



COMPUMEDICS
L I M I T E D

WHISTLEBLOWER POLICY

1. Introduction and overview

Compumedics Limited and its subsidiaries (**Compumedics**) are committed to the highest standards of conduct and ethical behaviour and to promoting and supporting a culture of honesty and good corporate governance.

Whistleblowing refers to raising concerns about potential, suspected or actual misconduct within the Compumedics group.

Compumedics is also committed to creating and supporting a culture where employees, contractors, directors, officeholders, shareholders and third parties, such as suppliers, feel comfortable and supported in whistleblowing without fear of retaliation. All relevant stakeholders are encouraged to speak up if they suspect wrongdoing.

The Board of Compumedics is ultimately responsible for ensuring that Compumedics has an appropriate risk management framework to identify and manage risk on an on-going basis. This Policy forms part of Compumedics' risk management system and corporate governance framework.

This Whistleblower Policy (**Policy**) has been developed in support of these commitments and to comply with relevant Australian law. The Policy sets out the circumstances in which whistleblowing protection will apply, as well as the procedures Compumedics has in place to investigate and protect whistleblower disclosures.

2. Purpose of Whistleblower Policy

The purpose of the Policy is to encourage responsible whistleblowing and to provide information relating to the protections given to whistleblowers under Australian law. The Policy is an important part of Compumedics' risk management and corporate governance framework.

The *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) provide protections for whistleblowers (**Whistleblower Protection Scheme**).

The Policy contains information about the Whistleblower Protection Scheme including:

- (a) who is protected by the Whistleblower Protection Scheme;
- (b) the types of disclosures that qualify for protection;
- (c) who disclosures can be made to and how they can be made;

- (d) the protections available to whistleblowers;
- (e) how Compumedics will support whistleblowers and protect them from detriment;
- (f) how Compumedics will investigate disclosures;
- (g) how Compumedics will ensure fair treatment of employees who are the subject of or are mentioned in disclosures; and
- (h) how this Policy is to be made available to officers and employees of Compumedics.

3. Scope of the Whistleblower Protection Scheme

A disclosure of information will qualify for protection under the Whistleblower Protection Scheme if it is a '**disclosable matter**' (see below) made by an '**eligible whistleblower**' (see below) to:

- (a) the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulatory Authority, the Commissioner of Taxation (in relation to tax matters) or a prescribed Commonwealth authority;
- (b) an 'eligible recipient' (see below); and
- (c) the discloser has 'reasonable grounds' to 'suspect' that the disclosed information concerns a disclosable matter.

Disclosures made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the Whistleblower Protection Scheme is also protected.

Certain public interest disclosures (see paragraph 9 below) and emergency disclosures (see paragraph 10 below) also qualify for protection.

4. Who is an eligible whistleblower?

4.1 The following individuals are capable of being "eligible whistleblowers":

- (a) an officer of Compumedics, which for the purposes of this Policy includes a director or company secretary of Compumedics;
- (b) an employee of Compumedics;

- (c) an individual who supplies goods or services to Compumedics, whether paid or unpaid (which may include, among others, contractors, consultants and service providers);
- (d) an employee of a person who supplies goods or services to Compumedics, whether paid or unpaid;
- (e) individual who previously held any of the above positions or functions; and
- (f) an “associate” of Compumedics;
- (g) a relative, dependent or spouse of the above persons.

5. What is a disclosable matter?

5.1 Information is a “disclosable matter” if the discloser has reasonable grounds to suspect that it:

- (a) concerns misconduct (including fraud, negligence, default, breach of trust and breach of duty) in relation to Compumedics or one of its related bodies corporate;
- (b) concerns an improper state of affairs or circumstances in relation to Compumedics or one of its related bodies corporate;
- (c) indicates Compumedics, a related body corporate or one of its or their officers or employees has engaged in conduct that constitutes an offence against, or a contravention of the:
 - (i) *Corporations Act 2001* (Cth); or
 - (ii) *Australian Securities and Investments Commission Act 2001* (Cth);
 - (iii) *Banking Act 1959*,
 - (iv) *Financial Sector (Collection of Data) Act 2001*,
 - (v) *Insurance Act 1973*;
 - (vi) *Life Insurance Act 1995*;
 - (vii) *National Consumer Credit Protection Act 2009*; or
 - (viii) *Superannuation Industry (Supervision) Act 1993*,

or any instrument made under either of these Acts.

- (d) indicates that Compudmedics or a relate body corporate has engaged in conduct that:
 - (i) constitutes an offence against or a contravention of any other law of the Commonwealth that is punishable by imprisonment for 12 months or more; or
 - (ii) represents a danger to the public or the financial system; or
 - (iii) is prescribed by regulation.

The misconduct or an improper state of affairs can also be in respect of tax affairs.

Disclosable matters do not necessarily involve a contravention of a law. For example, 'misconduct or an improper state of affairs or circumstances' could involve conduct that, whilst not unlawful, indicates a systemic issue of concern that the relevant regulator should know about to properly perform its functions.

It may also relate to dishonest or unethical behaviour and practices, conduct that may cause harm, or conduct prohibited by standards or code(s) of conduct. Also, information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is a disclosable matter, even if it does not involve a breach of a particular law.

Reasonable grounds for disclosure

As noted above, in order to obtain protection under the Whistleblower Protection Regime, an eligible whistleblower who makes a disclosure must have 'reasonable grounds to suspect' that the information related to or indicated the relevant matter (or matters) referred to above.

This means that even if a disclosure turns out to be incorrect or unsubstantiated, the protections will still apply provided the eligible whistleblower had reasonable grounds to suspect that the information related to or indicated the relevant matter.

Disclosures that are not about a disclosable matter are not covered by this Policy and do not qualify for protection under the Whistleblower Protection Scheme. However, such disclosures may be protected under other legislation, such as the *Fair Work Act 2009* (Cth), for example, personal work-related grievances (set out below).

6. Who can receive a disclosure?

For the protections under the Whistleblower Protection Scheme to apply, a disclosure must be made directly to an **'eligible recipient'**.

If you are an eligible whistleblower your disclosure qualifies for protection from the time it is made to an eligible recipient, regardless of whether you or the recipient recognises that the disclosure qualifies for protection at that time.

An "eligible recipient" is any one of the following:

- (a) a director or officer or senior manager of Compumedics;
- (b) an auditor (internal or external) of Compumedics or a member of the auditing team;
- (c) an actuary of Compumedics; or
- (d) a person authorised by Compumedics to receive disclosable matters.

For the purposes of this Policy, an 'auditor' is an external person or entity acting in that capacity to review or audit financial reports of Compumedics as required by the *Corporations Act 2001* (Cth).

For matters relating to the tax affairs of Compumedics only, an eligible recipient is:

- (a) a director or officer or senior manager of Compumedics;
- (b) an auditor (internal or external) of Compumedics or a member of the auditing team;
- (c) an actuary of Compumedics;
- (d) a person authorised by Compumedics to receive disclosable matters;
- (e) any registered tax agent or BAS agent who provides tax agent or BAS services to Compumedics; or
- (f) a Compumedics employee who has functions or duties that relate to the tax affairs of Compumedics.

Compumedics encourages you to make a disclosure internally to the individuals set out below (Authorised Recipient), each of whom has the relevant experience or training to deal with such matters.

Director and Chief Financial Officer	Chairman and Chief Executive Officer
Mr David Lawson Compumedics Limited 30-40 Flockhart Street, Abbotsford Victoria 3067 Email: cmpwhistleblow@compumedics.com.au Phone: 03 8420 7300	Mr David Burton Compumedics Limited 30-40 Flockhart Street, Abbotsford Victoria 3067 Email: cmpwhistleblow@compumedics.com.au Phone: 03 8420 7300

If you do not feel comfortable raising a disclosable matter with any of the above Authorised Recipients, you can raise it with any of the eligible recipients referred to above.

As noted above, disclosure may also be made to a legal practitioner for the purpose described above and certain public interest disclosures (paragraph 9 below) and emergency disclosures (paragraph 10 below) are also protected.

7. Work related grievances

Disclosures that relate solely to personal work-related grievances do not usually qualify for protection under the Whistleblower Protection Scheme.

A disclosure will concern a personal work-related grievance of the Disclosing Person if the information:

- (a) concerns a grievance about any matter in relation to the discloser's employment, or former employment, having or tending to have implications for the discloser personally;
- (b) does not have significant implications for Compumedics unrelated to the disclosing person;
- (c) does not concern conduct or alleged conduct that relates to 5.1(c) or (d) or above (in summary conduct in breach of any of the legislation listed, offences against Commonwealth law

punishable by at least 12 months imprisonment, conduct that represents a danger to the public or the financial system or which is prescribed by regulation.

Examples of disclosures regarding personal work-related grievances that may not qualify for protection include:

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

A disclosure of a personal work-related grievance may still qualify for protection if it:

- (a) concerns a disclosable matter that is accompanied by a personal work-related grievance;
- (b) concerns a potential breach of Commonwealth laws punishable by a period of imprisonment of 12 months or more;
- (c) concerns any Compumedics entity engaging in conduct that represents a danger to the public;
- (d) concerns any Compumedics entity engaging in misconduct that extends beyond the disclosing person's personal circumstances;
- (e) concerns allegations that the disclosing person or another person has suffered, or has been threatened with, detriment as a result of the disclosing person disclosing a disclosable matter; or
- (f) involves a disclosing person seeking legal advice about the operation of the Whistleblower Protection Scheme.

8. How to make a disclosure

Disclosures can be made in person, telephone, email or in writing to one or more of the eligible recipients (see paragraph 6 above).

Compumedics encourages eligible whistleblowers who have reasonable grounds to suspect a disclosable matter to make a disclosure to the eligible recipients named in 6 by:

- (a) emailing David Lawson or David Burton ("Authorised Person") (see above for email addresses); or
- (b) contacting an Authorised Person directly (see contact details above).

If a disclosable matter relates to, or may give rise to a conflict with an Authorised Person, then Compumedics encourages eligible whistleblowers to make disclosure to:

- (a) Tucson Dunn, the Audit Committee Chair.

Anonymous disclosures

It is preferred that an eligible whistleblower identify themselves when disclosing a disclosable matter as this usually assists in the investigative process. However, an eligible whistleblower can choose to make a disclosure anonymously. For example, they may do so because of concerns about their identity becoming known.

If such concerns exist, an eligible whistleblower may prefer to adopt a pseudonym for the purposes of their disclosure (not their true name) or to create an anonymous email address to submit their disclosure to an Authorised Recipient.

Regardless, anonymous disclosures are still capable of being protected under the Whistleblower Protection Scheme.

9. Public interest disclosures

There is an additional category of disclosures called 'public interest disclosures' that qualify for protection.

These can be made to journalists and members of Parliament (Commonwealth, State or Territory) but only if the eligible whistleblower complies with the following strict requirements:

- (a) the eligible whistleblower must have first made a qualifying disclosure to ASIC, APRA or a prescribed Commonwealth authority;
- (b) at least 90 days has passed since the qualifying disclosure was made;
- (c) the eligible whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the qualifying disclosure related;
- (d) the eligible whistleblower has reasonable grounds to believe that making a public interest disclosure would be in the public interest;
- (e) after 90 days has passed, the eligible whistleblower must give the body to which the qualifying disclosure was originally made, a written notification that:
 - (i) includes sufficient information to identify the qualifying disclosure; and
 - (ii) states that the eligible whistleblower intends to make a public interest disclosure; and
- (f) the extent of the information disclosed in the public interest disclosure is no greater than to inform the journalist or member of Parliament of the misconduct or improper state of affairs or circumstances, or other conduct falling within the scope of the Whistleblower Protection Scheme.

10. **Emergency disclosures**

There is an additional category of disclosures called 'emergency disclosures' that qualify for protection.

These can be made to journalists and members of Parliament but only if the discloser complies with the following strict requirements:

- (a) the discloser must have first made a qualifying disclosure to ASIC, APRA or a prescribed Commonwealth authority;
- (b) the discloser has reasonable grounds to believe that information concerns a substantial and imminent danger to the

health or safety of one or more persons or to the natural environment;

- (c) the discloser gave notice to the body to which the qualifying disclosure was made that states:
 - (i) that they intend to make an emergency disclosure; and
 - (ii) includes sufficient information to identify the qualifying disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

11. Protections for whistleblowers

The Whistleblower Protection Scheme contains important protections relating to confidentiality and detriment that apply to eligible whistleblowers who report disclosable matters in accordance with the Whistleblower Protection Scheme outlined in this Policy.

Compumedics regards breaches of these protections very seriously and may take legal or disciplinary action against anyone for doing so. Civil and criminal sanctions may apply for breaches of these protections.

If you have any particular concerns about this, you can raise them with an Authorised Recipient (see paragraph 6 above).

12. Confidentiality

Strict confidentiality obligations apply in respect of any disclosures that qualify for protection under the Whistleblower Protection Scheme.

Unless the eligible whistleblower consents or one of the other exceptions apply, it is a breach of the law for a person to disclose an eligible whistleblower's identity or any information that may lead to their identification.

Compumedics is committed to ensuring the confidentiality of eligible whistleblowers. Compumedics may request ask eligible whistleblowers to consent to the disclosure of their identity -or information that may lead to their identification where this is necessary to appropriately investigate and resolve the matter and/or prevent the disclosable matter occurring again.

If an eligible whistleblower does not consent to their identity being disclosed, it will still be lawful to disclose their identity to:

- (a) ASIC or APRA;
- (b) the Australian Federal Police (AFP);
- (c) the Commissioner of Taxation (in relation to tax matters);
- (d) a legal practitioner for the purposes of obtaining legal advice or legal representation about the disclosure; or
- (e) to a body prescribed by the Corporations Regulations.

It will also be lawful to disclose information that may lead to the identification of the individual if this is reasonably necessary for the purpose of investigating the disclosure (provided Compumedics takes all reasonable steps to reduce the risk that the eligible whistleblower will be identified as a result of the disclosure).

ASIC or the AFP can disclose the identity of an eligible whistleblower, or information that is likely to lead to the identification of the discloser, to a Commonwealth, State or Territory authority to help the authority in the performance of its functions or duties.

If there is a breach of confidentiality, an eligible whistleblower can lodge a complaint with an eligible recipient or a regulator such as ASIC for investigation.

13. Protection for eligible whistleblowers

An eligible whistleblower is protected from any civil liability, criminal liability, administrative liability (including disciplinary action) for making a qualifying disclosure in accordance with the Whistleblower Protection Scheme and no contractual or other remedy may be enforced or exercised, against the eligible whistleblower on the basis of a qualifying disclosure.

However, the protections do not grant protection for any misconduct a Discloser has engaged in that is revealed in their disclosure.

Detriments and threats of detriment prohibited

The protections also make it unlawful for a person to engage in conduct against another person that causes or will cause a detriment:

- (a) in circumstances where the person believes or suspects that the other person or another person made, may have made,

proposes to make or could make a disclosure that is protected under the Whistleblower Protection Scheme; and

- (b) the belief or suspicion held by that person is the reason or part of the reason for their conduct.

Threats may be express or implied, conditional or unconditional.

Threats of detriments will also be unlawful if the person making the threat intended to cause fear that a detriment would be carried out or was reckless as to whether the person against who it was directed would fear the threatened detriment being carried out.

The meaning of 'detriment' is very broad and includes:

- (a) dismissing an employee;
- (b) injuring an employee in their employment;
- (c) altering an employee's position or duties to their disadvantage;
- (d) discriminating between an employee and other employees;
- (e) harassing or intimidating a person;
- (f) harming or injuring a person;
- (g) damaging a person's property, reputation, business or financial position;
- (h) any other damage to a person.

It may be necessary as a result of a disclosure to take reasonable action to protect an eligible whistleblower from detriment (for example changing the person's manager if the disclosure relates to the manager). This conduct will not constitute be detriment. A disclosure will also not prohibit Compumedics from managing (in the ordinary way) any separate performance issues that may affect the work of an eligible whistleblower.

A whistleblower may be subject to disciplinary action if, in the course of investigating a disclosure, Compumedics determines that the eligible whistleblower was complicit in the misconduct or improper state of affairs or has otherwise acted in an improper way.

If an eligible whistleblower believes they have suffered detriment they can lodge a complaint with an eligible recipient or with a regulator such as ASIC for

investigation. An eligible whistleblower can also seek their own independent legal advice.

Courts are given broad scope to make orders remedying a detriment or threatened detriment. These include injunctions, compensation orders (including against individual employees and their employer), reinstatement, exemplary damages and the making of apologies.

Civil and criminal sanctions also apply to breaches of the Whistleblower Protection Scheme.

Disclosures may also amount to the exercise of a workplace right by an employee or contractor. Compumedics and its employees are prohibited under the Fair Work Act 2009 (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

14. How will a disclosure be dealt with?

Compumedics will acknowledge receipt of a disclosure within a reasonable period, assuming the 'eligible whistleblower' can be contacted (including through anonymous channels).

Compumedics will assess disclosures to determine whether:

- (a) they fall within the Whistleblower Protection Scheme; and
- (b) an investigation is required –and if so, how that investigation should be carried out.

Where practicable, Compumedics will keep the eligible whistleblower informed of the steps taken or to be taken (or if no action is to be taken, the reason for this), and provide appropriate updates, including about the completion of any investigation.

However, the extent of the information provided, or whether it will be provided at all, will be subject to applicable confidentiality considerations, legal obligations and any other factors Compumedics considers relevant in the particular situation.

Compumedics may not be able to undertake an investigation, or provide information about the process etc, if it is not able to contact the discloser, for example, if a disclosure is made anonymously and has not provided a means of contact.

15. Support and fair treatment

Compumedics is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to the Compumedics' operations.

Compumedics is also committed to protecting eligible whistleblowers from detriment. When a qualifying disclosure under the Whistleblower Protection Scheme is made, Compumedics will reiterate the requirements of this Policy to relevant individuals to ensure the protections are not undermined.

Disciplinary action up to and including dismissal may be taken against any person who causes or threatens to cause any detriment against a protected whistleblower.

16. Disclosures with no basis

A discloser will only be protected if they have objectively reasonable grounds to suspect that the information that they disclose concerns misconduct or an improper state of affairs or circumstances or other conduct falling within the scope of the Whistleblower Protection Scheme.

The protections under the Whistleblower Protection Scheme will not extend to vexatious complaints or complaints with no basis.

Depending on the circumstances, it may be appropriate for Compumedics to take disciplinary action against any person who does not have objectively reasonable grounds for their disclosure. Such action may include the termination of employment.

17. How will this Policy be made available?

This Policy will be made available to employees and officers via Compumedics internal documentation control system and provided to all officers via email and made available on Compumedics' website.