



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 Employees to raise any concerns and report instances, or suspected instances, of Reportable Conduct in good faith 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 additional procedures and protections that apply to whistleblowers under the Corporations Act in relation to the reporting of possible breaches of the Corporations Act. Paragraph 5.2 of this Policy explains these procedures and protections.

The Company does not tolerate:

- (a) Reportable Conduct by its employees, contractors and other personnel; or
- (b) victimising, penalizing, or dismissing any person who comes forward to disclose actual or suspected Reportable Conduct in good faith.

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

This Policy applies to all Employees who wish to report Reportable Conduct regarding the Company's activities or those of its employees, contractors or other personnel.

Other persons (such as the Company's contractors and consultants) may also use the procedures in this Policy.

This Policy does not deal with general employment grievances which do not constitute Reportable Conduct (it is noted that separate procedures exist to deal with general employment grievances or complaints by a person about their own employment or situation).

3. Reporting conduct

3.1 How to report conduct

An employee, contractor or other personnel of the Company making a report must do so if they have an honest and reasonable suspicion that Reportable Conduct has occurred, is occurring or is likely to occur.

Employees can report Reportable Conduct to:

- (a) their immediate General / Regional Manager; or
- (b) if the Employee feels unable to raise the Reportable Conduct with their General / Regional Manager, the Whistleblower Protection Officer identified in paragraph 3.2 of this Policy.

When making a report, employees should provide 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; and
- (c) any evidence to support the allegation of Reportable Conduct.

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 on 0417 114 208 or by email at - jczyzewski@monashivfgroup.com.

3.3 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 by sending written reports directly to a Whistleblower Protection Officer. 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. Further, it may in certain circumstances prevent the whistleblower from accessing additional protections at law (refer paragraph 5.2 of this Policy). 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.

4. Handling of reports

4.1 Timely review of reported conduct

All reports of Reportable Conduct 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.

If the report is submitted on an anonymous basis there will be no follow-up meeting regarding the report and the Company will be unable to communicate with the Whistleblower if more information is required, or if the matter is to be referred to an investigator.

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. 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

5.1 General protections

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 Protection under the Corporations Legislation

The Corporations Act provides additional protections in relation to the reporting of a possible contravention of the Corporations Legislation. A disclosure of information by a person qualifies for protection under the Corporations Act if:

- (a) the Whistleblower is an officer or employee of a Group company, a contractor (who has a contract for the supply of services or goods to the Company) or an employee of such a contractor;
- (b) the report is made to:
 - (i) ASIC;
 - (ii) the Company's auditor, or a member of the audit team;
 - (iii) a director, secretary or senior manager of the Company (for example, the immediate General / Regional Manager of the Whistleblower); or
 - (iv) a person authorised by the Company to receive disclosures of that kind (that is, a Whistleblower Protection Officer);
- (c) the Whistleblower provides their name before making the report. Anonymous reports are not protected under the Corporations Legislation;
- (d) the Whistleblower has reasonable grounds to suspect that the information indicates that there has been a contravention of the Corporations Legislation by the Company or any of its officers or employees;
- (e) the disclosure is made in good faith.

If these conditions are met, the Corporations Act provides the following protections to the Whistleblower:

- (a) The Whistleblower is not subject to any civil or criminal liability for making the disclosure. The Whistleblower is not, however, protected from civil or criminal liability for any of its conduct which may be revealed by the report.
- (b) No contractual or other remedy may be enforced or exercised against a Whistleblower on the basis of the disclosure, and a contract to which the Whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.
- (c) If the Company purports to terminate the employment of a Whistleblower on the basis of the disclosure, a court may order that the Whistleblower be reinstated to the same position or a position at a comparable level.
- (g) The Whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment.
- (e) Subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the Whistleblower's identity or information likely to lead to identification of the Whistleblower.

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.

Schedule 1 Definitions

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

Corporations Act means *Corporations Act 2001* (Cth).

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).

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 conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes but is not limited to conduct that:

- (a) is against the law or is a failure by the Company to comply with any legal obligation;
- (b) is unethical or breaches the Company's policies or Code of Conduct;
- (c) is dishonest, fraudulent or corrupt;
- (d) is coercion, bullying, harassment, victimisation or discrimination;
- (e) is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company);
- (f) is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- (g) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company; or
- (h) involves any other serious impropriety.

Whistleblower means an Employee who makes a report to the Company and/or a regulatory authority about Reportable Conduct within the Company/Group.

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.