our assets and inform strategic business decisions.

Each of us has an obligation to follow all internal controls and to be honest and accurate in recording and maintaining our Company records. All Sonic records, books, accounts and financial statements must conform to applicable legal and regulatory requirements.

Company records, such as financial records, emails and other information must be generated, maintained, archived and destroyed in accordance with all applicable internal policies, laws, regulations and standards. All staff have a responsibility to know and follow our records management and records retention policies and to take care to never to dispose of information that may be relevant to current or threatened litigation until you are notified to do so.

Protecting company assets

We must protect the Company's assets, which include, but are not limited to, finances, time, equipment, proprietary information, data, plans, designs, reports, trade secrets, intellectual property, patents, brands, logos, trademarks and copyright. Such assets may only be used for legitimate business purposes and in the manner intended. We each have a responsibility to protect the Company's assets from theft, loss, misuse, carelessness and waste.

- Do not engage in personal activities during work hours that interfere with, or prevent you from, fulfilling your responsibilities at work.
- Do not use Company equipment, including computers and other equipment, for outside businesses, or for illegal or unethical activities such as gambling, pornography or other offensive subject matter.
- Do not use opportunities or information obtained through your position in the Company for personal financial gain or to benefit a family member or other third party.

Suspected misuse of assets and incidents of fraud or theft should be immediately reported for investigation.

Use of information

Each of us must safeguard the Company's non-public information, which includes everything from contracts, customer relationships and pricing information to marketing plans, technical specifications and employee information. Non-public information must not be disclosed to anyone outside the Company, including to family and friends, except when disclosure is required for appropriate business purposes. Furthermore, disclosure of non-public information to others inside the Company, without authority to do so and unless they have a business reason to know, is also prohibited.

Insider trading

Trading in stocks or securities based on material non-public information, or providing material non-public information to others so that they may trade, is illegal and may result in criminal prosecution.

Please also refer to Sonic's Securities Trading Policy.

Obligations of healthcare workers

As healthcare workers, Sonic staff must provide services in a safe and ethical manner. Specifically, Sonic staff involved in the delivery of healthcare services must:

- maintain the required qualification, skills, competencies, registrations and licences necessary to provide health care of a type that is within the staff member's experience or training
- prescribe or recommend only those investigations, treatments or appliances that are in the best interests of, and serve the needs of, the individual patient
- accept the rights of our patients to make informed choices in relation to their health care, and refrain from attempting to dissuade a patient from seeking or continuing medical treatment
- assist a patient to find other appropriate healthcare services, if required and practicable
- provide health services in a manner that is culturally sensitive to the needs of the individual patient
- communicate and co-operate with colleagues and other health service providers and agencies in the best interests of their patients
- take appropriate and timely measures to prevent harm to patients and take all necessary actions to minimise harm in the event of an adverse event occurring in the course of providing treatment or care
- provide health services in accordance with all relevant jurisdictional laws and regulations
- comply with the relevant privacy laws that apply to patients' health information, and
- maintain accurate, legible and up-to-date clinical records for each patient consultation or encounter and ensure that these are held securely and not subject to unauthorised access.

Sonic staff involved in the delivery of healthcare services must not:

- misinform, misrepresent or otherwise make unsubstantiated claims about the products or services provided or in relation to the qualifications, training or professional affiliations the staff member holds
- provide health services while physically or mentally impaired or while under the influence of any prescribed or unlawful substance
- financially or otherwise exploit patients, nor ask patients to give, lend or bequeath money or gifts that will benefit them directly or indirectly
- accept or offer financial inducements or gifts as a part of patient referral arrangements with other healthcare workers, and
- engage in a sexual or other inappropriate close personal, physical or emotional relationship with a patient.

As a healthcare company, we aspire to bring the highest standards and level of integrity to all healthcare activities by:

- complying with the laws, standards and regulations that apply to our products and processes (such as quality regulations and standards)
- upholding ethical, scientific and clinical standards and complying with all laws and regulations in research and development activities
- ensuring the safety of patients and volunteers who take part in clinical trials, protecting their confidentiality and complying with data protection laws
- complying with all laws and regulations relating to marketing authorisation to sell our products and services and in interacting with regulators and other government officials
- adhering to the applicable manufacturing, packaging, distribution and export laws and regulations for our industry in the countries where we do business
- following all laws and regulations regarding the promotion, marketing and sales of our products, including ensuring that what we say is truthful, not misleading, and is consistent with regulatory approvals for our products, and
- complying with all laws relating to product quality and safety, consistently monitoring the safety, quality and performance of our products and complying with all requirements for reporting adverse events and product quality complaints.

Raising concerns and taking action

Each of us has an obligation to uphold Sonic's ethical standards. If you observe behaviour that concerns you, or that may represent a violation of this Code, it is important to ask questions and voice your concerns promptly. Doing so will allow the Company the opportunity to deal with the issue and correct it, ideally before it becomes a violation of law or a risk to health, security or the Company's reputation.

If your local Sonic practice has specified the procedures by which a concern should be reported, you should follow those procedures. Alternatively, you should follow the procedure provided below.

You should report a suspected violation of the Code by contacting your supervisor or manager in the first instance. If the suspected violation involves your supervisor or manager, you should make the report to their direct manager or to the first level of management who you are confident is not involved in the violation. Any supervisor or manager who receives a report of a violation of the Code must report it immediately to their divisional or national Chief Executive Officer. If the violation is material, the divisional or national CEO must immediately report it to Sonic's global Chief Executive Officer, who in turn will report it to the Sonic Healthcare Limited Board of Directors (or a Committee of the Board).

All reports will be taken seriously and investigated appropriately. Reports may be made anonymously, but regardless, all reports will be kept confidential except to the extent necessary to inform individuals directly involved in the investigation of the issue. Anonymous reports may not be able to be dealt with as effectively as direct reports, as Sonic will be unable to obtain additional information from an anonymous source. As a company we know it takes courage to come forward and share your concerns. We won't retaliate or permit retaliation against anyone who raises relevant questions or concerns.

To the extent relevant, matters notified will be handled in accordance with the Sonic Global Whistleblower Policy and related laws in the applicable country.

A Sonic employee who knowingly makes a false report or makes a report with malice and without having reasonable grounds to suspect that the report is appropriate under this Code may be subject to disciplinary action.

Review of the Code

Sonic will review this Code periodically to confirm that it is operating effectively and to consider whether any changes are required. Sonic may amend this Code from time to time.