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## Whistleblower Policy

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### 1. BACKGROUND

Admedus Limited (**Admedus**) is committed to ensure that the company, its officers, employees, contractors, and agents adhere to the highest standard of conduct, the law, and Admedus's core values. The purpose of this whistleblower policy (the **Policy**) is to outline the framework through which Admedus encourages employees and stakeholders to report conduct that is inconsistent with the values upon which the company operates.

This Policy outlines the process involved in making a disclosure about or to Admedus, and how Admedus will assess and manage the disclosure in accordance with the provisions of the *Corporations Act 2001* (Cth) (the **Corporations Act**). Persons that make a whistleblower disclosure in accordance with this Policy and the Corporations Act will be afforded certain protections under the Corporations Act.

The Chief Financial Officer will manage the receipt of all whistleblower disclosures and is the owner of this Policy. This Policy should be read in conjunction with the Company's Code of Conduct.

### 2. WHO CAN MAKE A WHISTLEBLOWER DISCLOSURE?

If you are a current or former:

- officer or employee of Admedus;
- supplier (individual) of goods or services to Admedus (paid or unpaid);
- employee of an entity that supplies goods or services to Admedus (paid or unpaid);
- Associate (as defined in the Corporations Act) of Admedus; or
- a relative or dependent of any of the above persons (or their spouse),

then you can make a whistleblower disclosure.

### 3. WHAT CAN BE DISCLOSED AS A WHISTLEBLOWER DISCLOSURE?

You should make a whistleblower disclosure about information that concerns misconduct, or an improper state of affairs or circumstances, about Admedus or its related entities, officers, employees or contractors (including conduct that constitutes an offence against certain legislation).

**Misconduct** includes but is not limited to fraud, negligence, default, breach of trust and breach of duty.

**Misconduct or an improper state of affairs or circumstances** need not involve unlawful conduct in relation to Admedus, but may indicate a systemic issue that a regulator should know about to properly perform its functions, and may also relate to business behaviour and practices that may cause consumer harm.

The types of conduct that you should make a whistleblower disclosure about include:

- theft
- dealing in, or use of illicit drugs
- violence or threatened violence
- criminal damage against property
- fraud, money laundering or misappropriation of funds
- offering or accepting a bribe

- failure to comply with, or breach of, legal or regulatory requirements
- injury or threatening a whistleblower

You will still be protected as a whistleblower under the Corporations Act even if the information you disclosed is determined to be untrue. But you must not deliberately disclose a matter that you know to be untrue.

You should be aware that matters that relate solely to personal work-related grievances, and that do not relate to your detriment, do not qualify for protection under the Corporations Act. Personal work-related grievances are those that relate to your current or former employment with Admedus and have, or tend to have, implications for you personally, but do not have any other significant implications for Admedus, relate to any conduct, or alleged conduct, about a disclosable matter referred to above.

**Personal work-related grievances** include:

- an interpersonal conflict between you and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about a transfer or promotion;
- a decision about the terms and conditions of your employment; or
- a decision to suspend or terminate your employment, or otherwise to implement disciplinary actions.

Notwithstanding the above, a personal work-related grievance may still qualify for protection under the Corporations Act if:

- it includes information about misconduct, or information about misconduct (mixed report);
- Admedus has breached employment or other laws where a relevant person may either:
  - be punishable by imprisonment for a period of 12 months or more;
  - be engaged in conduct that represents a danger to the public; or
  - the disclosure relates to information that suggests misconduct beyond your personal circumstances; or
- you suffer from or are threatened with detriment for making a whistleblower disclosure.

#### **4. HOW CAN YOU MAKE A WHISTLEBLOWER DISCLOSURE?**

You must make a whistleblower disclosure directly to one of the following persons:

- (a) the Chief Executive Officer
- (b) the Chief Financial Officer
- (c) the General Counsel
- (d) Global Head of Human Resources

In addition, a functional email mailbox has been established that allows you to email a whistleblower disclosure to the above personnel. The email address is [whistleblower@admedus.com](mailto:whistleblower@admedus.com). Please note that if you intend to remain anonymous, do not use this email address as it may identify you.

To make an anonymous disclosure, please complete the web form at <https://admedus.com/whistleblower>

You can make an anonymous and/or confidential disclosure to any of the persons referred to above.

If you make a whistleblower disclosure anonymously, you can:

- choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised; and
- refuse to answer questions that you believe could reveal your identity.

While you may wish to remain anonymous, we recommend that you enable and maintain ongoing two-way communications so that Admedus can appropriately investigate the information disclosed.

When making a disclosure we ask that you:

- provide contact details (this could be an email address that is created for the purpose of making the disclosure or a telephone number); and
- provide as much information as possible about the suspected misconduct, including:
  - who was involved;
  - what happened;
  - when it happened;
  - where it happened;
  - whether there were any witnesses, and if so, who they are;
  - any evidence that supports the disclosure, and where the evidence is located;
  - any further information that could help investigate the disclosure; and
- provide this information in writing.

Nothing in this policy restricts the ability of a Disclosing Person to make a disclosure directly to ASIC or to a lawyer for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

## 5. HOW TO MAKE A DISCLOSURE TO A JOURNALIST OR POLITICIAN

You may disclose a matter to a journalist or sitting member of parliament and be protected under the Corporations Act subject to satisfying the requirements for either a 'public interest disclosure' or 'emergency disclosure'.

A **public interest disclosure** requires:

- an initial disclosure to be made by you to ASIC;
- at least 90 days to have passed since you made a disclosure to ASIC;
- you to have reasonable grounds to believe that action is not being, or has not been taken, by ASIC;
- you to have reasonable grounds to believe that making a further disclosure is in the public interest; and
- before making the disclosure to the journalist or sitting member of parliament you give written notice to ASIC that you intend to make a 'public interest disclosure' to the journalist or sitting member of parliament, and that notice must contain sufficient information to enable ASIC to identify your previous disclosure.

An **emergency disclosure** requires:

- an initial disclosure to be made by you to ASIC;
- you to have previously made a disclosure to ASIC;
- you to have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;

- before making the disclosure to the journalist or sitting member of parliament you give written notice to ASIC that you intend to make an 'emergency disclosure' to the journalist or sitting member of parliament, and that notice must contain sufficient information to enable ASIC to identify your previous disclosure; and
- you only disclose information that is necessary to inform the journalist or sitting member of parliament of the substantial and imminent danger.

## 6. What protections do you obtain under the Corporations Act?

If you make a disclosure in accordance with the provisions of this Policy and the Corporations Act then:

- your identity must be protected;
- you must be protected from detrimental acts or omissions;
- you may benefit from compensation and other remedies, and other forms of protection.

### ***Protection of Identity***

As noted above, you have the option to remain anonymous when you make a whistleblower disclosure. Admedus is committed to acting on your information discretely and confidentially without revealing your name (unless required by a law) to those involved in undertaking the assessment or investigation process as permitted by law or with your consent.

A person referred to in section 4 above that receives information from you cannot disclose your identity, or information that is likely to lead to your identification, which they have obtained directly or indirectly because you made a disclosure that qualifies for protection under the Corporations Act except to:

- ASIC or the Australian Federal Police;
- a lawyer for the purpose of obtaining legal advice or representation in relation to the whistleblower provisions in the Corporations Act; or
- a person with your consent.

A person referred to in section 4 above that receives information from you can disclose all or part of that information with or without your consent if:

- the information does not include your identity and is not likely to lead to your identification;
- all reasonable steps are taken to reduce the risk that you will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

If you elect to remain anonymous, then Admedus will take steps to protect your anonymity by:

- redacting all personal information or references to you;
- referring to you in a gender-neutral context;
- where possible, liaising with you to identify aspects of the disclosure that could inadvertently identify you; and
- having qualified personnel and advisors investigate the disclosure.

It is illegal for Admedus or a person referred to in section 4 above to identify you or disclose information that is likely to lead to your identification subject to the permitted exceptions. If you believe that your identity has been illegally disclosed, then you should lodge a complaint with ASIC.

### ***Protection from detrimental acts or omissions***

Admedus (including but not limited to its officers and employees) will not engage in conduct that causes you detriment in relation to a whistleblower disclosure.

Examples of such conduct includes:

- dismissal of an employee;
- injury to an employee during their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination between an employee and other employees;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; or
- any other damage to a person.

Conduct will not be detrimental if:

- it is an administrative action that is reasonable for the purpose of protecting you from detriment; or
- it relates to managing your unsatisfactory work performance, and the conduct is in line with Admedus' performance management framework.

If Admedus takes an administrative or management action as referred to above, Admedus will provide you with reasons as to why Admedus has taken that administrative or management action.

As a whistleblower you are protected from each of the following in relation to making a disclosure:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against you in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

Notwithstanding above, you will not be precluded from liability for any misconduct that you have engaged in that is revealed through your disclosure (e.g. you will not be immune from liability for any fraudulent activities that is confirmed by Admedus through the disclosure).

### ***Compensation and other remedies***

You can seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of reprisals arising from making the whistleblower disclosure; and
- Admedus failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct against you.

## **7. How will a whistleblower disclosure be processed?**

All whistleblower disclosures will be investigated and managed by a team that includes the Chief Financial Officer and the General Counsel unless it is considered inappropriate for them to be involved in the matter.

When you make a whistleblower disclosure to any of the persons listed in section 4 above (other than by an external regulatory, e.g. ASIC) the disclosure will be referred to the Chief Financial Officer and General Counsel who will make an initial assessment of the veracity of the disclosure.

A decision will be made in accordance with this Policy whether the disclosure satisfies the requirements to receive the protection under the Corporations Act.

It is important to note that the following factors are not relevant to the assessment of whether your disclosure is a disclosure under the Corporations Act:

- how the disclosure is received (e.g. orally, verbally, by email);
- if it is made anonymously;
- whether the information identifies the conduct of a particular identified person or not; or
- whether the disclosure is formally identified as a 'Whistleblower Disclosure' or not.

Admedus will advise you if your disclosure does not meet the requirements of the Corporations Act.

Once Admedus has assessed the disclosure as satisfying the requirements of the Corporations Act, Admedus may offer you support, which may include:

- acknowledgement that making the disclosure was the right thing to do and is valued;
- making a clear statement that Admedus will support you;
- appointing an appropriate person (separate from the investigation function) with sufficient authority to ensure you have appropriate support and protection from reprisals;
- regularly checking on your well-being where this is warranted and advising you of the availability of Admedus' Employee Assistance Program (where relevant), and
- where your health or safety becomes a concern, liaising with officers responsible for occupational workplace health and safety.

In assessing your whistleblower disclosure, Admedus will consider relevant factors that may lead to a higher than normal risk of detrimental acts or omissions against you. This includes the risk of detrimental acts or omissions against you, any person named in the disclosure, and any relevant witnesses.

Admedus has established procedures to protect a person from higher than normal risk of detrimental acts or omissions which may include:

- monitoring a workplace for signs of detrimental acts or omissions;
- early intervention through an assessment of the culture within the work area and conducting awareness communication sessions;
- holding supervisors and/or managers responsible for supporting impacted employees and ensuring employees do not suffer harassment, victimisation or any form of reprisal; and
- changing work environments.

The action taken to prevent, or in response to a higher than normal risk of detrimental acts or omissions will depend on the level of risk, its seriousness and other circumstances. Every allegation of reprisal is taken seriously, recorded and responded to. Furthermore, each allegation of reprisal is assessed separately from the initial whistleblower disclosure.

You may seek independent legal advice or contact regulatory bodies, such as ASIC, if you believe you have suffered from any detrimental acts or omissions.

A record of the receipt of the disclosure, assessment, and actions will be maintained by Admedus in a secure system. Subject to the requirements of protecting your identity, access to the system is limited to only the Chief Financial Officer, General Counsel and Global Head of Human Resources.

If Admedus decides not to investigate or deal with a disclosure, Admedus will give written notice to you within 21 days from date of receipt of the whistleblower disclosure setting out the reasons for its decision.

Admedus will respond to each whistleblower disclosure, but resolution of the matters in the disclosure does not necessarily require a formal investigation.

To the extent permitted by law, you will be notified at the conclusion of Admedus' assessment and investigation of your whistleblower disclosure.

#### **8. How will persons named in a whistleblower disclosure be treated?**

Persons named in your whistleblower disclosure will be provided procedural fairness.

They will have the right to:

- know about the substance of the allegations if a decision is going to be made about their conduct;
- have a reasonable opportunity to put their case forward (whether in writing, at a hearing or otherwise); and
- have a decision-maker act fairly and without bias.

Notwithstanding the above, nothing requires Admedus to advise persons named in your whistleblower disclosure of the allegation(s) against them as soon as it is received. Furthermore, persons named in a disclosure need not be told about an allegation against them if it is misleading or is of no substance, and Admedus does not intend to act on the allegation. Admedus will only provide your name to persons named in the disclosure in accordance with the provisions of the Corporations Act.

#### **9. How will this Policy be implemented?**

Admedus will implement this Policy by:

- posting this Policy on Admedus' website [www.admedus.com](http://www.admedus.com).
- posting this Policy on Admedus's internal intranet site;
- incorporating this Policy in the employee induction process;
- hosting training sessions for employees responsible for the implementation and management of this Policy; and
- liaising with its external advisors that will assist Admedus to implement and manage this Policy.

This Whistleblower Policy was last reviewed by the Board of Directors on 14 February 2020.