

OVATO WHISTLEBLOWER POLICY

1. PURPOSE

The Whistleblower Policy (“Policy”) has been adopted to ensure that people can raise concerns about misconduct or wrongdoing in relation to the Company (“Wrongdoing”) without fear of reprisal.

The Policy aims to:

- encourage people to report a of Wrongdoing if they reasonably believe one has been or is likely to be committed
- ensure individuals who disclose a Wrongdoing can do so safely, securely and with confidence that they will be protected and supported; and
- outline how Ovato will deal with a reported Wrongdoing.

2. APPLICATION OF POLICY AND RESPONSIBILITY FOR COMPLIANCE

The Policy applies to current and former: directors, employees and officers of Ovato; suppliers and their employees; associates of Ovato and relatives, dependants or spouses of directors, employees and officers of Ovato and relatives, dependants or spouses of suppliers and their employees.

All individuals and entities included in the above categories are “Whistleblowers”.

3. ACCESIBILITY OF WHISTLEBLOWER POLICY

The Policy is accessible on the Company’s Intranet and Internet, and on staff noticeboards. It is also available from the Company Secretary, HR department, and managers.

4. POLICY

4.1. DISCLOSABLE MATTERS

Whistleblowers should report any matters where they have reasonable grounds to suspect Wrongdoings (“Disclosures”).

Disclosures include:

- offenses against the Corporations Act and other legislation¹
- offenses against Commonwealth laws with prison sentences of 1 year or more
- represent a danger to the public or financial system.

Disclosures qualify a Whistleblower for legal protection under Corporations Act (even if their disclosure turns out to be incorrect).

4.2. PERSONAL WORK-RELATED GRIEVANCES MATTERS

Personal work-related grievances do not generally qualify for protection under the Corporations Act if they only have implications for the discloser personally and do not relate to a Disclosure.

Where an employee does have a personal work-related grievance, the employee should report the grievance internally to their manager or human resources in accordance with Ovato’s existing grievance procedures.

5. HOW DO YOU MAKE A WHISTLEBLOWER DISCLOSURE?

5.1. WHO CAN YOU TALK TO FOR INFORMATION PRIOR TO MAKING A DISCLOSURE?

If you become aware of a Disclosure and desire more information you can contact: the Company Secretary; your HR Manager; or your external Legal Adviser.

5.2. WHO CAN YOU TALK TO OR CONTACT TO MAKE A DISCLOSURE?

¹ As set out in s 1317AA Corporations Act



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To obtain the whistleblower protections under the Corporations Act (“**Protections**”) you should report the matter to:

- an officer or senior manager of Ovato;
- the Company’s external auditors;
- the Chair of the Audit and Risk Management Committee (“**ARMC**”) via the externally managed Whistleblower Service (anonymously or otherwise) on either:
 - The Ovato intranet ([Whistleblower Hotline](#))
 - The Ovato Whistleblower Telephone Hotline on 1300 582 346; or
- A person authorised by the entity to receive disclosures that may qualify for protection.

These are “**Recipients**”.

5.3. PUBLIC INTEREST DISCLOSURES AND EMERGENCY DISCLOSURES

In the case of a disclosures considered to be a Public Interest or Emergency Disclosure, this can be made to a journalist or parliamentarian under certain circumstances, and qualify for protection under the relevant provisions of the Corporations Act.

Definitions of Public Interest Disclosures and Emergency Disclosures can be found in ASIC Regulatory Guide 270 entitled “Whistleblower Policies” at sections RG270.75 and RG270.76 respectively.

6. LEGAL PROTECTIONS FOR DISCLOSERS

6.1. PROTECTION AS A WHISTLEBLOWER UNDER THE CORPORATIONS ACT

- a Recipient,
- ASIC, or APRA²
- a legal practitioner³; or
- have made an Emergency Disclosure or Public Interest Disclosure

6.2. WHISTLEBLOWER PROTECTION OFFICER

The primary Whistleblower Protection Officer (“**WPO**”) is the Company Secretary and the secondary WPO is the Chief Executive Officer. The WPO is responsible for protecting and safeguarding disclosers and ensuring the integrity of the Whistleblower reporting mechanism.

6.3. IDENTITY PROTECTIONS (CONFIDENTIALITY)

- to ASIC, APRA, or the Australian Federal Police;
- to a legal practitioner for the purposes of obtaining advice or representation about the whistleblower provisions in the Corporations Act);
- to a person or body prescribed by regulations; or
- with the consent of the Discloser.

The information contained in a Disclosure may be disclosed if:

- the information does not include the Discloser’s identity;
- the WPO and Whistleblower Investigating Officer (“**WIO**”) have taken all reasonable steps to reduce the risk that the Discloser will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the Disclosure.

² or another prescribed Commonwealth body

³ for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act

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6.4. PROTECTION FROM DETRIMENTAL ACTS OR OMISSIONS

- Injury or alteration of an employee's position or duties to his or her disadvantage (including dismissal);
- Discrimination between an employee and other employees of the same employer;
- Harassment or intimidation of a person;
- Harm or injury to a person, including psychological harm;
- Damage to a person's property, reputation, business or financial position; or
- Any other damage to a person.

Detrimental Acts excludes administrative action that is reasonable for the purpose of protecting a discloser from detriment and managing a discloser's unsatisfactory work performance, if the action is in line with the entity's performance management framework.

6.5. COMPENSATION OR OTHER REMEDIES

A Discloser can seek compensation and other remedies, through the courts if because of Detrimental Acts suffer loss, damage or injury because of a Disclosure or Ovato has failed to take reasonable precautions and exercise due diligence to prevent the detriment.

If such cases arise, then disclosers (or any other employee or person so impacted) are encouraged to seek independent legal advice.

6.6. CIVIL, CRIMINAL AND ADMINISTRATIVE LIABILITY PROTECTION

Disclosers are protected in relation to their Disclosure from civil, criminal or administrative liability but these protections do not grant immunity from liability for any misconduct a Discloser has engaged in that is revealed in their Disclosure.

7. SUPPORT AND PRACTICAL PROTECTIONS FOR DISCLOSERS

A Discloser will not be discriminated or disadvantaged in their employment for making a report in accordance with the Policy.

The WPO will take all reasonable steps to ensure that adequate and appropriate protection is being provided.

The WPO and any other involved officer or employee of Ovato, may also consider the following to offer further support and practical protection:

- Processes for assessing the risk of detriment against a Discloser;
- Support services (including internal or external counselling or other professional or legal services);
- Strategies to help a Discloser minimise and manage stress or other challenges resulting from a Disclosure and its investigation;
- Processes for ensuring that management maintain the confidentiality of a Disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, a Discloser;
- Procedures on how a Discloser can lodge a complaint if they have suffered detriment, and the actions the WPO may take in response to such complaints;
- Interventions for protecting a Discloser if detriment has already occurred.

8. WHAT HAPPENS AFTER A REPORT IS MADE? (HANDLING AND INVESTIGATING A DISCLOSURE)

8.1. WHISTLEBLOWER PROTECTION OFFICER

The Whistleblower Protection Officer is responsible for protecting and safeguarding disclosers

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and ensuring the integrity of the Whistleblower reporting mechanism.

8.2. DISCLOSURE PROCESS

The WIO will:

- acknowledge receipt of a disclosure and assess whether it qualifies as a Disclosure;
- investigate all reported concerns appropriately and will take the necessary course of action in response to a report and provide feedback regarding the investigation's outcome;
- be transparent about how a Disclosure is handled and investigated; and
- ensure both the confidentiality of its disclosure handling and investigation process and that appropriate records and documentation for each step in the process are maintained.

8.3. INVESTIGATING A DISCLOSURE

Where investigating a Disclosure, the WIO will determine: the nature and scope of the investigation; who should lead the investigation; the support required; and the timeframe for the investigation. The Discloser will be provided with updates during the key stages of the investigation.

8.4. REPORTING THE RESULTS OF THE INVESTIGATION

On completion of an investigation, a final report will be issued to the Chair of the ARMC, the CEO, and any other senior executive or manager that the CEO deems relevant. A summary of the outcome of the investigation will be provided to the Discloser (unless inappropriate).

9. ENSURING FAIR TREATMENT OF INDIVIDUALS MENTIONED IN A DISCLOSURE

The WPO will take all reasonable steps for ensuring fair treatment of individuals mentioned in a Disclosure. This may include:

- Disclosures will be handled confidentially, when it is appropriate in the circumstances;
- A Disclosure will be assessed and may be the subject of an investigation;
- The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matter reported; and
- Any investigatory process will be objective, fair and independent.

An employee who is the subject of a Disclosure will be advised about the nature of the Disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken and that they may contact Ovato's support services.

10. OVERSIGHT AND MONITORING OF WHISTLEBLOWER POLICY BY BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

10.1. REPORTING OF WHISTLEBLOWER DISCLOSURES AND WHISTLEBLOWER ACTIVITY

Whistleblower disclosure will be reported to the ARMC. The reports will preserve the anonymity of the Disclosure.

10.2. REVIEW OF CONTENT AND EFFECTIVENESS OF WHISTLEBLOWER POLICY

The Policy will be reviewed every 2 years, or more often if changes to applicable legal and regulatory instruments arise in the intervening periods.

