

## WHISTLEBLOWER POLICY

### 1. Introduction

This policy applies to Nova Eye Medical Limited and all of its related bodies corporate (Nova Eye). This policy sets out how disclosures made by whistleblowers will be handled by Nova Eye and the protections available to whistleblowers.

### 2. Definitions

**Associate** means an associate within the meaning of the Corporations Act, or in respect of disclosures relating to Nova Eye's Tax Affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

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

**Detriment** includes:

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

**Disclosable Matters** means:

- (a) information which concerns misconduct or an improper state of affairs or circumstances in relation to Nova Eye;
- (b) information which indicates that Nova Eye or an Officer or employee of Nova Eye has engaged in conduct which:
  - (i) constitutes an offence or contravention of the Corporations Act, the *Australian Securities and Investments Commission Act 2001* (Cth) or an instrument made under either of those Acts; or
  - (ii) constitutes an offence against Commonwealth legislation punishable by imprisonment for 12 months or more; or
  - (iii) represents a danger to the public or the financial system;
- (c) in relation to disclosures to the Commissioner of Taxation, information which the Whistleblower or potential Whistleblower considers may assist the Commissioner of Taxation to perform his or her duties in relation to Nova Eye;
- (d) information which indicates misconduct, or an improper state of affairs or circumstances in relation to the Tax Affairs of Nova Eye or an Associate of Nova Eye where the Whistleblower or potential Whistleblower considers the information may assist the relevant Eligible Recipient to perform his or her functions or duties.

**Eligible Person** refer Part 3 of this policy below.

**Eligible Recipient** means:

- (a) Officers and Senior Managers of Nova Eye;
- (b) an auditor or member of audit team conducting an audit of Nova Eye;
- (c) any actuary of Nova Eye;
- (d) if the disclosure relates to Nova Eye's Tax Affairs:
  - (i) an auditor or member of audit team conducting an audit of Nova Eye;
  - (ii) a registered tax agent or BAS agent who provides tax agent services or BAS agent services to Nova Eye;
  - (iii) a director, secretary or Senior Manager of Nova Eye;
  - (iv) an employee or Officer of Nova Eye with functions or duties relating to Nova Eye's Tax Affairs.

**Nova Eye Personnel** means all Nova Eye employees, directors, Officers, contractors and consultants.

**Family Members** means an individual's Relatives and dependents, and the dependents of the individual's Spouse.

**Officer** has the meaning given in the Corporations Act.

**Personal Work-Related Grievance** is a grievance which relates to an individual's current or former employment and which has implications for that individual personally but which does not:

- (a) relate to victimisation of a Whistleblower;
- (b) have significant implications (which do not relate to the individual) for Nova Eye or another entity; and
- (c) concern conduct or alleged conduct referred to in paragraph (b) of the definition of Disclosable Matters.

**Relative** has the meaning given in the Corporations Act (which includes a Spouse, parent, child, brother or sister of a person).

**Senior Manager** has the meaning given in the Corporations Act (which includes a person other than a director or secretary who makes or participates in making decisions that affect the whole or a substantial part of corporation's business or who has capacity to significantly affect the corporation's financial standing).

**Spouse** means an individual's married, de facto or registered partner.

**Tax Administration Act** means the *Tax Administration Act 1953* (Cth).

**Tax Affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation.

### 3. Who is a "Whistleblower"?

A whistleblower is an Eligible Person (see below) who discloses a Disclosable Matter to an Eligible Recipient (each of these is defined in Part 2 above) or to one of the external parties listed in Part 4 below (**Whistleblower**).

**Eligible Person** means current and former:

- (a) employees and Officers of Nova Eye;
- (b) suppliers to Nova Eye of goods or services (paid or unpaid) and their employees;
- (c) Associates of Nova Eye; and
- (d) Family Members of the persons listed in (a) to (c) above.

#### 4. Disclosures

To make a disclosure, a Whistleblower ought to have reasonable grounds to suspect or which indicate that the information which will be disclosed relates to a Disclosable Matter.

Disclosable Matters may be disclosed to an Eligible Recipient by email, phone, mail or in person. A disclosure may be made on an anonymous basis.

Personal Work-Related Grievances are not Disclosable Matters and are outside the scope of this policy (but may be raised with Human Resources who will discuss the matter with you on a confidential basis).

Disclosures of Disclosable Matters may also be made (i.e. in addition to disclosure of the matter to an Eligible Recipient) to the following external parties:

- (a) Australian Securities and Investments Commission (**ASIC**);
- (b) Australian Prudential Regulation Authority (**APRA**);
- (c) Commissioner of Taxation (for information which may assist the Commissioner to perform his or her functions or duties in relation to Nova Eye and its Associates); and
- (d) to a lawyer for the purpose of obtaining legal advice or representation in relation to the legislative whistleblower regimes in the Corporations Act or Taxation Administration Act (as applicable).

The whistleblower provisions in the Corporations Act also provide protection in certain circumstances in respect of disclosures made to members of parliament and journalists.

#### 5. Investigation of disclosures

An Eligible Recipient who receives a disclosure from a potential Whistleblower must provide the information disclosed to the Company Secretary (provided that person is not the subject of the disclosure, in which case the information is to be provided to the CEO) as soon as practicable.

Before providing the disclosed information, unless the potential Whistleblower has consented to the disclosure of their identity, the Eligible Recipient must remove any information which may identify the potential Whistleblower.

If a disclosure is provided to the Company Secretary (or CEO):

- (a) That person must undertake a preliminary review of the disclosure and determine

whether it is within the scope of this policy and whether a full investigation is required.

- (b) If an investigation is required, that person will appoint an investigator, being Nova Eye Personnel or an external party, with no personal interest in the subject matter of the disclosure to undertake the investigation.
- (c) If the Whistleblower has chosen not to remain anonymous, he or she will be informed of the decision regarding investigation of the disclosure.
- (d) Investigations must be carried out on a confidential basis, and objectively and fairly to all persons involved (including any person the subject of allegations having a fair opportunity to respond to allegations before any adverse finding is made). Nova Eye will ensure that investigations are appropriately resourced and carried out in a timely manner.
- (e) The outcome of an investigation, including any recommendations, must be reported in writing to the CEO (provided that person is not the subject of the disclosure, in which case disclosure will be made to the Chair of the Board). The outcome of the investigation may also be reported to the Whistleblower if he or she has chosen not to remain anonymous and the Company Secretary (or CEO) determines that it is appropriate (it may not be appropriate if, for example, legal professional privilege may be comprised).

## 6. Protections for Whistleblowers

### Legislative protections

The protections in the Corporations Act and the Tax Administration Act include:

- (a) A Whistleblower will not be subject to civil, criminal or disciplinary liability for making a disclosure.
- (b) Contractual or other remedies and rights may not be enforced or exercised against a Whistleblower for making a disclosure.
- (c) In some circumstances, information disclosed will not be admissible in evidence against a Whistleblower in criminal or penalty proceedings (other than proceedings relating to falsifying of information).
- (d) A Whistleblower must not be victimised for having made a disclosure.
- (e) A Whistleblower's identity must be kept confidential, subject to limited exceptions.

### No victimisation

Nova Eye Personnel must not cause, or threaten (expressly or impliedly, conditionally or unconditionally) to cause, any Detriment to a person for a reason which includes that they, or another person, may have made, proposes to make or could make a disclosure in accordance with this policy.

### Confidentiality

A Whistleblower's identity and any information which is likely to lead to the identification of a Whistleblower must be kept confidential unless the disclosure of identity is made:

- (a) with the Whistleblower's consent;

- (b) to ASIC, APRA or a member of the Australian Federal Police;
- (c) to a lawyer for the purpose of obtaining legal advice or representation in relation to the legislative whistleblower regimes in the Corporations Act or Taxation Administration Act; or
- (d) to the Commissioner of Taxation, if the disclosure relates to Nova Eye's Tax Affairs.

## 7. Breach

A breach of Part 6 above by Nova Eye Personnel constitutes serious misconduct, which may lead to disciplinary action. In serious cases, disciplinary action may include termination of employment or appointment.

Breaches of this policy may also contravene whistleblower provisions in the Corporations Act and Taxation Administration Act, and such contraventions may result in penalties being imposed on individuals and Nova Eye.

## 8. Reports to the Board

The Company Secretary will report to the Board at each board meeting:

- (a) whether there were any disclosures made under this policy;
- (b) whether any disclosures proceeded to investigation under Part 5 of this policy;
- (c) the status and/or outcomes of any existing investigations; and
- (d) whether any patterns of behaviour or compliance relevant to this policy are apparent or emerging and, if so (as applicable), any proposed actions taken or recommended.

## 9. Training

Nova Eye Personnel will be made aware of this policy and their rights and obligations under it as part of their induction, and via training in relation to this policy as and when arranged by Nova Eye.

Nova Eye Personnel who are Eligible Recipients will be provided with training about their responsibilities in relation to disclosures from potential Whistleblowers.

## 10. Review and Publication of this Policy

This policy will be periodically reviewed by the Board from time to time to check that it is operating effectively and whether any amendments to it are required.

This Policy will be available on the Nova Eye Medical website.