



Whistleblowers Policy

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Whistleblowers Policy

Monash IVF Group Limited (the Company)

1. Introduction and Purpose

1.1 Background

The Company is committed to promoting and supporting a culture of best practice in corporate compliance and ethical behaviour.

1.2 Purpose

The purpose of this Whistleblowers Policy (the “Policy”) is to:

- (a) assist in the prevention and detection of Reportable Conduct;
- (b) encourage Eligible Whistleblowers to raise any concerns and report instances, or suspected instances, of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;
- (c) outline the mechanisms for the reporting and investigation of Reportable Conduct;
- (d) outline the measures in place to protect the interests of a whistleblower; and
- (e) outline the procedures and protections that apply to Whistleblowers under the Corporations Act.

The Company does not tolerate:

- (a) Reportable Conduct ; or
- (b) victimising, penalizing, or dismissing any person who comes forward to disclose actual or suspected Reportable Conduct.

It is expected that Employees will report known, suspected or potential cases of Reportable Conduct. Failure to do so could result in disciplinary action.

2. Scope

2.1 Policy application

This Policy applies to all Eligible Whistleblowers who wish to report Reportable Conduct.

In Particular, the protections of this Policy and the Corporations Act apply to Whistleblowers (as defined in this Policy).

2.2 Excluded matters

Disclosures that are not about Reportable Conduct do not qualify for protection under the Corporations Act, although such disclosures may be protected under other legislation, such as the *Fair Work Act 2009 (Cth)*.

This Policy does not deal with personal work-related grievances which do not constitute

Reportable Conduct. Examples of personal work-related grievances include:

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

It is noted that separate procedures exist to deal with work-related grievances or complaints by a person solely about their own employment or situation (including the procedures available through the companies intranet).

In accordance with the Corporations Act, disclosures of personal work-related grievances do not qualify for protection under the Corporations Act. However, a personal work-related grievance may still qualify for protection under the Corporations Act if:

- (a) it includes information about misconduct, or if information about misconduct includes, or is accompanied by, a personal work-related grievance (that is, a “mixed report”);
- (b) the Company 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 disclosure relates to information that suggests misconduct beyond the discloser’s personal circumstances;
- (c) the discloser suffers from, or is threatened with, detriment for making a disclosure; or
- (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

3. Reporting conduct

An Eligible Whistleblower must make a report under this Policy if they have reasonable grounds to suspect that Reportable Conduct has occurred, is occurring or is likely to occur.

The term “reasonable grounds to suspect” is based on the objective reasonableness of the reasons for the Eligible Whistleblower’s suspicion.

The Company appreciates that some Eligible Whistleblowers may wish to seek additional information before making a disclosure about Reportable Conduct. An Eligible Whistleblower can obtain additional information about this Policy and the protections afforded under legislation by contacting the Whistleblower Protection Officers or an independent legal adviser.

3.1 How to report conduct

The disclosure of Reportable Conduct must be made to an Eligible Recipient (see paragraph 3.2 below). Where the Eligible Recipient is an external authority (for example, ASIC), the Eligible Whistleblower should make inquiries with that authority to determine where and how that disclosure should be made. This information is generally available on the authority’s website, or can be obtained by calling them (including anonymously).

Where the Eligible Recipient is an employee, officer or representative of the Company (or one of its related bodies corporate), an Eligible Whistleblower can make the disclosure [in person, via telephone, email or any other confidential written form]. The contact details for each officer or senior manager of the Company can be found on the Company's Intranet.

An Eligible Whistleblower can report Reportable Conduct during or outside of the Company's business hours

When making a report, Eligible Whistleblowers should provide as much detail as possible, including the following information:

- (a) details of the person/s who have engaged or are alleged to have engaged in Reportable Conduct;
- (b) the nature of the Reportable Conduct;
- (c) any evidence to support the allegation of Reportable Conduct; and
- (d) details of any other person the Eligible Whistleblower believes can provide information relevant to the disclosure.

3.2 Eligible Recipients

Eligible Whistleblowers can report Reportable Conduct to:

- (a) an officer or senior manager of the Company or related body corporate (including the Eligible Whistleblower's immediate General / Regional Manager);
- (b) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of the Company or related body corporate;
- (c) a person authorised by the Company to receive disclosures that may qualify for protection (including the Whistleblower Protection Officer identified in paragraph 3.3 of this Policy);
- (d) ASIC, APRA, or another Commonwealth authority prescribed by the Corporations Act for this purpose (a "**Recipient Authority**"); or
- (e) a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the Whistleblower protections set out in the Corporations Act,

(each of the above is an "**Eligible Recipient**").

Eligible Whistleblowers are encouraged to make a disclosure of Reportable Conduct to one of the Company's internal Eligible Recipients in the first instance. The company would like to identify and address wrongdoing as early as possible. In addition, the Company's approach is intended to help build confidence and trust in its Whistleblower Policy, processes and procedures.

The Company acknowledges that an Eligible Whistleblower can make a disclosure directly to regulatory bodies, or other external parties, about Reportable Conduct and qualify for protection under the Corporations Act without making a prior disclosure to the Company.

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal

representation in relation to the operation of the Whistleblower provisions in the Corporations Act are protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a “disclosable matter” within the meaning of the Corporations Act).

3.2 Whistleblowers Protection Officer

In addition to the General / Regional Managers, the current Whistleblower Protection Officers nominated by the Company is the Head of Audit and Risk Committee, Josef Czyzewski who can be contacted by email at - jczyzewski@monashivfgroup.com

3.4 Emergency Disclosures

An Emergency Disclosure may be made to members of Parliament or journalists in certain circumstances where the discloser:

- (a) has previously made a disclosure of the information to the Recipient Authority;
- (b) has reasonable grounds to believe that the information concerns a substantial and imminent danger to health or safety of one or more persons or to the natural environment;
- (c) provides written notice to the relevant Recipient Authority that includes sufficient information to identify the previous disclosure and states that they intend to make an Emergency Disclosure; and
- (d) the extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

After all the above are satisfied, further disclosure can be made to a member of Parliament or a journalist. Disclosers may wish (and are encouraged) to obtain independent legal advice to ensure they understand the criteria for making an Emergency Disclosure that qualifies for protection before making such disclosure.

3.5 Public Interest Disclosures

A Public Interest Disclosure may be made to members of Parliament or a journalist in certain circumstances where:

- (e) the discloser has previously made a disclosure of the information to a Recipient Authority;
- (f) 90 days have passed since the previous disclosure was made;
- (g) the discloser has reasonable grounds to believe action has not been taken and disclosure of information would be in the public interest; and
- (h) the discloser provides written notice to the relevant Recipient Authority that that includes sufficient information to identify the previous disclosure and states that they intend to make a Public Interest Disclosure.

After all the above are satisfied, a further disclosure of the information can then be made to a member of Parliament or a journalist, provided that the disclosure is no greater than is necessary to inform the recipient of the Reportable Conduct. Disclosers may wish (and are encouraged) to obtain independent legal advice to ensure they understand the criteria for making a Public Interest Disclosure that qualifies for protection before making such disclosure.

3.6 Confidentiality of reported conduct

Reports will be kept confidential to the extent possible, subject to legal and regulatory requirements and the need to conduct an adequate investigation. Reports can be made anonymously, including by sending written reports directly to a Whistleblower Protection Officer. A Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. Anonymous disclosures of Reportable Conduct are protected under the Corporations Act. A Whistleblower can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. If an Employee chooses to disclose Reportable Conduct anonymously, this may hinder the ability of the Company to fully investigate the matter and take action in relation to it. . It is for this reason that the Company encourages a Whistleblower to disclose their identity when making a report so that they can contribute to the investigation and can be updated afterwards. Reports that involve a threat to life or property, illegal activities or legal action against the Group may require actions that do not allow for complete anonymity. Paragraph 5.2 of this Policy provides further information in relation to the protection of a Whistleblower's confidentiality.

At all times, the Company will comply with its obligations with respect to confidentiality and the anonymity of Whistleblowers under the Corporations Act.

4. Handling of reports

4.1 Timely review of reported conduct

All reports of Reportable Conduct to an internal Eligible Recipient will be investigated by a Whistleblower Protection Officer on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for:

- (a) protecting Whistleblowers from personal disadvantage as a result of making a report under this Policy;
- (b) coordinating the investigation into any report received from a Whistleblower;
- (c) documenting and handling all matters in relation to the report and investigation; and
- (d) finalising all investigations.

The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Whistleblowing Protection Investigation Process

Where an individual has identified themselves in the report, the Whistleblower Protection Officer will contact the individual as soon as possible after the report is received. The Whistleblower Protection Officer will consider the most appropriate course of action. This might include referring the matter to an internal or external investigator to investigate the alleged conduct.

The investigator is responsible for conducting the investigation in a prompt and fair manner. The investigator is tasked with assessing, investigating and substantiating or refuting the report. The investigator will also make recommendations to the Company about what course of action, if any, should be taken as a result of the report.

During the investigation, the investigator may conduct interviews and collect any necessary information.

Depending on the nature and seriousness of the report, the Company may refer the matter to the Police, a regulator or a law enforcement authority.

At the conclusion of the investigation, a confidential report will be provided to the Company and the Company will ultimately decide what action should be taken.

4.4 Rights of person who is alleged to have acted improperly

A person who is the subject of an investigation is entitled to be:

- (a) informed as to the substance of the report or other document arising out of any such investigation; and
- (b) given a reasonable opportunity to put their case to the Whistleblower Protection Officer who is investigating the report or any other investigator investigating the report.

4.5 Whistleblower will be kept appropriately informed

Unless it is inappropriate due to the legal process or for confidentiality reasons, the Whistleblower will be kept appropriately informed of the progress of action taken in respect of their report and informed of the outcome.

4.6 Confidentiality

The Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the Whistleblower without obtaining the Whistleblower's prior consent, subject to any requirements of applicable law as referred to in paragraph 5.2 of this Policy. Any such disclosure to which the Whistleblower consents will be made on a strictly confidential basis.

As far as is practicable and lawful, reports will be treated in a confidential and sensitive manner, and only disclosed to a third party on a "need to know" basis, for example:

- (a) reporting to the Police and other law enforcement agencies, prosecutorial authorities or regulators where there is a suspected breach of the law;
- (b) for the purpose of court proceedings;
- (c) otherwise as required by law;
- (d) for the purpose of carrying out an investigation; or
- (e) for the purpose of carrying out a recommendation made regarding a report.

If a Whistleblower wishes to remain anonymous, all reasonable steps will be made to protect the anonymity of the Whistleblower. However, there may be situations where anonymity cannot be guaranteed, for example, where it is self-evident from the nature of the report.

Where the disclosure of a Whistleblower's identity is unavoidable the Company will advise the Whistleblower beforehand if it is reasonably practicable to do so.

When making a report under this Policy, employees will not be considered to have breached an obligation under an employment contract or company policy which requires him or her to maintain confidentiality which would otherwise restrict the disclosure of information.

Any individual who has made a report under this Policy, or is taking part in the investigatory process, must maintain confidentiality during and after the investigation.

All files and records created from an investigation will be retained under strict security. The unauthorised release of information without a Whistleblower's consent to any person not involved in the investigation (other than the Audit & Risk Management Committee) is a breach of this Policy, subject to any requirements of applicable law, which may result in disciplinary action including dismissal.

The Audit & Risk Management Committee will receive copies of all investigation reports from Whistleblower Protection Officers. Anonymity and confidentiality requirements will be observed by the Audit & Risk Management Committee.

5. Protection of Whistleblowers

Whistleblowers are protected by the law in relation to the following matters:

- (a) protection from detrimental acts or omissions;
- (b) identity protection (confidentiality);
- (c) compensation and remedies; and
- (d) civil, criminal or administrative liability.

These protections apply not only to disclosures to internal Eligible Recipients, but to disclosures to legal practitioners, regulatory and other external bodies, and Public Interest and Emergency Disclosures that are made in accordance with the Corporations Act.

5.1 Protection from detrimental acts or omissions

To the maximum extent practicable, a person who identifies himself or herself to the Company and genuinely discloses an allegation or concern about Reportable Conduct will be protected from victimisation.

Victimisation includes, but is not limited to, discrimination, harassment, adverse treatment in relation to that person's employment, intimidation or threats.

A Whistleblower is protected from victimisation even if the allegations prove to be incorrect or unsubstantiated. Likewise, any individual who participates in or assists in an investigation, will also be protected from victimisation. The Company will treat any victimisation very seriously and will take appropriate action against the perpetrator including, where appropriate, disciplinary action up to and including dismissal.

Whistleblowers that report a concern in good faith under this Policy must not be personally disadvantaged by:

- (a) dismissal;
- (b) demotion;
- (c) any form of bullying or harassment;
- (d) discrimination; or
- (f) current or future bias.

If an individual is found to have knowingly, vexatiously or recklessly made a false, trivial, malicious, fraudulent or dishonest report, the Company will take appropriate disciplinary action, which may include dismissal or termination of a contractor or consultant's agreement.

Any such retaliatory action or victimisation in reprisal for a report being made under this Policy will be treated as serious misconduct and will result in disciplinary action, which may include dismissal.

The Whistleblower is not, however, protected from civil or criminal liability for any of his or her conduct which may be revealed by the report. The Company acknowledges that the act of whistleblowing should not shield individuals from the reasonable consequences flowing from any involvement in Reportable Conduct. However, if a Whistleblower reports such conduct and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions which may be taken against them.

5.2 Identity protection (confidentiality)

A person cannot disclose the identity of a Whistleblower or information that is likely to lead to the identification of the Whistleblower (which they have obtained directly or indirectly because the Whistleblower made a disclosure about Reportable Conduct). However, a person may disclose the identity of the Whistleblower:

- (a) to ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the *Australian Federal Police Act 1979* (Cth));
- (b) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
- (c) to a person or body prescribed by Corporations Act; or
- (d) with the consent of the Whistleblower.

A person can disclose the information contained in a disclosure about Reportable Conduct with or without the Whistleblower's consent if:

- (a) the information does not include the Whistleblower's identity;
- (b) the Company has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
- (c) it is reasonably necessary for investigating the issues raised in the Whistleblower's disclosure.

It is illegal for a person to identify a Whistleblower, or disclose information that is likely to lead to the identification of a Whistleblower, outside the exceptions referred to above. A Whistleblower can lodge a complaint with the Company about a breach of confidentiality by contacting the Whistleblower Protection Officer. A Whistleblower may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

5.3 Compensation and other remedies

A Whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of a Whistleblower's disclosure; and
- (b) the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Individuals are encouraged to seek independent legal advice about these matters.

5.4 Civil, Criminal and administrative liability protection

A Whistleblower is protected from any of the following in relation to their disclosure:

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

These protections do not grant immunity for any misconduct a Whistleblower has engaged in that is revealed in their disclosure about Reportable Conduct.

The Company and its subsidiaries are committed to full compliance with these protective provisions.

6. Other matters

6.1 Amendment of policy

This Policy can only be amended with the approval of the Board.

6.2 Adoption of Policy and Board review

This Policy was adopted by the Board on 4 June 2014, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically at its discretion. The Company Secretary will communicate any amendments to employees as appropriate.

6.3 No contractual force

Employees are required to comply with this policy, but it does not impose any contractual obligations on the Company or provide the basis for any legal claims against it.

6.4 Policy Availability

This Policy is made available to officers and employees of the Company by:

- (a) posting the Policy on the staff intranet;
- (b) posting information on staff noticeboards; and
- (c) incorporating the Policy in employee induction information packs and training for new starters.

6.5 Support

The Company will support Whistleblowers and protect Whistleblowers from detriment. Depending on the circumstances, such support may include the following matters:

- (a) the Whistleblower will be referred to in a gender-neutral context to protect anonymity;
- (b) disclosures by Whistleblowers to internal Eligible Recipients will be handled and investigated by qualified staff.
- (c) all paper and electronic documents and other materials relating to a Whistleblower's disclosure will be stored securely;
- (d) access to all information relating to a Whistleblower's disclosure will be limited to those directly involved in managing and investigating the Reportable Conduct;
- (e) the employee assistance program is available to Whistleblowers.

Schedule 1 Definitions

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

Corporations Act means *Corporations Act 2001* (Cth) and its regulations.

Corporations Legislation has the meaning given to that term in section 9 of the Corporations Act, and includes the Corporations Act and Australian Securities and Investments Commission Act 2001 (Cth).

Eligible Whistleblower means: an individual who is, or has been, any of the following:

- (a) an officer, employee or associate of the Company;
- (b) an individual who supplies services or goods to the Company (whether paid or unpaid) or their employee;
- (c) a relative of an individual referred to above;
- (d) a dependant of an individual referred to above or such an individual's spouse;
- (e) an individual prescribed by the regulations for the purposes of this paragraph in relation to the regulated entity; or
- (f) any other person who may be prescribed as an eligible whistleblower under the Corporations Act or Taxation Administration Act

Employees include any director, secretary, officer, employee, secondee, contractor or doctor (whether engaged directly or through a contractor) of a member of the Group.

General Manager means an employee who is employed by the Company as such.

Group means the Company and its subsidiaries.

Reportable Conduct means misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company. It includes but is not limited to matters that qualify for protection under the tax whistleblower regime under the Taxation Administration Act, as well as conduct by the Company or a related body corporate of the Company (or any of their respective officers or employees) that:

- (a) constitutes fraud, negligence, default, breach of trust or breach of duty;
- (b) constitutes an offence against, or a contravention of, a provision of any of the following:
 - (i) the Corporations Act;
 - (ii) the Australian Securities and Investments Commission Act 2001 (including the regulations made under that Act)
 - (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) an instrument made under an Act referred to above;
- (c) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- (d) represents a danger to the public or the financial system;
- (g) is prescribed by the Corporations Act for the purposes of section 1317AA(4) or 1317AA(5) of the Corporations Act;

- (h) is illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- (i) is fraud, money laundering or misappropriation of funds;
- (j) is offering or accepting a bribe;
- (k) is a failure to comply with, or breach of, legal or regulatory requirements; and
- (l) is detrimental against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure of Reportable Conduct under this Policy.

Whistleblower means an Eligible Whistleblower who makes a disclosure about Reportable Conduct to an Eligible Whistleblower who makes an Emergency Disclosure or Public Interest Disclosure.

Whistleblower Protection Officer means a General / Regional Manager or other person nominated by the Company whose key responsibilities include those identified at paragraph 4.2 of this Policy. The name and contact details of the Company's current Whistleblower Protection Officer, other than the General / Regional Managers, is identified in paragraph 3 of this Policy.