



PROMISIA HEALTHCARE LIMITED GROUP CODE OF ETHICS

The Group Code of Ethics (**Code**) sets out the standards by which the directors, employees, contractors for personal services, and advisers of Promisia Healthcare Limited (Promisia and its related entities (together, the **Group**) (**Promisia staff**) are expected to conduct their professional lives. This Code has been approved by the Board. It is not intended to provide an exhaustive list of acceptable or unacceptable behaviour, but rather to guide decisions that reflect the Group's values, business goals, and legal and policy obligations, thereby supporting performance outcomes. Promisia staff must familiarise themselves with this Code.

Promisia staff who are found to have breached this Code may face disciplinary action. Depending on the nature and severity of the breach, this could include dismissal and/or legal action.

Promisia's directors and managers are expected to lead by example in upholding ethical and professional conduct, and to clearly communicate these standards to their teams.

Promisia staff are encouraged to raise concerns about an ethical issue within Promisia, or breaches of this Code by any Promisia staff, to the Chief Operating Officer. If this is not appropriate, the Chief Financial Officer, Chair of the Board or the Chair of the Audit and Risk Management Committee should be contacted (Refer to Section 11, Reporting Concerns).

1) Conflicts of Interest

A conflict of interest occurs when an individual's personal interests interfere, or appear to interfere, with the interests of the Group. Promisia expects all staff to act in the best interests of the Group at all times.

Promisia staff must not, without the prior written consent of the Group:

- a) engage in any business or commercial activity that conflicts, or could reasonably be perceived to conflict, with their duties to Promisia;;
- b) support a political party or organisation other than in a strictly personal capacity; or
- c) engage in any other activity that could compromise, or be seen to compromise, the Group's interests.

Where possible, directors should avoid conflicts of interest. In the event that a potential or actual conflict arises by a director, it must be disclosed and recorded in the interests register.

2) Gifts

"Gifts' and 'personal benefits' can include accommodation, goods, services, discounts, special terms on loans, and other advantages.

Promisia staff will not accept gifts or personal benefits from external parties where it may compromise — or be perceived to compromise — their independence or the integrity of any decision made on behalf of the Group.

3) Corporate Opportunities

Promisia staff are expected to advance the legitimate interests of the Group whenever the opportunity arises.

They must not:

- a) take for themselves any opportunity identified through the use of Group property, information, or position;
- b) use Group property (including Promisia's name), information, or position for personal gain;
- c) engage in business activities that compete with the Group; or



- d) trade in financial products or any other kind of asset based on information obtained through their role that has not been publicly disclosed (Refer to the Securities Trading Policy).

4) Confidentiality

Promisia and its stakeholders entrust staff with confidential information as part of their daily responsibilities. Confidential information includes all non-public information that comes to a staff member's knowledge through their work with the Group.

Promisia staff must maintain and protect the confidentiality of information relating to colleagues, residents, stakeholders, and the Group's business and financial affairs, except where disclosure is legally required.

5) Behaviours

The conduct and communication of Promisia staff — whether with customers, suppliers, competitors, or colleagues — directly influence how the Group is perceived and whether others choose to work with us.

Promisia staff will:

- a) undertake their duties in accordance with the Group's values;
- b) act with honesty and integrity at all times and avoid behaviour that could bring the Group into disrepute;
- c) deal honestly and respectfully with colleagues, professional advisers, and stakeholders;
- d) not enter into transactions or make commitments on behalf of the Group that the Group cannot or does not intend to honour;
- e) carry out their responsibilities with care and diligence;
- f) clearly identify personal views as their own and not present them as Group positions;
- g) respect individual differences and uphold Promisia's policies on equal employment opportunities, anti-harassment, and non-discrimination;
- h) take reasonable steps to ensure that all records and documents, including financial reports, are accurate and comply with the Group's reporting standards and internal controls; and
- i) never accept or offer bribes, kickbacks, or improper inducements of any kind.

6) Proper use of Group Assets and Information

Promisia staff are responsible for safeguarding the Group's assets from loss, damage, misuse, waste, or theft. Group assets include financial and physical resources, systems, data, intellectual property, and IT infrastructure.

Promisia staff must:

- a) use Group assets only for lawful and authorised business purposes; and
- b) create and retain information and communications only as required for operational needs or legal and regulatory compliance.



7) Compliance with Laws and Policies

Promisia staff must:

- a) familiarise themselves with and comply with all applicable Group policies, frameworks, and procedures at all times, including those relating to equal employment opportunities, privacy, and health and safety;
- b) comply with the laws, rules, and regulations of New Zealand and any other jurisdiction relevant to their work;
- c) participate in training on legal obligations, policy changes, and compliance matters as required by management; and
- d) meet all statutory, regulatory, and internal disclosure obligations in a timely and accurate manner.

8) Delegated Authorities

The Promisia Board of Directors delegates responsibility for managing the Group's business and affairs to senior management. The Chief Operating Officer and the Chief Financial Officer have authority to make operational and financial decisions within the limits defined by the Board, and may further delegate authority where appropriate.

Promisia staff must:

- a) act only within the delegated authority framework and any specific authority granted to them; and
- b) seek clarification from their manager if they are unsure about their level of delegated authority.

9) Additional Director Responsibilities

Directors are required to:

- a) undertake appropriate training to remain current on how to best perform their duties as directors of Promisia;
- b) give proper attention to all matters put before them;
- c) meet their obligation to act honestly and in the best interests of Promisia as required by law;
- d) have an understanding of the regulatory, legal, fiduciary and ethical requirements affecting directors;
- e) be familiar with up to date business management techniques and related ethics; and
- f) have an awareness of special wider cultural issues that may impact on Promisia's business.

10) Information for the Board

Promisia management must provide the Board with information of sufficient quality, detail, and timeliness to enable it to effectively discharge its governance and oversight responsibilities.

11) Reporting Concerns

If you become aware of a breach of the Group Code of Conduct or any breach of a legal obligation or Promisia policy, you are responsible for reporting it to your manager or the Chief Operating Officer. If this is not appropriate in the circumstances, you should report the breach to the:

- a) Chief Financial Officer;
- b) Chair of the Board; or
- c) Chair of the Audit and Risk Management Committee.



Promisia will support any employee who, acting in good faith, reports a serious issue, breach, or wrongdoing. The identity of the reporter will be kept confidential where possible. However, it may be situations however where the proper investigation of the matter inadvertently identifies the reporter or requires his or her identification. Refer to the Protected Disclosures (Whistleblowing) Policy for further protections available to whistleblowers.

All directors, the Chief Operating Officer, the Chief Financial Officer, and other employees who receive a report of an actual or suspected breach must take all reasonable steps within their control to ensure that:

- a) the behaviour alleged in the report is thoroughly investigated;
- b) the rules of natural justice are observed in that investigation; and
- c) appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false or malicious report may be subject to disciplinary action. If you suspect that a breach of the delegated authority framework has occurred, notify your manager and the appropriate delegated authority holder as soon as possible.

12) Disciplinary Measures

A breach of this Code will be considered sufficient grounds for disciplinary action, including termination of employment, and may also be grounds for legal action against such Promisia staff, including, but not limited to seeking reimbursement for Promisia of any funds or amounts for which Promisia may become liable.

13) Related policies

This policy should be read in conjunction with Promisia's broader governance and conduct framework, including:

- a) Promisia's Corporate Governance Code;
- b) the Discrimination, Bullying and Harassment Prevention Policy;
- c) the Diversity and Inclusion Policy;
- d) the Continuous Disclosure and Media Policy; and
- e) the Securities Trading Policy.

Document control
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