

Document Name:	Virtus Health Group – Code of Conduct
Originating Department:	People & Culture
Responsible Person:	Chief People Officer
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Key terms are defined in **Annexure 1**.

1. Policy Statement

Virtus Health is committed to acting with honesty, integrity and professionalism in everything that we do.

This Code of Conduct ("**Code**") sets out the standards of behaviour and ethical principles expected of people working for, and with, Virtus Health.

This Code supports Virtus Health in maintaining the trust and confidence of our employees, patients, partners, regulators, shareholders and the communities that we serve.

The Virtus Health Board has endorsed this Code and expects all people working with Virtus Health to uphold these standards.

2. Scope

This Code applies to all people engaged by Virtus Health, including:

- employees (full-time, part-time and casual);
- Board members;
- medical practitioners;
- contractors and consultants; and
- any other third parties working with or on behalf of Virtus Health, including suppliers.

Together, such persons are referred to as "**team members**" in this Code.

Virtus Health fertility specialists and suppliers are also governed by separate Codes of Conduct however they are bound by this Code. Please refer to the Medical Practitioner Code of Conduct and the Supplier Code of Conduct for further guidance.

This Code applies:

- while performing work for Virtus Health;
- in the workplace;
- at work-related events and functions (e.g., conferences, work events, social functions);
- when representing Virtus Health; and

- when interacting with colleagues, patients, partners, suppliers or regulators.

This Code may also apply to conduct outside of work or in external settings where that conduct is connected to the team member's employment or engagement with Virtus Health, or could reasonably impact Virtus Health or its employees, patients, reputation or legitimate business interests.

All team members are responsible for understanding and complying with this Code and for raising concerns when they become aware of behaviour that may breach this Code.

3. Our Values

Our behaviour should always reflect Virtus Health's core values.

- Care – We care for our patients, their families and each other.
- Success – We centre our world on giving our patients the best chance of success.
- Teamwork – We support and respect our colleagues and recognise the contribution of all of our people.
- Innovation – We encourage curiosity and seek out new methods and ideas to improve how we work.

4. Leader Responsibilities

Leaders at Virtus Health play an important role in promoting and maintaining a culture of integrity, respect and accountability.

In addition to complying with this Code, leaders and managers are expected to:

- model the behaviours and standards outlined in this Code;
- promote a safe, respectful and inclusive workplace culture;
- ensure team members understand their responsibilities under this Code;
- encourage team members to speak up about concerns or potential misconduct;
- address inappropriate behaviour or potential breaches of this Code promptly and fairly; and
- support team members who raise concerns in good faith.

Leaders must take reasonable steps to prevent, identify and respond to behaviour that may breach this Code or other Virtus Health policies.

Failure by leaders to meet these responsibilities may be considered a breach of this Code.

5. Our Behaviour Standards

5.1. Conflicts of Interest

A conflict of interest occurs when personal interests interfere, or could reasonably be perceived to interfere, with the performance of a team member's duties and responsibilities to Virtus Health.

Conflicts may arise through:

- personal relationships;
- external employment;
- financial interests;
- gifts or benefits; or
- outside business activities.

Team members must:

- avoid situations where personal interests conflict with Virtus Health's interests;
- disclose any actual, potential or perceived conflict of interest to their immediate manager or the Chief Legal and Risk Officer as soon as possible; and
- remove themselves from decisions where a conflict exists.

External employment or business activity must not interfere with a team member's duties or compete with Virtus Health unless prior written approval is obtained from their immediate manager or the Chief Legal and Risk Officer.

Team members should refer to the Conflicts of Interest Policy for further guidance.

5.2. Intellectual Property

All intellectual property created or contributed to in the course of employment or engagement, or in connection with Virtus Health's businesses, is the property of Virtus Health unless otherwise agreed in writing.

This includes any materials, information or innovations developed using Virtus Health's resources, confidential information or working time.

Team members must not use, disclose or exploit Virtus Health's intellectual property for personal benefit or for the benefit of any third party without prior authorisation from Virtus Health, and must promptly disclose and take reasonable steps to protect such intellectual property.

Team members should refer to the Intellectual Property Policy for further guidance.

5.3. Gifts and Anti-Bribery

Virtus Health maintains a zero-tolerance approach to bribery, corruption and improper inducements.

Team members must never:

- engage in dishonest, deceptive or fraudulent conduct;
- offer or accept bribes or secret commissions;
- provide benefits intended to improperly influence a decision; and
- accept gifts that could compromise impartiality.

Gifts, hospitality, entertainment or sponsorship must:

- be reasonable;
- relate to legitimate business activity;
- not influence decision-making; and
- not create, or be perceived to create, a conflict of interest.

Any gift, hospitality or benefit valued in excess of AUD \$150, or currency equivalent, must be disclosed to the Chief Legal and Risk Officer.

Team members are encouraged to promptly report any suspected or actual bribery, corruption, fraud or other financial misconduct to their immediate manager or the Chief Legal and Risk Officer.

Team members should refer to the Fraud, Anti-Corruption and Bribery Policy and the Gift and Inducement Policy for further guidance.

5.4. Dealings with Politicians and Government Officials

All dealings with politicians and government officials must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

Political donations or financial contributions on behalf of Virtus Health must not be made without prior written approval from the Board.

Team members should refer to the Fraud, Anti-Corruption and Bribery Policy for further guidance.

5.5. Confidentiality

Team members may have access to confidential or sensitive information relating to:

- patients;
- employees;
- suppliers;
- commercial operations;
- research or intellectual property; or
- financial information.

All confidential or sensitive information must be kept confidential, used only for authorised business purposes and protected from unauthorised disclosure.

Team members must take reasonable steps to safeguard confidential information, including through secure storage, responsible use of technology and compliance with information security requirements. These obligations continue even after a team member's employment or engagement with Virtus Health has ended.

Team members should refer to the Virtus Health Confidentiality Policy and Procedure (or equivalent policy in force from time to time) for further guidance.

5.6. Privacy and Patient Information

Virtus Health is committed to protecting personal and health information.

Information must be collected, kept, disclosed, handled and used in a manner that complies with the *Privacy Act 1988* (Cth) and any other applicable privacy and data protection laws.

Team members must also ensure that patient information is accessed only where required for legitimate work purposes and must never access patient records without a valid clinical or business reason.

Team members should refer to the Employee Privacy Policy (or equivalent policy in force from time to time) for further guidance.

5.7. Social Media and Public Communications

Team members must use social media and other public communication platforms responsibly.

While Virtus Health respects team members' rights to engage in personal online activity, team members must ensure that their conduct does not negatively impact Virtus Health or its employees, patients or reputation.

Team members must not:

- share confidential or sensitive Virtus Health information;
- disclose patient information or personal information about colleagues;
- represent personal views as those of Virtus Health without authorisation;
- post content that could reasonably be considered disrespectful, unprofessional, harassing, defamatory, or otherwise inappropriate; or
- engage in online activity that damages the reputation of Virtus Health.

Team members should be mindful that online conduct may still be considered workplace conduct where it affects colleagues, patients or the reputation of Virtus Health.

Team members should refer to the Staff Personal Social Media Policy for further guidance.

5.8. Respectful Workplace Behaviour

Virtus Health is committed to maintaining a safe, respectful and inclusive workplace. All team members must treat each other with dignity and respect.

Virtus Health does not tolerate:

- discrimination;
- bullying;
- harassment;

- sexual harassment;
- victimisation; and
- vilification.

These behaviours are inconsistent with Virtus Health's values and may result in disciplinary action.

Team members should refer to the Diversity and Inclusion Policy and the Bullying, Harassment and Sexual Harassment Policy for further guidance.

5.9. Workplace Health and Safety

Virtus Health is committed to providing a safe and healthy workplace in accordance with applicable workplace health and safety legislation.

All team members must:

- take reasonable care for their own health and safety;
- ensure their actions do not endanger others;
- comply with workplace safety procedures; and
- report hazards, injuries and unsafe work conditions immediately.

Alcohol and drugs must not be used in a way that impairs a team member's ability to perform their work safely. Illegal drugs are strictly prohibited on Virtus Health premises, during work-related activity or while representing Virtus Health.

Team members should refer to the Substance Misuse Policy for further guidance.

5.10. Protection and Use of Virtus Health Resources and Property

Virtus Health resources, assets and property (including IT resources and intellectual property) must be used responsibly and only for legitimate business purposes.

Team members must not misuse Virtus Health property or engage in theft, fraud or the unauthorised use of Virtus Health resources.

Team members should refer to the Acceptable Use of IT Policy for further guidance.

5.11. Responsible Use of Technology and Artificial Intelligence

Virtus Health encourages the responsible use of technology and innovation to support patient care, operational excellence and business performance.

Team members must use technology, including artificial intelligence (AI), responsibly, securely and in accordance with applicable laws, professional obligations and Virtus Health policies.

When using technology and AI, team members must:

- protect confidential, personal, health and commercially sensitive information at all times;

- only use approved systems, applications and technologies for authorised business purposes;
- exercise appropriate professional judgement and remain accountable for decisions, including where AI-assisted outputs are used;
- review AI-generated content for accuracy, appropriateness and potential bias before relying on or sharing it; and
- comply with all information security, privacy and data protection requirements.

Team members must not input confidential, personal, patient or commercially sensitive information into AI tools or platforms unless expressly authorised by Virtus Health and appropriate safeguards are in place.

Team members should refer to the Acceptable Use of IT Policy and the Use of Artificial Intelligence (AI) Systems Policy further guidance.

5.12. Compliance with Laws and Regulations

Virtus Health is committed to complying with the laws and regulations of the countries in which we operate.

All team members must comply with the applicable laws and regulations relating to Virtus Health as well as any regulatory, professional or licensing obligations relevant to their role.

Where local laws, regulations or customs differ from this Code, the higher standard of behaviour must apply.

If there is uncertainty regarding a legal, regulatory or compliance requirement, team members should seek guidance from their immediate manager or the Chief Legal and Risk Officer.

5.13. Whistleblower Protection

Virtus Health encourages team members to raise any actual or suspected concerns regarding misconduct or unethical behaviour.

Virtus Health will investigate concerns appropriately and will not tolerate retaliation or victimisation against a team member who raises a concern in good faith.

Team members should refer to the Whistleblower Policy and Grievance Policy for further guidance.

5.14. External Information Requests and Expert Engagements

Team members must not provide information, commentary or insights relating to Virtus Health, its operations, patients, employees, financial performance or business activities to external parties without prior written authorisation.

This includes participation in expert networks, consulting arrangements, media engagements, interviews, surveys or similar external forums.

All confidential, sensitive and non-public information must be protected at all times and must not be disclosed to any third party.

6. Breach of this Code

All team members are expected to comply with this Code.

Failure to comply may result in legal or disciplinary action up to and including termination of their employment or engagement with Virtus Health.

Team members should refer to the Disciplinary Policy for further guidance.

7. General

7.1. Links to Related Legislation, Procedures and Documents

- Medical Practitioner Code of Conduct
- Supplier Code of Conduct
- Conflicts of Interest Policy
- Intellectual Property Policy
- Fraud, Anti-Corruption and Bribery Policy
- Gift and Inducement Policy
- Confidentiality Policy and Procedure
- Employee Privacy Policy
- Staff Personal Social Media Policy
- Diversity and Inclusion Policy
- Bullying, Harassment and Sexual Harassment Policy
- Substance Misuse Policy
- Acceptable Use of IT Policy
- Use of Artificial Intelligence (AI) Systems Policy
- Whistleblower Policy
- Disciplinary Policy
- Grievance Policy
- *Work Health and Safety Act 2011 (Cth), Privacy Act 1988 (Cth), Corporations Act 2001 (Cth), Fair Work Act 2009 (Cth) and equivalent Australian state and territory legislation*

7.2. Review and Evaluation

Accountable Role	Title
Document Author	Alice Rynne, Senior HR Business Partner
Responsible Person	Keren Osborn, Chief People Officer
Document Approver	Virtus Health Board

Next Review Date: 12 June 2028

7.3. Document History

Version	Version Date	Description of Change
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4.1	14/10/2021	Adopted by the Board on 14 October 2021
5.0	12/06/2026	Adopted by the Board on 12 June 2026

Annexure 1 Key Definitions

Term	Definition
Business Unit	A distinct operational or support area within Virtus Health, responsible for delivering specific services with a unique brand or functions. Each Business Unit is led by a Managing Director or ELT Member who reports directly to the CEO.
ELT Member	A member of the Virtus Health Executive Leadership Team.
Subsidiaries	Has the meaning given to that term in the <i>Corporations Act 2001</i> (Cth).
Virtus Health	The Virtus Health group of companies, including Virtus Health Pty Ltd and each of its Subsidiaries.