

1. Purpose and scope

1.1 Medicines Development for Global Health Limited (**MDGH**) is committed to high standards of conduct and good corporate governance. MDGH encourages individuals to report concerns of wrongdoing so that MDGH can ensure high standards of conduct are maintained.

1.2 This policy sets out how you can report certain conduct (**Disclosable Matters**) and confirms MDGH's commitment to protecting your identity and protecting you from suffering any detrimental treatment where you have made a report on conduct under this policy.

1.3 This policy also sets out how Whistleblowers can raise Disclosable Matters and how MDGH will receive and investigate Disclosable Matters and protect Whistleblowers. MDGH encourages those who are aware of wrongdoing to speak up. This policy is available to MDGH employees, and officers via MDL\QA\Policies and to the public via MDGH's website at www.medicinesdevelopment.com.

This policy does not apply to complaints concerning Personal Work-Related Grievances (which are described in section 3.2 of this policy).

1.4 To receive the protections afforded to a Whistleblower, the criteria set out in sections 2 to 4 must be met.

2. Who is a Whistleblower?

2.1 An eligible **Whistleblower** is an individual who is, or has been:

- (a) a MDGH officer, including a company secretary or director;
- (b) a MDGH employee, including fixed-term or temporary employees, an intern and a secondee;
- (c) a MDGH supplier of goods or services (whether paid or not);
- (d) an employee of an MDGH supplier (whether paid or not), including contractors and consultants; or
- (e) a relative, dependent or spouse of an individual referred to in (a) to (d) above.

3. What is a Disclosable Matter?

3.1 A **Disclosable Matter** is one in which a Whistleblower has reasonable grounds to suspect that:

- (a) MDGH, an officer or employee has engaged in conduct that is an offence or contravention under any of the following legislation:
 - (i) the Corporations Act 2001;
 - (ii) the Australian Securities and Investments Commission Act 2001;
 - (iii) the Banking Act 1959;

- (iv) the Financial Sector (Collection of Data) Act 2001;
 - (v) the Insurance Act 1973;
 - (vi) the Life Insurance Act 1995;
 - (vii) the National Consumer Credit Protection Act 2009;
 - (viii) the Superannuation Industry (Supervision) Act 1993; or
 - (ix) or any other law of the Commonwealth in which an offence is punishable by imprisonment for a period of 12 months or more;
- (b) MDGH, an officer or employee has engaged in conduct that represents a danger to the public or financial system; or
 - (c) there has been misconduct or an improper state of affairs or circumstances in relation to MDGH, which may include illegal conduct such as theft, fraud, money laundering, offering or accepting a bribe, or failure to comply with legal or regulatory requirements.

A Disclosable Matter does not necessarily have to involve a breach of a particular law.

3.2 Reports that are solely related to Personal Work-Related Grievances are not covered by this policy and do not qualify for protection. These grievances will be handled in accordance with MDGH's usual internal processes and should be reported to the People and Organisation Consultant or your manager. Examples of Personal Work-Related Grievances include:

- (a) an interpersonal conflict between the individual and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the individual;
- (c) a decision relating to the terms and conditions of engagement of the individual;
and
- (d) a decision to suspend or terminate the engagement of the individual, or otherwise discipline the individual.

A Personal Work-Related Grievance may still qualify for protection if it also includes information about a Disclosable Matter outlined in section 3.1 of this policy or if the Whistleblower suffers from or is threatened with Detriment as outlined in section 5.2 of this policy having made, proposed to make or be in a position to make a report in accordance with this policy.

3.3 Reports of wrongdoing that do not fall within a category set out in section 3.1 of this policy do not qualify for whistleblower protection. However, even if a Disclosable Matter turns out to be incorrect, an individual can still qualify for protection.

4. Who is a Recipient?

4.1 To receive the protections afforded to a Whistleblower, a Disclosable Matter must be made directly to a Recipient. A Recipient is:

- (a) an officer of MDGH, including a board director;
 - (b) the MDGH CEO or a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of MDGH's business;
 - (c) an auditor or a member of the auditor's team conducting an audit of MDGH;
 - (d) an actuary of MDGH;
 - (e) the Australian Prudential Regulation Authority (APRA);
 - (f) the Australian Securities and Investments Commission (ASIC); or
 - (g) a prescribed Commonwealth authority.
- 4.2 If an individual makes a disclosure of information to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the whistleblowers protection legislation, that individual will also qualify for protection under this policy. Public interest or emergency disclosures can also be made to a journalist or parliamentarian under certain circumstances and qualify for protection if previously made to ASIC, APRA or another prescribed Commonwealth body.
- 4.3 If a Disclosable Matter is made to an individual or entity other than those referred to in section 4.1 and 4.2 above, MDGH may not be able to protect the Whistleblower.
- 5. Support and protections available to Whistleblowers**
- Confidentiality of a Whistleblower's identity and protection from detrimental treatment**
- 5.1 MDGH is committed to supporting Whistleblowers in a number of ways, including protecting the identity of the Whistleblower by redacting all personal information disclosed as part of a Disclosable Matter, using gender neutral language to refer to a Whistleblower and limiting access to information to those directly involved in investigating a Disclosable Matter. For current MDGH employees, MDGH may also:
- (a) offer a Whistleblower a leave of absence while a matter is investigated;
 - (b) relocate the Whistleblower to a different work group or department to allow them to perform their duties from another location where practical;
 - (c) provide counselling.
- 5.2 MDGH will also protect Whistleblowers from detrimental treatment as a result of having reported, proposing to report, or being in a position to report a Disclosable Matter in accordance with this policy (**Detriment**), which includes ensuring that a Whistleblower is not subject to any of the following:
- (a) dismissal from his or her employment;
 - (b) injury in relation to his or her employment;
 - (c) alteration of his or her position or duties to his or her disadvantage;

- (d) discrimination between other employees;
 - (e) harassment or intimidation;
 - (f) harm or injury, including psychological harm;
 - (g) damage to his or her property, reputation, business or financial position; and
 - (h) any other damage to the Whistleblower.
- 5.3 Detriment does not include moving a Whistleblower to another work group or department to protect them or managing a Whistleblower's work performance in accordance with MDGH's internal processes.
- 5.4 The following actions may constitute criminal and/or civil offences resulting in penalties and/or imprisonment:
- (a) if a Recipient (other than ASIC, APRA or a legal practitioner) discloses the identity of a Whistleblower, or any information that is likely to lead to the identification of a Whistleblower, without the Whistleblower's consent; and
 - (b) for a person to threaten or cause Detriment to a Whistleblower because they reported or propose to report a Disclosable Matter.

A Whistleblower may seek compensation or other remedies if they suffer loss, damage or injury because they report a Disclosable Matter and MDGH failed to take reasonable precautions and exercise due diligence to prevent the Detriment.

Legal immunity

- 5.5 A Whistleblower will be protected from civil, criminal or administrative liability (including disciplinary action by MDGH) when reporting a Disclosable Matter, excluding any misconduct an individual may have engaged in. In addition, MDGH will not enforce a contractual or other remedy, or exercise a contractual or other right, against a Whistleblower on the basis of a Disclosable Matter.

6. How to report a Disclosable Matter

- 6.1 MDGH encourages Whistleblowers to report a Disclosable Matter directly to a Recipient by phone, email or in person. The address is 1/18 Kavanagh St, Southbank, VIC 3006, Australia.
- 6.2 A Disclosable Matter will be treated confidentially and securely and, if requested, will be anonymous. If a Disclosable Matter is made anonymously it will still be protected. An individual may choose to remain anonymous or use a pseudonym while making a report, over the course of any investigation and after an investigation is finalised. An individual may also refuse to answer questions they feel could reveal their identity. However, although a Whistleblower is not required to disclose their identity, it may make it more difficult for MDGH to undertake an investigation or address the conduct if the Whistleblower remains anonymous. MDGH encourages a Whistleblower who wishes to remain anonymous to maintain ongoing, two-way communication with MDGH so it can ask follow-up questions or provide feedback.

7. How MDGH will handle and investigate Disclosable Matters

- 7.1 Subject to the protections applying to Whistleblowers, MDGH will assess Disclosable Matters reported under this policy as soon as practicable after the matter has been reported and determine whether it qualifies for protection. If MDGH thinks it is necessary, it may engage an external investigator or expert to conduct a formal investigation. All investigations will be conducted in a fair, independent and timely manner.
- 7.2 Where appropriate (and if the identity of the Whistleblower is known), MDGH will provide regular updates to the Whistleblower regarding the investigation's progress and/or outcome, subject to considerations of confidentiality and the privacy of any persons mentioned in the Disclosable Matter. The investigation process and the frequency of updates may vary depending on the nature of the Disclosable Matter.
- 7.3 The findings from an investigation will be documented and reported in writing and provided to those responsible for the oversight of this policy while preserving confidentiality. This documentation and reporting of any findings will depend on the nature of the Disclosable Matter and there may be circumstances where it may not be appropriate to provide details of the outcome to the Whistleblower.
- 7.4 Without a Whistleblower's consent, MDGH cannot disclose information that is likely to lead to the Whistleblower's identity as part of an investigation unless:
- (a) the information does not include the Whistleblower's identity;
 - (b) MDGH removes the information relating to the Whistleblower's identity or other information likely to lead to their identification; and
 - (c) it is reasonably necessary for investigation of the Disclosable Matter.
- 7.5 It may be necessary for MDGH to report the Disclosable Matter to the police, or a statutory body, or government department.

8. Further information

If an individual wants to obtain additional information before reporting a Disclosable Matter under this policy, understand the criteria for making a public interest or an emergency disclosure, seek compensation or other remedies after reporting a Disclosable Matter, or believe they have suffered a Detriment, they should seek independent legal advice or contact ASIC, APRA or the ATO.

If a Whistleblower wishes to complain about a breach of confidentiality regarding identity, they should contact MDGH's CEO or ASIC, APRA or the ATO.