
WHISTLEBLOWER POLICY

orygen

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BACKGROUND AND OBJECTIVES

Whistleblowing can be an effective way of uncovering fraud and other misconduct which may not be identified by internal or external controls within an organisation. Orygen is committed to the principles of transparency and accountability. Consequently, Orygen encourages employees and other persons to report any behaviour that does not meet our company's ethical and lawful values or does not otherwise comply with the law.

This Policy should be read together and in conjunction with the Whistleblower Procedure and describes the way an individual can confidentially make these reports, the legal protections a whistleblower is entitled to, and the support and practical protections that Orygen will provide to a whistleblower. Orygen's Whistleblower Policy is an important tool for helping Orygen to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.

Orygen's Audit and Risk Committee will consider reports and statistics in relation to disclosures and investigations under this Whistleblower Policy. The Audit and Risk Committee will ensure that the broader trends, themes and/or emerging risks highlighted by disclosures made under this Policy are addressed and mitigated by Orygen as part of its risk management and corporate governance work plans, and will report and make recommendations to the Board in relation to appropriate actions to be taken as may be necessary.

SCOPE AND EXCLUSIONS

To outline the controls, procedures and protections available for dealing with allegations of suspected misconduct, or an improper state of affairs or circumstances.

This policy, together and in conjunction with the Whistleblower Procedure, aims to encourage and enable individuals who are aware of possible wrongdoing to have the confidence to speak up and to raise concerns in the particular manner set out within the Policy and Procedure or otherwise allowed by law in a way that affords them protections available under the law for reporting disclosures of:

- misconduct,
- an improper state of affairs or circumstances,
- or detrimental action,

by Orygen or its related bodies corporate, its employees or persons who have dealings with Orygen or its related bodies corporate.

Specific criteria, described below, need to be met regarding the type of disclosure, the person making the disclosure and the person receiving the disclosure in order for the discloser to be protected under the law.

A **Protected Disclosure** is any disclosure of information that the discloser (being an **Eligible Whistleblower**) has reasonable grounds to suspect concerns of misconduct, or an improper state of affairs or circumstances, and includes a **Disclosable Matter** (under s.1317AA of the *Corporations Act 2001 (Cth)*) and **disclosures qualifying for protection** pertaining to tax matters (under s.14ZZT of the

Taxation Administration Act 1953 (Cth)) made to an **Eligible Recipient** (including a **Whistleblower Protection Officer** named in this procedure).

Eligible Whistleblower

This policy applies to any person who is, or has been, any of the following with respect to Orygen or any related body corporate including:

- Employees;
- Staff;
- Officers (including Directors, the Company Secretary, and a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of Orygen; has the capacity to affect significantly Orygen's financial standing; or in accordance with whose instructions or wishes the directors of Orygen are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors or Orygen);
- Contractors (including sub-contractors and employees of contractors);
- Suppliers (including employees of suppliers);
- Consultants;
- Auditors;
- Associates; and
- Relatives, dependants, spouses, or dependants of a spouse of any of the above.

(collectively referred to as “you”).

You qualify for protection as a whistleblower under the *Corporations Act* if you are an eligible whistleblower in relation to Orygen and:

- (a) you have made a disclosure of information relating to a ‘disclosable matter’ directly to an ‘eligible recipient’ or to Australian Securities and Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA) or another Commonwealth body prescribed by regulation;
- (b) you have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the *Corporations Act*; or
- (c) you have made an ‘emergency disclosure’ or ‘public interest disclosure’.

Disclosures that are not about ‘disclosable matters’ do not qualify for protection under the *Corporations Act* (or the *Taxation Administration Act*, where relevant).

If the above criteria are not satisfied, then the disclosure will not be protected as a whistleblower, although you are still encouraged to report concerns on reasonable grounds either under this Whistleblower Policy or the Complaints Procedure.

You are encouraged firstly to make a disclosure to an Orygen *Whistleblower Protection Officer* (see A.3 Internal *Protected Disclosure* of this Policy). However, disclosure to any *Whistleblower Protection Officer* (see A.4, A.5 & A.6 External *Protected Disclosure* of this Policy) or other *Eligible Recipient* will also be accepted under this Policy.

When making a disclosure of a *Disclosable Matter*, you may do so anonymously or via a pseudonym. You can choose to share your identity when making a disclosure of a *Disclosable Matter*, however you are not required to. Disclosures made anonymously are still eligible for protections as *Disclosable Matters* under the *Corporations Act*.

A Whistleblower can choose to remain anonymous through the entire process, including while making a disclosure, over the course of the investigation, and after the investigation is finalised. A Whistleblower who wishes to remain anonymous should maintain ongoing two-way communication with Orygen or the Whistleblower Protection Officer, so that Orygen or the Whistleblower Protection Officer can ask follow-up questions or provide feedback. However, a whistleblower can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

Should you wish to make an anonymous or partially anonymous disclosure, Orygen and its Whistleblower Protection Officers have procedures in place to protect your identity, including:

- Redaction of all personal information or reference to the discloser witnessing an event;
- Referring to the discloser in a gender-neutral context;
- Contacting the discloser where possible to help identify certain aspects of their disclosure that could inadvertently identify them;

- Using qualified staff to handle and investigate disclosures; and
- Storing paper and electronic documents and other materials relating to disclosures securely and limiting access to those directly involved in managing and investigating the disclosure.

Where you choose to provide partial information about your identity, the Whistleblower Protection Officer and Whistleblower Investigation Officer (being the person responsible for investigating disclosures as determined by the Whistleblower Protection Officer or Orygen):

- Will be the only people who are aware of your identity; and
- Will implement these procedures to protect your identity and maintain confidentiality from disclosure to other parties, unless such disclosure is expressly authorised by you;
- Unless you have expressly consented to your identity being shared or disclosed:
 - Your identity will be redacted.
 - Your identity will only be shared with the Whistleblower Protection Officer and Whistleblower Investigation Officer and where necessary:
 - ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the Australian Federal Police Act 1979);
 - a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the *Corporations Act*);
 - a person or body prescribed by regulations.

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 discloser made a disclosure that qualifies for protection).

Orygen is legally obliged to protect the confidentiality of your identity. Subject to limited exceptions, it is illegal for a person to identify a Whistleblower or disclose information that is likely to lead to the identification of the Whistleblower. A contravention of this requirement may lead to disciplinary action against a person identifying a Whistleblower, including termination of employment, as well as imprisonment and fines.

A person can disclose the information contained in a Protected Disclosure with or without your consent if:

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

Orygen would like to identify and address wrongdoing as early as possible, and Orygen's approach is intended to help build confidence and trust in its Whistleblower Policy, processes and procedures.

This Policy will be made available to all Orygen officers and employees on the secure Orygen intranet, and Orygen will seek to ensure that this Policy is disseminated to and easily accessible by all officers and employees of Orygen.

A modified version of this Policy and Whistleblower Procedure (with personal contact details of internal Orygen Whistleblower Protection Officers redacted or removed, but highlighting the availability and benefits of using the external independent "Your Call" whistleblowing service) will be published and available to the public and disclosers outside of Orygen on Orygen's external public website.

POLICY

Clauses	Principles
1	Standards
1.1	Orygen has high standards about how it conducts its business and requires all persons to behave ethically and legally at, or in connection with, their work. Conduct that does not meet this standard set out in the Code of Conduct will not be tolerated.

- 1.2 To try and eliminate any inappropriate business conduct, Orygen encourages you to report instances when you think that these standards are not met, and Orygen will investigate these reports and respond to inappropriate organisational conduct.

2 **Disclosable Matter**

2.1 The types of business conduct that can be reported as *Protected Disclosure* are where you have reasonable grounds to suspect that misconduct and/or improper state of affairs or circumstances (*Disclosable Matters*) may exist which relates to Orygen or the officers or employees of Orygen and/or its related entities. *Disclosable Matters* may include:

- Financial or accounting practices that do not comply with Orygen's requirements or the law;
- Deliberately concealing unethical or illegal business conduct from other Orygen staff, internal or external auditors, or government authorities;
- Conduct involving substantial risk to the environment;
- Conduct that is contrary to, or a breach of, Orygen's policies;
- Dishonest, fraudulent, or corrupt activity e.g.: demanding, receiving or paying an unauthorised commission, bribe or kickback, falsifying research data, clinical misconduct;
- A substantial mismanagement of Orygen resources;
- Theft or serious misuse of Orygen's or its clients' property;
- Negligent or other illegal conduct or activity;
- Criminal activity;
- Unethical or seriously improper behaviour;
- Breaches of Federal or state legislation or regulations;
- Conduct involving substantial risk to public health or safety;
- Conduct by an officer or employee of Orygen or any of its related bodies corporate which represents a danger to the public or the financial system;
- Unsafe work practices or working conditions that should have been corrected but have not;
- Orygen staff deliberately and repeatedly acting outside of the authority given to them by Orygen;
- Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have, or to be planning to make, a *Protected Disclosure*;
- Continuing to act when there is a conflict of interest present.

that would, if proven, constitute by Orygen or its employee/s:

- a criminal offence;
- reasonable grounds for dismissing or dispensing with, or otherwise terminating, the services of an Orygen employee/s who was, or is, engaged in that conduct; or
- reasonable grounds for disciplinary action.

3 **Non eligible Disclosable Matters under Protected Disclosure**

3.1 *Disclosable Matters* do not include personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to an employee's current or past employment, having implications (or tending to have implications) for that person 'personally' and that does not have broader or significant implications for Orygen (and is not a *Disclosable Matter* as expressed above in clause 2.1). Examples of personal work-related grievances are generally (with some exceptions) decisions made by Orygen, such as follows:

- A decision relating to the engagement, transfer or promotion of the staff member;
- A decision relating to the terms and conditions of engagement of the staff member;
- A decision to suspend or terminate the engagement of the staff member, or otherwise to discipline the staff member; or
- An interpersonal conflict between the staff member and another employee.

Personal work-related grievances and other types of issues or concerns that are not covered by this Whistleblower Policy should be reported to your manager/supervisor, or People & Culture, in accordance with the Complaints Procedure. You could also seek legal advice (at your own cost) about your rights and protections under employment or contract law, or to resolve your personal work-related grievance.

A personal work-related grievance may still qualify for protection as a *Protected Disclosure* if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) Orygen 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*.

3.2 The making of deliberately false or misleading reports (ie: reports that you know to be untrue) will be treated as serious misconduct and may be subject to disciplinary action.

3.3 A disclosure of information that is not a *Disclosable Matter* will not qualify for protection under this policy.

3.4 A disclosure of a *Disclosable Matter* may still qualify for protection under this policy even if it turns out to be inaccurate, provided the other requirements for *Protected Disclosure* are adhered to.

3.5 Orygen does not unintentionally deter staff or individuals from making disclosures (eg: disclosers who have some information leading to a suspicion, but not all the details).

4 Investigations

4.1 All reports of alleged or suspected improper conduct made under this Policy will be properly assessed by the *Eligible Recipient* who receives the report and/or a *Whistleblower Protection Officer*, and if appropriate, independently investigated, with the objective of gathering evidence relating to the claims made by the Whistleblower. That evidence may substantiate or refute the claims made. Whistleblower disclosures made by Orygen staff seconded to Orygen from University of Melbourne or Melbourne Health, or disclosures in which the subject of the disclosure is a University of Melbourne or Melbourne Health employee seconded to Orygen, will require disclosure of some information to eligible recipients at University of Melbourne or Melbourne Health as appropriate (as the employer) in relation to the Whistleblower disclosure, and may require joint management of the investigation with the University of Melbourne or Melbourne Health as the case may be, and/or sharing of some information with that employer.

4.2 Investigations must be conducted in a fair and independent manner in accordance with an established investigation procedure (See Clause B in the Whistleblower Procedure). This means investigations must be independent from the division concerned, the whistleblower and any person who is a subject of the whistleblower report.

4.3 All whistleblower reports must be investigated using the same investigations procedures ensuring procedural fairness, independence, fair treatment of individuals mentioned in a disclosure and requiring fairness, impartiality, confidentiality and communication of progress and results on the part of the investigator.

5 Training and Support

5.1 Orygen provides mandatory ongoing education and training to every officer (including committee members) and all Staff on a regular basis, at induction on commencement of employment or engagement, and every two years (or more frequently in the event of material changes to the law or to this Policy or procedures).

5.2 Supervisors/Managers must ensure that Staff undertake all necessary training and provide ongoing support for all Staff to carry out their duties, including understanding Whistleblower disclosures, protections and confidentiality requirements.

5.3 All levels of management at Orygen receive appropriate training in how to deal with disclosures.

5.4 Additional specialist training is provided to Orygen's Whistleblower Protection Officers, all Board members and other eligible recipients (including officers of the company – which includes committee members - and senior management) in how to deal with disclosures, and in relation to Orygen's processes and procedures for receiving and handling disclosures, including training relating to confidentiality and the prohibitions against detrimental conduct.

6 Review and Monitoring

6.1 Orygen will maintain mechanisms for the review and monitoring of the implementation of this policy and associated procedures. This Policy will be reviewed on a regular basis at least every two years (or more frequently in the event of material changes to the law or to this Policy and following incidents), in order to ensure that any issues in regard to Orygen's Whistleblower Policy and processes are identified and rectified. The review process will include, at minimum, consultation with identified stakeholders, review of relevant legislation and a review of Whistleblower reports, processes, concerns and incidents. Orygen will consult with and seek feedback from its employees and officers on a regular basis through emails and staff surveys about the effectiveness of this Whistleblower Policy, processes and procedures. Orygen will monitor the proportion of disclosures that relate to matters covered by its policy and the proportion of disclosures that are not covered by the policy, in order to monitor employees'

understanding of the policy, and assess whether there is any employee confusion about what to report or disclose and by what means or through which policy or procedure it should be reported.

VALUES STATEMENT

Orygen's values of respect, accountability, teamwork, excellence and innovation will be reinforced through this policy by fostering a culture that treats individuals with respect, provides a safe working environment and encourages employees and other persons to report any behaviour that does not meet our company's ethical and lawful values or does not otherwise comply with the law.

DEFINITIONS

Term	Definition
Disclosable Matter	<p>A Disclosable Matter is a disclosure of information if the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper <u>state</u> of <u>affairs</u> or circumstances, in relation to Orygen or a related company, or an officer or employee. <i>Disclosable Matters</i> may include:</p> <ul style="list-style-type: none">• Financial or accounting practices that do not comply with Orygen's requirements or the law;• Deliberately concealing unethical or illegal business conduct from other Orygen staff, internal or external auditors, or government authorities;• Conduct involving substantial risk to the environment;• Conduct that is contrary to, or a breach of, Orygen's policies;• Dishonest, fraudulent, or corrupt activity e.g.: demanding, receiving or paying an unauthorised commission, bribe or kickback, falsifying research data, clinical misconduct;• A substantial mismanagement of Orygen resources;• Theft or serious misuse of Orygen's or its clients' property;• Negligent or other illegal conduct or activity;• Criminal activity;• Unethical or seriously improper behaviour;• Breaches of Federal or state legislation or regulations;• Conduct involving substantial risk to public health or safety;• Conduct by an officer or employee of Orygen or any of its related bodies corporate which represents a danger to the public or the financial system;• Unsafe work practices or working conditions that should have been corrected but have not;• Orygen staff deliberately and repeatedly acting outside of the authority given to them by Orygen;• Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have, or to be planning to make, a <i>Protected Disclosure</i>;• Continuing to act when there is a conflict of interest present. <p>that would, if proven, constitute by Orygen or its employee/s:</p> <ul style="list-style-type: none">○ a criminal offence;○ reasonable grounds for dismissing or dispensing with, or otherwise terminating, the services of an Orygen employee/s who was, or is, engaged in that conduct; or○ reasonable grounds for disciplinary action. <p>A Disclosable Matter does not include personal work-related grievances except in certain circumstances, including if it relates to misconduct, a matter that represents a danger to the public or the disclosure relates to information that suggests misconduct beyond your personal circumstances, or you are threatened with detriment for making a disclosure.</p>
Eligible Recipient	<p>Any individual who can receive a <i>Protected Disclosure</i>, including:</p> <ul style="list-style-type: none">• Any Officer (including any Director or Company Secretary of Orygen – s.9 Corporations Act) and any member of the Board of Orygen;• Any Senior Manager of Orygen (generally a senior executive within an entity, other than a director or company secretary, who (a) makes or participates in

making decisions that affect the whole, or a substantial part, of the business of the entity; or (b) has the capacity to significantly affect the entity's financial standing);

- Internal or external Auditor or member of an audit team conducting an audit of Orygen; and/or
- Any other person authorised by Orygen to receive disclosures that may qualify for protection (including the **Whistleblower Protection Officers** named in clause A.3, and “**Your Call Whistleblowing Solutions**” under clause A.4.

Employee	A person employed directly by Orygen.
Journalist	Includes journalists working for electronic services operated on a non-commercial basis by a body that provides a national broadcasting service.
Protected Disclosure	Any communication or disclosure based on reasonable grounds that discloses or demonstrates an intention to disclose information that may evidence a Disclosable Matter to a Whistleblower Protection Officer or other Eligible Recipient by an eligible Whistleblower , including a “disclosable matter” (under s.1317AA of the <i>Corporations Act 2001 (Cth)</i>) and “disclosures qualifying for protection” pertaining to tax matters (under s.14ZZT of the <i>Taxation Administration Act 1953 (Cth)</i>).
Regulator	Means any one of the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), and the Australian Taxation Office (ATO).
Staff	A person: <ul style="list-style-type: none"> • employed directly by Orygen; • seconded or provided to Orygen under an agreement with their employer (e.g. Melbourne Health or University of Melbourne); or • who is a visiting scholar or researcher (e.g. on sabbatical at Orygen).
Whistleblower	Any person whether an employee, director, related officer, contractor or other eligible person, who whether anonymously or not makes or attempts to make a disclosure of a Disclosable Matter to an Eligible Recipient .
Whistleblower Protection Officer	Are trained persons dedicated to dealing with whistleblowers and their concerns able to initiate investigation of claims on behalf the whistleblower and Orygen.

RELATED DOCUMENTS

This Policy is to be read in conjunction with:

- Whistleblower Procedure
- Orygen Code of Conduct
- Orygen Complaints Procedure
- Orygen Disciplinary Procedure
- Orygen Discrimination, Harassment and Bullying Policy

REFERENCES

- Whistleblowers Protection Act (VIC) 2001
- Public Interest Disclosures Act (VIC) 2012
- Corporations Act (Cth) 2001
- Fair Work Act (Cth) 2009
- Privacy Act (Cth) 1988
- Taxation Administration Act (Cth) 1953
- Regulatory Guide 270 (ASIC) 2019