

Anti-Bribery and Corruption Policy

Regis Healthcare Limited
ACN 125 203 054

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Anti-Bribery and Corruption Policy

1. Purpose

Regis Healthcare Limited (**Regis**) is committed to a high level of integrity and ethical standards in all of its business practices. As part of this commitment, Regis has zero tolerance for Bribery and Corruption.

The purpose of this Anti-Bribery and Corruption Policy (**Policy**) is to set clear standards for how all Employees should behave, to prevent Bribery and Corruption in Regis' business practices. The conduct required under this Policy aligns with the "Regis Way", which explains Regis' values and the expectations Regis has of its Employees, particularly the core values of Integrity and Respect.

The Anti-Bribery and Corruption Policy is a key element of Regis' Corporate Governance program. A copy of this Policy will be available on the Regis website and the Quality Intranet.

2. Scope

This policy applies to all Regis directors, employees, agents and contractors (including temporary contractors) of Regis wherever located, collectively referred to in this policy as 'Employees'. In certain circumstances the obligations set out in this Policy may extend to an Employee's Connected Persons.

Employees must exercise personal judgement to determine whether the acceptance or offering of a Gift to, or by a Connected Persons, could constitute a Bribe.

This policy is not limited to the workplace or work hours. This policy extends to all functions and work related activities, which include work lunches, conferences, Christmas parties and other function or dealings that may be associated with Regis's business or reputation.

3. Responsibilities

CEO	has responsibility for determining corrective action in relation to breaches of the policy.
Company Secretary	has responsibility for conducting investigations into reports that the policy has been, or may have been breached by an Employee. The Company Secretary may delegate the conduct of the investigation to another Employee, but will remain responsible for the proper conduct of the investigation.
Management	has responsibility for ensuring: <ol style="list-style-type: none">this policy is communicated to all Employees; andthis policy is complied with by all Employees; andthe protection and welfare of any Employee who notifies a breach or suspected breach under this policy.
All Employees	have responsibility for: <ol style="list-style-type: none">adhering to this policy; andnotifying Management of any breaches or suspected breaches of the policy.

4. Definitions

Bribe is an inducement or reward offered, promised or provided with the intention of influencing a person to do or omit to do anything in the performance of their role or function, in order to obtain business or an advantage that is not legitimately due. Bribes may be durable or consumable, and may include one or more of the following, non-exhaustive examples:

- Gifts;
- Discounts;
- Benefits and ‘perks’ to relatives including employment, education and training;
- Unwarranted allowances or expenses;
- Kickbacks or Secret Commissions;
- Facilitation payments;
- Donation to a Regis Fundraiser, Political or charitable donations;
- Community outreach and stakeholder engagement expenses;

Bribery¹ is the act of offering, promising, giving, accepting or of a Bribe.

Chairman means the Chairman of the Regis Healthcare Limited Board of directors.

CEO means the Chief Executive Officer of Regis Healthcare Ltd. In the event that a disclosure is in relation to the actions of the CEO, this policy should be read as if references to the CEO are to the Chairman of the Regis Healthcare Ltd Board of directors.

Company Secretary means the Company Secretary of Regis Healthcare Ltd. In the event that a disclosure is in relation to the actions of the Company Secretary, this policy should be read as if references to the Company Secretary are to the Executive General Manager – People & Culture.

Connected Person means a spouse, partner, child, step-child, parent, grandparent, grandchild, sibling or step-sibling of the Employee or of the Employee’s spouse or partner.

Corrupt business means dishonest activity in which an Employee acts contrary to the interests of Regis and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity or Regis.

Employee means any current and former employee of Regis and includes Directors, Employees, agents and contractors (including temporary contractors) of Regis wherever located.

Facilitation payment means a minor payment or other inducement provided to a Public Official in order to secure or expedite a routine government action which the Public Official is already ordinarily obliged to perform.

Gift means the free provision of a good or service in association with Regis’ business that holds objective material value or confers some benefit either to the recipient or their Connected Persons, of Regis. Gifts may be durable or consumable and may include things such as a meal, discounts, tickets or invitations to a sporting, entertainment or cultural event, a gift voucher, a donation to a Regis fundraiser, political or charitable donation, or other tokens of appreciation.

Kick-Back/Secret Commission means an undisclosed payment (or something of value) that is offered or provided to an agent or representative of a person or company in order to influence the conduct of the business of the principal.

¹ As defined by Transparency International

5. Policy requirements

5.1. Bribes

Employees may not:

- a) authorise, offer, promise or give a bribe, whether directly or indirectly, to anyone;
- b) accept, receive, solicit, request, demand, authorise or agree to accept or receive or take a Bribe from anyone.

whether in the course of their employment or in any dealings that may be associated with Regis' business.

5.2. Gifts

It is recognised that Gifts can be provided for building legitimate business relationships and other legitimate business purposes. All Employees are required to follow the rules and procedures set out in the Regis Gift Policy to manage the risk Gifts pose because they may compromise or have the appearance of compromising objectivity in exercising business judgment.

5.3. Facilitation Payments

Facilitation payments are prohibited under this Policy.

5.4. Corrupt Business

Employees must not, directly or indirectly, authorise, undertake or participate in any form of corrupt business practice (such as a scheme that gives any improper benefit, kick-back or secret commission to anyone) whether for their own benefit or the benefit of Regis.

5.5. Charitable Contributions

Genuine charitable support and donations are acceptable whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

Regis should ordinarily only make charitable donations to an organisation that has a deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of Regis without the prior approval of the MD/CEO.

5.6. Financial Records

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments. It is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

6. Consequences of breach

Where an Employee becomes aware of a breach, an allegation of breach, or suspects a breach of this policy that Employee must immediately report the breach to their Executive General Manager (or in the case of a Director, the Chairman), or if the breach involves their Executive General Manager, to the Company Secretary.

Regis will treat all reported breaches confidentially, to the extent possible, and will take all reasonable steps to protect any Employee who raises legitimate concerns in good faith from any adverse consequences.

Investigations into reported breaches will be carried out by the Company Secretary or his/her delegate.

A breach of this Policy is considered to be a breach of the Regis Code of Conduct 'the Code'. The consequences of such a breach will depend upon the severity of the breach and are set out in the Code.

7. Reporting to the board

The Company Secretary will report to the Board not less than six monthly summarising activities under this Policy.

Any substantiated material breaches of this policy, as determined by the Company Secretary or the relevant Executive General Manager, will be reported to the Chairman of the Board, Chairman of the Audit, Risk and Compliance Committee and the MD/CEO without delay and to the next meeting of the Board.

8. Review of operation of policy

The policy will be reviewed for effectiveness on a regular basis.

9. Associated documentation

This policy should be read in conjunction with the Regis Gift Policy, Regis Way, Regis Code of Conduct and the Regis Whistleblower Protection Policy.