

16 NOVEMBER 2021

VITASORA HEALTH LIMITED  
WHISTLEBLOWER POLICY

Prepared by Vitasora Health Limited

## TABLE OF CONTENTS

<b>1.</b>	<b>PURPOSE .....</b>	<b>1</b>
<b>2.</b>	<b>SCOPE.....</b>	<b>1</b>
<b>3.</b>	<b>POLICY STATEMENT .....</b>	<b>1</b>
<b>4.</b>	<b>DEFINITIONS.....</b>	<b>1</b>
<b>5.</b>	<b>RESPONSIBILITIES .....</b>	<b>2</b>
5.1.	Whistleblowers .....	2
5.2.	Whistleblower Protection Officer.....	3
5.3.	Whistleblower Governance Officer .....	3
5.4.	Protected Disclosures Coordinator .....	4
5.5.	Investigator .....	4
5.6.	Managers .....	4
<b>6.</b>	<b>POLICY APPLICATION .....</b>	<b>5</b>
6.1.	Reporting Disclosure.....	5
6.1.1.	Internal Whistleblowers .....	5
6.1.2.	External Whistleblowers .....	5
6.1.3.	Alternative Reporting .....	5
6.1.4.	Other Complaint Mechanisms .....	6
6.1.5.	Anonymous Reporting .....	6
6.2.	Protection .....	6
6.3.	Confidentiality.....	6
6.4.	Retaliation .....	7
6.5.	Investigation .....	7
6.6.	Disclosure Management .....	8
<b>7.</b>	<b>FAILURE TO COMPLY.....</b>	<b>9</b>
<b>8.</b>	<b>RELATED POLICIES .....</b>	<b>9</b>
<b>9.</b>	<b>SUMMARY.....</b>	<b>9</b>

## 1. PURPOSE

The objective of this policy is to encourage reporting of wrongdoing that is of legitimate concern by providing a convenient and safe reporting mechanism, and protection for people who make serious wrongdoing disclosures.

## 2. SCOPE

This Policy applies to all Vitasora Health Limited services regardless of entity name or type (collectively referred to as Vitasora Health Limited). It encompasses all Directors and personnel including executives, managers, staff, contractors, consultants, volunteers and interns. It extends to clients and suppliers.

## 3. POLICY STATEMENT

Vitasora Health Limited is committed to the highest standards of conduct and ethical behaviour and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. People who have a working relationship with Vitasora Health Limited are often the first to realise that there may be something seriously wrong. However, they may not wish to speak up for fear of appearing disloyal or may be concerned about being victimised or subject to reprisals for reporting wrongdoing.

Vitasora Health Limited encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Vitasora Health Limited and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

When a person makes a disclosure:

- Their identity must remain confidential according to their wishes
- They will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure
- An independent internal inquiry or investigation will be conducted
- Issues identified from the inquiry/investigation will be resolved and/or rectified
- They will be informed about the outcome
- Any retaliation for having made the disclosure will be treated as serious wrongdoing under this Policy

## 4. DEFINITIONS

Terms used in this Policy are:

Whistleblowing	Disclosure by (or for) a witness of actual or suspected wrongdoing
Whistleblower	A person who reports wrongdoing in accordance with this Policy

Wrongdoing	<p>Conduct that includes but is not limited to:</p> <ul style="list-style-type: none"> <li>- Breaches legislation, regulations or local government by-laws or is otherwise illegal (including whistleblower laws, corporations law, theft, drug sale/use, violence or threatened violence or criminal damage against property)</li> <li>- Is an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more</li> <li>- Is corrupt or is an abuse of public trust or position as a public official</li> <li>- Is dishonest or fraudulent</li> <li>- Perverts the course of justice</li> <li>- Unreasonably endangers health and safety or the environment</li> <li>- Is maladministration (e.g. unjust, based on improper motives, is unreasonable, oppressive or negligent)</li> <li>- Is serious or substantial waste (including public money or public property)</li> <li>- Is gross mismanagement or repeated breaches of administrative procedures</li> <li>- Has financial or non-financial loss detrimental to the interests of Vitasora Health Limited</li> <li>- Is an unethical breach of the Code of Conduct</li> <li>- Is serious improper conduct or an improper state of affairs</li> </ul>
------------	---

## 5. RESPONSIBILITIES

### 5.1. Whistleblowers

Protection is available to Whistleblowers who disclose wrongdoing that is made with reasonable grounds to believe it is true.

To ensure that all employees are treated fairly and that resources are not wasted, protection is not available where the disclosure is:

- Trivial or vexatious in nature with no substance. This will be treated in the same manner as a false report and may itself constitute wrongdoing.
- Unsubstantiated allegations which are found to have been made maliciously, or knowingly to be false. These will be viewed seriously and

may be subject to disciplinary action that could include dismissal, termination of service or cessation of a service or client relationship.

A Whistleblower must provide information to assist any inquiry/investigation of the wrongdoing disclosed.

Making a disclosure may not protect the Whistleblower from the consequences flowing from involvement in the wrongdoing itself. A person's liability for their own conduct is not affected by their report of that conduct under this policy. However active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.

Even though a Whistleblower may be implicated in the wrongdoing they must not be subjected to any actual or threatened retaliatory action or victimisation in reprisal for making a report under this policy.

## **5.2. Whistleblower Protection Officer**

If the Whistleblower wishes a Whistleblower Protection Officer may be appointed who is an officer, senior manager or employee to support and provide protection to the Whistleblower according to this policy.

The Whistleblower Protection Officer must report to the Chairman of board who acts as the Whistleblower Governance Officer.

The Whistleblower Protection Officer will provide mentoring and other support deemed necessary by the Whistleblower Protection Officer.

The Whistleblower Protection Officer is responsible for keeping the Whistleblower informed of the progress and outcomes of the inquiry/investigation subject to considerations of privacy of those against whom a disclosure has been made.

## **5.3. Whistleblower Governance Officer**

The Whistleblower Governance Officer is the Chairman of board of directors. They will be responsible for receiving whistleblower disclosures of wrongdoing and overseeing resolution.

The Whistleblower Governance Officer must (after reasonable preliminary inquiry):

- If the Whistleblower agrees appoint a Whistleblower Protection Officer to provide support to the whistleblower
- Notify the Protected Disclosures Coordinator of disclosure allegations
- Be satisfied that each disclosure of wrongdoing they received was appropriately inquired into or investigated

- Be satisfied that action taken in response to the inquiry/investigation is appropriate to the circumstances
- Provide governance oversight over any inquiry/investigation into retaliatory action taken against the Whistleblower

#### **5.4. Protected Disclosures Coordinator**

The Protected Disclosures Coordinator receives particulars about all whistleblower events and performs the following functions:

- Arranges for an inquiry/investigation into the disclosures made by the Whistleblower
- Ensures appropriate government agencies are notified about Whistleblower events where required
- Maintains a Whistleblower Register for trend analysis and to identify systemic issues requiring attention

The Protected Disclosures Coordinator is the **Company Secretary**.

#### **5.5. Investigator**

Vitasora Health Limited will investigate all matters reported under this policy as soon as practicable after the matter has been reported. The Investigator is appointed by the Protected Disclosures Coordinator and may be internal or external to Vitasora Health Limited.

The Investigator must have internal independence of line management in the area affected by the wrongdoing disclosure. The internal investigator may be the General Counsel, General Manager Enterprise Risk & Assurance or a member of Enterprise Risk & Assurance.

The investigation will be conducted in an objective and fair manner, and as is reasonable and appropriate having regard to the nature of the disclosure and the circumstances. Where a report is submitted anonymously, Vitasora Health Limited will conduct the investigation and its enquiries based on the information provided to it. However, anonymity can sometimes prevent Vitasora Health Limited from taking the issue further if Vitasora Health Limited is not able to obtain further information from the source of the report.

The Investigator may second the expertise of other officers in Vitasora Health Limited to assist in the investigation and may seek the advice of internal or external experts as required.

#### **5.6. Managers**

All managers who receive disclosure about wrongdoing must notify the Whistleblower Governance Officer and provide particulars and maintain confidentiality about it.

## **6. POLICY APPLICATION**

### **6.1. Reporting Disclosure**

#### **6.1.1. Internal Whistleblowers**

(Current or former Directors, employees, volunteers, interns, contractors or consultants).

Internal Whistleblowers are encouraged to report their concerns to their supervisor or their supervisors' manager to seek an immediate response. Where the internal Whistleblower believes this is not appropriate, then an alternative reporting mechanism is available.

#### **6.1.2. External Whistleblowers**

(Other people with a relationship with Vitasora Health Limited – e.g. clients & suppliers).

Where an external Whistleblower is reluctant to report it to line management for fear of retribution, they can report their concerns to a higher level of management than the person in Vitasora Health Limited that they ordinarily deal with. There may be a simple explanation that they had not considered. Where this is not appropriate, an alternative reporting mechanism is available.

#### **6.1.3. Alternative Reporting**

Alternative reporting to normal channels are available where:

- The normal reporting channel is considered inappropriate to the circumstances;
- Vitasora Health Limited line management was notified but failed to deal with it; or
- The person or organisation disclosing wrongdoing is concerned about possible retaliation.

In any of these circumstances, an internal Whistleblower may provide the report of wrongdoing directly to:

- The Whistleblower Governance Officer; or
- A person or entity who is eligible to receive the disclosure under the Corporations Act 2001
- External Whistleblowers (people or organisations with a relationship with Vitasora Health Limited) may provide the report of wrongdoing to:
  - The Whistleblower Governance Officer; or

- The Protected Disclosures Co-ordinator; or
- A person or entity who is eligible to receive the disclosure under the *Corporations Act 2001*

#### **6.1.4. Other Complaint Mechanisms**

This policy is in addition to:

- Grievance procedures for employees, which is for all staff to raise any matters they may have in relation to their work or their work environment, other persons, or decisions affecting their employment. This policy does not replace other reporting structures such as those for dispute resolution, discrimination, victimisation or matters relating to workplace bullying or harassment.
- Standard complaint mechanisms for clients or volunteers
- Any exercising of rights under the terms of their contract by contractors and suppliers

An exception to this is where the issue is wrongdoing of a serious nature, yet the existing reporting system failed to attend to the issue or has processed it in a substantially inappropriate, grossly unfair or heavily biased manner.

#### **6.1.5. Anonymous Reporting**

Anonymous reports of wrongdoing are accepted under this policy. Reports can be lodged via a generic or no-name email address. The Company can continue to communicate with the Whistleblower via this channel.

### **6.2. Protection**

Not all disclosures of serious wrongdoing are protected at law. To meet Vitasora Health Limited's philosophy of accepting tip-offs from anyone, Vitasora Health Limited adopts the principle of providing protection to people or organisations with a relationship (or a former relationship as an officer, employee or contractor) with Vitasora Health Limited:

- At least to the extent of protection at law; and

### **6.3. Confidentiality**

Vitasora Health Limited will not disclose a whistleblower's identity unless:

- It is necessary to further an investigation and the Whistleblower consents to the disclosure, and/or
- The disclosure is required or authorised by law.

When a report is investigated it may be necessary to reveal its substance to people such as other Vitasora Health Limited personnel, external persons involved in



the investigation process and, in appropriate circumstances, law enforcement agencies.

It will be necessary to disclose the facts and substance of a report to a person who may be the subject of the report as it is essential for natural justice to prevail. Although confidentiality is maintained, in some circumstances, the source of the reported issue may be obvious to a person who is the subject of a report.

Vitasora Health Limited will take reasonable precautions to store any records relating to a report of wrongdoing securely and to restrict access to authorised persons only.

Unauthorised disclosure of information that could prejudice confidentiality and identify a whistleblower will be regarded seriously and may result in disciplinary action and where applicable, Vitasora Health Limited will notify federal police.

#### **6.4. Retaliation**

Vitasora Health Limited will not tolerate any retaliatory action or threats of retaliatory action against a Whistleblower, or against a Whistleblower's colleagues, employer (if a contractor, consultant or supplier) or relatives.

For example, a Whistleblower must not be disadvantaged or victimized for having made the report by:

- Dismissal or termination of services or supply
- Demotion
- Discrimination, victimization or harassment
- Current or future bias
- Threats of any of the above

Any such retaliatory action or victimisation in reprisal for a disclosure made under this policy will be treated as serious misconduct and will result in disciplinary action, which may include dismissal. In some circumstance it may be illegal; in which case Vitasora Health Limited will notify Police.

#### **6.5. Investigation**

All reports of alleged or suspected wrongdoing made under this policy to a Whistleblower Governance Officer will be properly assessed, and if appropriate, inquired into or independently investigated - with an objective of gathering evidence relating to the claims made by the Whistleblower. That evidence may substantiate or refute the claims made.

Investigations must be conducted in a fair and independent manner.

## **6.6. Disclosure Management**

Vitasora Health Limited recognises that individuals against whom a report is made must also be supported during the handling and investigation of the wrongdoing report. Vitasora Health Limited takes reasonable steps to treat fairly any person who is the subject of a report, particularly during the assessment and investigation process in accordance with an established support protocol which may be extended to include appointing an independent senior officer in Vitasora Health Limited to provide support.

Where a person is identified as being suspected of possible wrongdoing, but preliminary inquiries determines that the suspicion is baseless or unfounded and that no formal investigation is warranted, then the Whistleblower will be informed of this outcome and the matter laid to rest.

The Whistleblowing Governance Officer will decide whether or not the person named in the allegation should be informed that a suspicion was raised and found to be baseless upon preliminary review. This decision will be based on a desire to preserve the integrity of a person so named, so as to enable workplace harmony to continue unfettered and to protect the Whistleblower where it is a bona fide disclosure.

Where an investigation does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the report must be handled confidentially.

Generally, where an investigation is conducted and the investigator believes there may be a case for an individual to respond, the Investigator must ensure that a person who is the subject of a disclosure:

- Is informed of the substance of the allegations;
- Is given a fair and reasonable opportunity to answer the allegations before the investigation is finalised;
- Has their response set out fairly in the Investigator's report; and
- Is informed about the substance of any adverse conclusions in the investigator's report that affects them.

Where adverse conclusions are made in an investigator's report about an individual, that individual has a right to respond to those conclusions prior to any action being taken by Vitasora Health Limited against them.

Vitasora Health Limited will give its full support to a person who is the subject of a report where the allegations contained in the report are clearly wrong.

## **7. FAILURE TO COMPLY**

Any breach of this Policy may result in disciplinary action that could result in severance from the organisation.

## **8. RELATED POLICIES**

Other organisational policies that should be read in conjunction with this policy and with Vitasora Health Limited's ethical value principles include:

- Corporate Governance Statement
- Share Trading Policy

## **9. SUMMARY**

The Whistleblower has the right to remain anonymous in accordance with the Corporations' Act.

In order that the report remains confidential whistleblowers are encouraged to submit their qualifying disclosure of wrongdoing directly to either of:

- the Protected Disclosures Coordinator (Company Secretary), or
- Whistleblower Governance Officer (Chairman of board of directors)

Disclosures can be made via any method but preferably by either post or from a nameless email address. Email communication is preferred because it allows further correspondence between the parties.

Protections are available under the Corporations Act 2001 to Whistleblowers such as confidentiality and protection from detriment. It is an offense for the Company to breach confidentiality or cause detriment.