

Dated 22 September 2020

Fraud, Anti-Corruption and Bribery Policy

Virtus Health Limited (ABN 80 129 643 492)

Adopted by the Board on 22 September 2020

Fraud, Anti-Corruption and Bribery Policy Contents

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Fraud, Anti-Corruption and Bribery Policy

1 Introduction

1.1 Purpose

Virtus prides itself on the quality of relationships we have with the organisations and people we do business with, and the difference we make together in creating better experiences for our stakeholders. Our business is diverse and involves patients, customers, doctors, suppliers, employees and stakeholders in several international jurisdictions. Our Fraud, Anti-Corruption and Bribery Policy (FACB Policy) addresses the key principles that must be adhered to in regard to Fraud, Corruption and Bribery, Facilitation Payments, Gifts & Entertainment and Political Donations.

1.2 Scope

This Policy applies to all Directors, Employees, Doctors, Vendors, Contractors and Third Parties who work for or with Virtus in all countries of operation. This policy sets out the expectations and standards required.

1.3 Principles

- We want our relationships with partners (consisting of suppliers, service supplier agencies and consultants) to be a positive point of difference for Virtus Health and to be a reflection of our core values;
- Fraud, corruption and bribery are serious criminal offences that can have a significant impact on our brand, reputation and profits;
- We are committed to complying with laws and regulations addressing fraud, corruption and bribery in each country in which we conduct business;
- Employees must not knowingly commit, be party to, or be otherwise involved in fraud, corruption and bribery; and
- We will not do business with any organisation that engages in fraudulent or corrupt activity.

1.4 Fraud

- Fraud is dishonest activity that leads to obtaining a personal benefit through deception. It can be perpetrated by an individual against the company, our customers or other external parties;
- Fraud includes forgery, money laundering, irregular payments or commissions, misuse of company or customer information, misuse of intellectual property, theft or misappropriation of cash, stock, company credit card or asset misuse and falsifying accounting records;
- Employees are expected to operate with integrity and comply with policies and procedures addressing the handling of Virtus assets, financial accounts, payments and company information.

1.5 Corruption and Bribery

- Corruption and Bribery are serious offences and can include improper payments, benefits or gifts offered or given with the purpose of influencing a decision or outcome. The bribe or corrupt act may not always be of a large value. It could be a lunch or an invitation to a sporting event;
- Employees should never give or accept bribes to persuade someone to act in Virtus' favour, their personal favour or for the benefit of a third party, including family or friends;
- Employees may engage with governments, regulators, NGOs and industry associations across the world in the ordinary course of business, however they should not offer or accept gifts, or entertainment to or from any government employee or public official;
- Organisations and individuals doing business with Virtus (including third parties) should never offer a bribe, payment or gift to a Virtus employee or anyone working on behalf of Virtus;
- If an employee is offered a bribe it is expected that they decline the offer and report the matter to their line manager, Group General Manager of People and Culture or through our Whistleblower procedure (see Whistleblower policy).

1.6 Facilitation Payments

- Facilitation payments are low value payments to government officials designed to receive favourable treatment or speed up routine governmental actions;
- Employees must never make payments in cash or payments that are unofficial, improper or irregular directly or indirectly to government or public officials in order to secure a permit, consent or licence or accelerate any other decision from a government agency;
- Employees are permitted to utilise legitimate fast-track processes in order to expedite routine actions;
- Third parties must never make payments on behalf of Virtus in cash or payments that are unofficial, improper or irregular directly or indirectly to public officials or any government agency.

1.7 Political Donations

- A political donation includes gifts or payments made to a political party, candidate, or elected parliamentarians at federal, state or local government;
- Virtus Health may engage in the political process, provided it is in a manner that is open, transparent and compliant with all relevant federal, state and local laws;
- Virtus' Delegation of Authority Policy does not permit the payment of political donations.

1.8 Gifts and Entertainment

- Virtus Gifts and Inducement Policy (G&I Policy) is to not accept or provide gifts and/or donations of any monetary value from a supplier or any other stakeholder. Attendance at supplier paid events and other entertainment is only acceptable if it is modest and in accordance with the G&I Policy;
- Employees must not offer or accept any form of gift or entertainment to or from Government officials;
- Our G&I Policy outlines employee responsibilities.

1.9 Investigation and Reporting

- The Company Secretary is appointed as the Anti-Corruption and Bribery Officer. Their role is to provide oversight and advise the business so that fraud, corruption and bribery risks are identified, assessed and all instances of impropriety are investigated;
- Virtus will always investigate and take action where fraud, corruption or bribery is identified, reporting matters to the appropriate authorities as required;
- Virtus has multiple channels to report suspected incidents of fraud, corruption or bribery;
- Employees and third parties are expected to promptly raise issues of suspected breaches to their line manager, Group General Manager of People and Culture, Company Secretary or through the whistleblower reporting procedure.

10.0 Breach of policy

- Compliance with this policy is mandatory. Employees dealing with suppliers, third parties, government, public officials and consultants are to emphasise and explain these requirements as a condition of our continued relationship with them;
- Any breach of this policy by an employee will result in disciplinary action, may lead to their termination or criminal prosecution and may have serious consequences for all parties involved.

2 Publication

To ensure all new employees are familiar with this Policy and its contents the Policy will:

- be part of the Company's Induction Pack for all new employees, directors, alternate directors, officers and contractors of Virtus (including Fertility Specialists) including their family and associates;
- Be available on the Company's website and intranet;

3 Administration

The Board will review this policy annually and may be amended by resolution of the Board.