

Whistleblower Policy

ImpediMed Limited (ACN 089 705 144) (**ImpediMed** or **Company**)

Adopted by the Board on 20 July 2022

1. What is our Policy?

We encourage and expect everyone at ImpediMed to speak up by asking questions, raising concerns, seeking guidance, and reporting actual or suspected violations of laws, our Code of Conduct, our policies, relevant industry codes, or our high ethical standards. ImpediMed is committed to a culture of corporate compliance and high ethical behaviour based on our core values, specifically, integrity, respect and accountability. Our ethical values are set out in our 'Code of Conduct'.

2. Purpose of this Policy

ImpediMed wants to make sure it is always conducting its business legally. We want people who are concerned about improper conduct to feel comfortable reporting that conduct. The purpose of this policy is to explain how you can do that, and what we will do when we receive reports.

3. Who does this Policy apply to?

This Policy applies globally and applies to all current and former ImpediMed employees, directors, officers, board members, temporary workers, volunteers, as well as independent contractors (collectively referred to in this policy as 'employee/s').

4. Who is a Reporter?

You are a Reporter if you make or attempt to make a disclosure of improper conduct.

A Reporter can be:

- a director, officer, manager, employee (including current and former, and including interns, secondees, managers and directors);
- a consultant, supplier or contractor (whether paid or unpaid and including employees of the consultant, supplier or contractor);
- an associate of the entity; or
- a relative or dependant of any of the above.

Reporters are sometimes referred to as a 'whistleblower'.

5. What is improper conduct

For the purpose of this Policy, matters that must be reported to the Company involve information that the Reporter has reasonable grounds to suspect concern misconduct or an improper state of affairs or circumstances in relation to ImpediMed or a related body corporate. This includes but is not limited to, the following types of misconduct:

- conduct that constitutes an offence against, or a contravention of the Corporations Act, the *Australian Securities and Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, the *Competition and Consumer Act 2010*, the *Taxation Administration Act 1953*, other tax laws administered by the Federal Commissioner of Taxation, and/or any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more (for example terrorism, property offences, slavery or human trafficking);
- conduct that represents a danger to the public or the financial system;
- a breach of the law, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- representative of serious clinical wrongdoing;
- unethical (representing a breach of ImpediMed's code of conduct, policies or generally other misconduct) in certain circumstances;
- dishonest;
- fraudulent;
- corrupt;
- an unsafe work practice;
- fraud, money laundering or misappropriation of funds;
- financial irregularities;
- any other conduct which may cause financial or non-financial loss to ImpediMed or be otherwise adverse to ImpediMed's interests; or
- engaging or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure under this policy.

6. What is not covered under this Policy?

It is important to note that the following disclosures do not qualify for protection under the Whistleblowing legislation. Disclosures that are;

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- not about reportable conduct;
- not made by an eligible person; and
- not made to an eligible recipient (or other relevant person/entity referred to above).

It should be noted that personal work-related grievances are not covered under this Policy and should be reported to your direct supervisor or SVP Human Resources. Examples of personal work-related grievance are, inter-personal conflicts between employees, decisions relating to the engagement, transfer or promotion of an employee, decisions to discipline an employee or a decision to suspend or terminate the engagement of an employee.

However, there may be some circumstances in which a personal work-related grievance still qualifies for protection and can be reported under this Policy. These circumstances include:

- any conduct that could be considered victimisation of or detrimental to an individual because they have made, may have made or intend to make a report under this Policy including threats of this nature;
- a matter that would have significant implications for the Company;
- the matter also includes information about improper conduct;
- the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the report relates to information that suggests improper conduct beyond the reporter's personal circumstances; or
- if the Reporter has sought legal advice or representation in relation to the whistleblower protections contained in the *Corporations Act 2001* (Cth) (**Corporations Act**).

7. How do I make a report?

ImpediMed employees are encouraged to have open communications with their manager(s) and local HR representatives. This lets all of us raise issues, ask questions, and constructively challenge others to be better and advance health in the process.

We encourage any disclosures to be made internally to ImpediMed to an Eligible Recipient in the first instance so we are made aware of any misconduct and can commence an investigation as soon as possible.

As a Reporter, you can make a disclosure to any of the following Eligible Recipients:

- an officer or senior manager of ImpediMed, the head of Human Resources; or
- if you're worried about raising an issue locally, you can always contact a director or the company secretary; or
- ImpediMed's auditor.

A Reporter making a report may also make a whistleblower disclosure under the Corporations Act or the *Taxation Administration Act 1953* (Cth) (together, the **Whistleblower Acts**) if they meet certain criteria:

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- the Reporter is an eligible whistleblower as defined in the Whistleblower Acts;
- the disclosure is made to an eligible recipient as defined in the Whistleblower Acts, including a senior manager or officer of ImpediMed, ImpediMed's internal or external auditor or its actuary, a legal practitioner or to ASIC or APRA, or, if related to taxation, the Commissioner of Taxation;
- the information disclosed qualified for protection under the Whistleblower Acts, including that it relates to misconduct or an improper state of affairs or circumstances in the Group (or in relation to any of its employees or officers) or involves tax matters; and
- there are reasonable grounds for the suspicions.

A Reporter may be anonymous and still be protected under the Whistleblower Acts.

We recommend persons seek independent legal advice before making a disclosure under the Acts.

Reports made under this policy will not qualify for protection under the Whistleblower Acts if they do not meet the criteria set out in those Acts.

8. Content of the report

You should include as many of the following details as you have in your disclosure:

- the nature of the conduct that concerns you;
- the details of the person you think engaged or is engaging in any relevant conduct;
- when and where the conduct occurred (e.g. dates and times);
- details of anyone else aware of or involved in the conduct;
- details of anyone else who might be able to verify your disclosure;
- if you have done anything in response to the conduct;
- if you have any concerns about possibly being victimised, and if so by whom; and
- any supporting information (e.g. documents, file notes, emails, photographs).

9. False Reports

A Reporter may still qualify for protection even if the report turns out to be incorrect, however you must act honestly and reasonably in making the disclosure, with reasonable grounds to suspect that the improper conduct has occurred. A mere allegation is not sufficient.

If a person knowingly makes a false report of reportable misconduct or otherwise fails to act honestly with reasonable belief in respect of a report, disciplinary action (including termination) may be taken for making false, malicious or vexatious allegations.

10. Anonymity and Confidentiality

A Reporter can choose to remain anonymous while making a report, over the course of any investigation, and after the investigation is finalised.

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If the Reporter chooses to do so, ImpediMed will make all reasonable efforts to ensure the identity of a Reporter remains confidential from the time of reporting and through the investigation process.

At any time, you can choose to identify yourself, but this is your choice and at no point do you need to do this nor will you be forced to provide your identity. You can refuse to answer questions that you feel could reveal your identity at any time.

There are some limited situation where ImpediMed may not be able to comply fully with your request as a Reporter to remain anonymous. For example, where:

- we are compelled by law to do so;
- there is an immediate and substantial risk to the health or wellbeing to you or another person;
- we need to engage external legal counsel in order to obtain legal advice;
- we use a specialist external investigator;
- we consider we are obligated to make a disclosure to a regulator or the police under legislation; or
- there is an imminent risk of serious harm or danger to public health or safety, if the information is not acted on immediately.

Whilst we will still make best endeavours to investigate the disclosure, there may be some practical limitations in doing so if you do not agree to share your disclosure or identity, particularly if ongoing two-way communication cannot be maintained. If you make an anonymous report, it is helpful if you do make ongoing two-way communication, for example by creating an anonymous email address. If the person's email address does not identify the person, we will treat it as anonymous.

Steps that ImpediMed may take to protect the Reporter's identity include:

- redacting personal information in the report and related documentation;
- referring to the Reporter in a gender neutral way;
- speaking to the Reporter about aspects of the report that may inadvertently identify the Reporter;
- keeping documents relating to the report secure and limiting access; and
- reminding persons involved of the confidentiality requirements under the Whistleblower Acts.

Reporters must also take their own steps to protect the confidentiality of their identity prior to and after making a report. For example, Reporters must inform ImpediMed if they have previously mentioned to others that they may make a report, if only a small number of people have access to the information or if the information relates to a matter which the Reporter has been told privately and in confidence. If the Reporter fails to do any of these things it may not be possible for ImpediMed to take reasonable steps to prevent the Reporter's identity becoming known.

11. The investigation process

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1. Once your disclosure is submitted (anonymous or not), this report goes to the SVP Human Resources (or if the disclosure concerns the SVP Human Resources then to an unimplicated non-executive director of the Board).
2. Each report will be assessed to determine whether it qualified for protection and if an investigation is required. This initial review will generally be completed within 6 weeks of ImpediMed receiving a report, however further inquiries or investigations may take up to 12 weeks. These timeframes may vary depending on the nature of the report and at ImpediMed's discretion.
3. In circumstances where contact details have been provided, we will send you an acknowledgment of the report and introduce you to the investigator (if any), who may have additional questions for you. We may investigate the disclosure internally or use third-parties to investigate any disclosure.
4. As appropriate you will be advised of the process and outcome of the investigation. You should understand that investigations may be delayed when witnesses are traveling or on leave, so while we will try to get investigations done quickly, this is sometimes beyond our control.
5. In some circumstances, ImpediMed may determine that it is not appropriate to provide Reporters with details of the process or outcome.

12. Detrimental action prohibited

We prohibit all forms of retaliation against you as a direct result of being a Report or a witness in an investigation. No detrimental action will be taken by ImpediMed against a whistleblower in relation to a report of suspected misconduct whether substantiated or not substantiated by the subsequent investigation. Detrimental action against you because of your participation as a Reporter includes:

- termination of employment (unless unrelated and in the ordinary course of business);
- disciplinary action;
- performance management (unless unrelated and in the ordinary course of business);
- harassment, intimidation or bullying;
- injury of an employee in his or her employment;
- alteration of your position or duties to your disadvantage;
- unlawful discrimination between you and other employees;
- harm or injury, including psychological harm;
- damage to your property;
- damage to your reputation; or
- damage to your financial position.

If you feel that you have been or will be retaliated against, you should escalate this immediately to the SVP Human Resources. The SVP Human Resources will investigate the retaliation and take the action they feel is appropriate in order to address any valid

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concern. If you feel your report of retaliation was not resolved adequately you can escalate this case in writing to the CEO/MD or to the Board.

We have discretion to grant a Reporter who has not engaged in serious or unlawful conduct, immunity from company disciplinary action relating to matters that come to light as a result of their disclosure. We may raise with you matters that arise in the ordinary course of your employment or engagement (eg. Individual performance or misconduct issues) and which are separate from the matter disclosed.

13. Protection under the Whistleblower Acts

The Reporter may have rights to compensation for loss, damage or injury and other remedies under the Whistleblower Acts if the Reporter's identity has been disclosed or where the Reporter has been subject to detrimental treatment. Detrimental treatment includes:

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

Detrimental treatment will not include administrative action taken by ImpediMed to protect a Reporter from detriment or reasonable management action regarding a Reporter's unsatisfactory work performance or conduct.

Immunities under the Whistleblower Acts may include not being subject to any civil, criminal or administrative liability, not having any contractual or other remedy or right enforced against the Reporter on the basis of the disclosure and the report not being admissible in evidence against the Reporter in criminal proceedings or proceedings for the imposition of a penalty (except in respect of false information).

14. Fair treatment

The Company will endeavour to provide any employee mentioned in a Whistleblower's report with an opportunity to respond to the allegations as part of any inquiry or investigation.

15. Support for Reporters

ImpediMed is committed to ensuring that Reporters are protected and supported. All reasonable steps will be taken to ensure that a Reporter is supported in making a disclosure, including:

- keeping the Reporter informed of progress and outcomes of a report where practicable (subject to privacy and confidentiality obligations and as required by law);
- keeping the Reporter's identity confidential if requested;

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- endeavouring to resolve any concerns that the Reporter has regarding actual or threatened detrimental treatment because the Reporter has made or is considering making a report under this Policy;
- providing training to its employees, managers and officers about this Policy; and
- providing access to a confidential support and counselling service.

16. Reporting to regulators, public interest disclosures and emergency disclosures

Nothing in this Policy is intended to restrict you from disclosing improper conduct, providing information to, or communicating with a government agency, law enforcement body or a regulator in accordance with any relevant law or regulation in any jurisdiction in which we conduct business.

A Reporter may also be able to make a public interest or emergency disclosure to a journalist or parliamentarian in accordance with the Whistleblower Acts in limited circumstances as summarised below.

1. Public interest disclosure

- 90 days have passed since the report;
- the Reporter has reasonable grounds to believe that making a further disclosure is in the public interest;
- the Reporter has given written notice to the body to which the Reporter made the original report that included sufficient information to identify the original report and which states that the Reporter intends making a public interest disclosure;
- information disclosed must be no greater than necessary to inform the journalist or parliamentarian of the particular misconduct or improper state of affairs or circumstances as set out in the Reporter's original report.

2. Emergency disclosure

- the Reporter has 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;
- the Reporter has given written notice to the body to which the Reporter made the original report that included sufficient information to identify the original report and which states that the Reporter intends making an emergency disclosure; and
- the information disclosed must be no greater than necessary to inform the journalist or parliamentarian of the particular substantial and imminent danger.

We recommend Reporters seek independent legal advice before making a public interest or emergency disclosure.

17. Breach of Policy

Breach of this Policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). Any breach of confidentiality of the information provided by a Reporter, or of a Reporter's identity, and any retaliation against a Reporter, will be taken seriously and if appropriate will be separately investigated. Any individual who is found to have disclosed the information

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or to have retaliated (or threatened to retaliate) against a Reporter may be subject to further action (including disciplinary action in the case of employees). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

18. Questions

Any questions about this Policy should be directed to ImpediMed's SVP Human Resources.

19. Reporting to the Board of Directors

The Board is updated on any reports, investigations, and results taken under it at each board meeting. Reports or investigations carrying an undue amount of risk will be reported to the Board outside of the meeting updates. The Board at any time can ask about matters arising or pending under the Policy. The Board is responsible and accountable for oversight of the implementation and effectiveness of the Policy.

20. Disclosure and review of the Policy

The Board will review this policy annually to ensure it remains relevant to the current needs of the Company and consider if any changes should be made. This policy may be amended, withdrawn or replaced at any time at ImpediMed's absolute discretion.

A copy of this policy will be available on the Company's website. Key features of the policy will be published in the Company's Corporate Governance Statement