MDI Whistleblowing Policy

Medical Developments International Limited

ABN 14 106 340 667

Table of Contents

1. Introduction

1.1 This Whistleblower Policy (**Policy**) is an essential part of good risk management and corporate governance within Medical Developments International Limited ("MDI"). The implementation of this Policy may help uncover misconduct that may not otherwise be detected.

1.2 MDI is committed to having open relationships with its internal and external stakeholders, where stakeholders feel comfortable disclosing their concerns.

1.3 This Policy outlines the process and supports available to Eligible Whistleblowers in making a disclosure of Disclosable Matters to Eligible Recipients in accordance with the protections provided under the Corporations Act and Tax Administration Act).

2. What does this Whistleblower Policy cover?

2.1 This Policy covers the following areas:

a) Purpose of this Policy (see Sect. 3)
b) Who this Policy applies to (see Sect. 4)
c) Matters this Policy applies to (see Sect. 5)
d) Who can receive a disclosure (see Sect. 6)
e) How to make a disclosure (see Sect. 7)
f) Legal protections for Eligible Whistleblowers (see Sect. 8)
g) Support and practical protection for Eligible Whistleblowers (see Sect. 9)
h) Handling and investigating a disclosure (see Sect. 10)
i) Ensuring fair treatment of individuals mentioned in a disclosure (see Sect. 11), and
j) Ensuring the Policy is easily accessible (see Sect. 12)
k) Monitoring & review (see Sect. 13)

3. Purpose of this Policy?

3.1 The main purpose of this Policy includes:

- to encourage more disclosures of wrongdoing, which may not be uncovered unless there is a safe and secure means for disclosing wrongdoing
- to help deter wrongdoing, in line with the MDI's risk management and governance framework
- to ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported
- to ensure disclosures are dealt with appropriately and on a timely basis
- to provide transparency around MDI's framework for receiving, handling and investigating disclosures
- to strengthen the whistleblowing culture within MDI
- to support MDI's long-term sustainability and reputation
- to meet MDI's legal and regulatory obligations
- to promote better compliance with the law and promote a more ethical culture, by increasing awareness that there is a higher likelihood that wrongdoing will be reported; and
- to satisfy the ASX Corporate Governance Principles and Recommendations

3.2 Corporations Act and Tax Administration Act Whistleblower Regimes

- This Policy has been prepared primarily in relation to the whistleblowing protections available under the *Corporations Act 2001 (Cth)* (the **Corporations Act**).
- However, there are also whistleblowing protections available under the *Taxation Administration Act 1953 (Cth)* (the **Tax Administration Act**), which may also be relevant to

MDI and its stakeholders.

- Unless otherwise indicated, the content of this Policy only relates to the corporation's Act Whistleblower Regime.

4. Who this Policy applies to

4.1 This Policy and the whistleblower protections in the Corporations Act apply **only** to an individual (the "**Eligible Whistleblower**") who is, or has been, any of the following in relation to MDI:

a) an officer or employee – for example, current and former employees (including employees who are permanent, part-time, fixed-term or temporary, interns, secondees or managers), directors and company secretaries;

b) a supplier of services or goods to MDI (whether paid or unpaid), including their employees – for example, current and former contractors, consultants, service providers and business partners who supply services or goods;

c) an associate of MDI; and

d) a relative, dependent or spouse of an individual in paragraphs (a), (b) and (c) above – for example, relatives, dependents or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners.

The whistleblower protections under the Tax Administration Act apply to a similar range of individuals.

4.2 However, an Eligible Whistleblower **only** qualifies for protection under the Corporations Act if:

- they have made a disclosure of information:
  - relating to a "**Disclosable Matter**" (see Sect. 5.2)
  - directly to an "**Eligible Recipient**" or the relevant regulator (see Sects. 6.2 & 6.4), **or**
  - they 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 (see Sect. 6.3), **or**
- they have made an "**Emergency Disclosure**" or "**Public Interest Disclosure**" (see Sect. 6.5).

  The whistleblower protections in the Taxation Administration Act operate in a similar way;
- however, emergency or public interest disclosures are not available under that Act. Persons making disclosures under the Corporations Act Whistleblower Regime, or the Tax Administration Act Whistleblower Regime should receive independent legal advice and shouldn't rely on this Policy as legal advice.

4.3 Eligible Whistleblowers:

- must disclose Disclosable Matters to persons who are Eligible Recipients (see Sect. 6.2) in order for their disclosure to be protected under the Corporations Act Whistleblower Regime (or, if applicable, the Tax Administration Act Whistleblower Regime) (see Sect. 8)

5. Matters this Policy applies to

5.1 It is important for Eligible Whistleblowers to understand that:

- some disclosures may qualify for protection under the Corporations Act (see Sect. 5.2), and
- some disclosures may not qualify for this protection and may not be covered by this Policy (see Sect. 5.3).

5.2 Disclosable Matters qualifying for protection

5.2.1 Disclosable Matters that qualify for protection under the Corporations Act are defined in Sects 5.2.2 and 5.2.3

5.2.2 Disclosable Matters involve information the Eligible Whistleblowers has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to MDI or a related body corporate of MDI

a) The term “misconduct” is defined in the Corporations Act to include “fraud, negligence, default, breach of trust and breach of duty”

b) The phrase “improper state of affairs or circumstances” is not defined in the Corporations Act and is intentionally broad. For example, it may involve conduct that is not unlawful but:
   - may indicate a systemic issue that needs to be rectified, or
   - may indicate a risk to consumers or to public safety.

c) An Eligible Whistleblower must have “reasonable grounds to suspect”, which is an objective test. A mere allegation with no supporting information is not likely to be considered as having “reasonable grounds to suspect”. However, an Eligible Whistleblower does not need to prove their allegations.

5.2.3 Without limiting Sect. 5.2.2, Disclosable Matters also include information about MDI or a related body corporate of MDI if the Eligible Whistleblower has reasonable grounds to suspect the information indicates those entities (including their employees or officers) have engaged in conduct that:

a) constitutes an offence against, or a contravention of, a provision of any of the following:
   i) the Corporations Act 2001
   ii) the Australian Securities and Investments Commission Act 2001
   iii) the Banking Act 1959
   iv) the Financial Sector (Collection of Data) Act 2001
   v) the Insurance Act 1973
   vi) the Life Insurance Act 1995
   vii) the National Consumer Credit Protection Act 2009
   viii) the Superannuation Industry (Supervision) Act 1993
   ix) an instrument made under an Act referred to above, **or**

b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more, **or**

c) represents a danger to the public or the financial system.

5.2.4 Types of wrongdoing that could be Disclosable Matters and covered by this Policy include:

a) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property

b) fraud, money laundering or misappropriation of funds

c) offering or accepting a bribe

d) financial irregularities

e) failure to comply with, or breach of, legal or regulatory requirements, and
   engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

Crimes against persons or property – e.g. assault, burglary – should be reported to the Police immediately.

To qualify for protection under the Tax Administration Act:

- the Eligible Whistleblower must have reasonable grounds to suspect that the information indicates misconduct or an improper state of affairs or circumstances in relation to the tax affairs of MDI or an associate, **and**

- the Eligible Whistleblower must consider that the information may assist the Eligible Recipient (see Sect. 6.2) to perform their functions or duties regarding the tax affairs of MDI or an associate.

5.2.5 An Eligible Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect provided they had reasonable grounds to suspect the allegation made.

5.3 Disclosures not qualifying for protection

5.3.1 Disclosures that are not **Disclosable Matters** (as defined in Sects. 5.2.2 and 5.2.3) do not qualify for protection under the Corporations Act and cannot be disclosed under this Policy. However, such disclosures may be protected under other legislation and may be covered by other MDI policies or processes.

5.3.2 Personal work-related grievances

a) Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the Eligible Whistleblower, are generally not protected under the Corporations Act. (see Sect. 8.1(b)),

b) Personal work-related grievances are matters that relate to the Eligible Whistleblower's current or former employment and have, or tend to have, implications for the Eligible Whistleblower personally, but:
- do not have any other significant implications for MDI (or another entity), **or**
- do not relate to any conduct, or alleged conduct, about a Disclosable Matter referred to in Sect. 5.2.3(a), (b) or (c) above.

c) Some examples of grievances that may be personal work-related grievances and therefore not Disclosable Matters include:
- an interpersonal conflict between the Eligible Whistleblower and another employee
- a decision about the engagement, transfer or promotion of the Eligible Whistleblower
- a decision about the organisational or working structure which impacts the Eligible Whistleblower
- a decision about the terms and conditions of employment of the Eligible Whistleblower; or
- a decision to suspend or terminate the engagement of the Eligible Whistleblower, or otherwise to discipline the Eligible Whistleblower

d) A personal work-related grievance may still qualify for protection under the Corporations Act if:
- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (i.e. a mixed report)
- MDI 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 Eligible Whistleblower's personal circumstances the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure (see Sect. 8.1(b)), or
- the Eligible Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act (see Sect. 6.3)

e) Personal work-related grievances that are not covered by this Policy may be raised with People & Culture.

5.4 False reporting

Eligible Whistleblowers should not deliberately make false disclosures (i.e. disclose matters they know to be false). MDI encourages all disclosures that are made based on reasonable grounds and does not seek to deter individuals from making disclosures they reasonably believe are or could be true – for example, an individual may have some information leading to a suspicion, but not all the details and MDI welcomes disclosure of these concerns where appropriate.

6. Who can receive a disclosure - Eligible Recipients

6.1 Overview

This section sets out who, both within and outside MDI, can receive disclosures from an Eligible Whistleblower that qualify for protection – see:

- Sect. 6.2 – Eligible Recipients
- Sect. 6.3 – Disclosure to legal practitioners
- Sect. 6.4 – Disclosure to regulatory bodies
- Sect. 6.5 – Public interest and emergency disclosures

6.2 Eligible Recipients of disclosures

6.2.1 To qualify for protection as a whistleblower under the Corporations Act, the Eligible Whistleblower must disclose a Disclosable Matter directly to an Eligible Recipient

6.2.2 An Eligible Recipient includes:

a) an officer or senior manager of MDI or related body corporate

An "officer" is defined in the Corporations Act and includes a director or company secretary of MDI
A "senior manager" is generally a senior executive within MDI, other than a director or company secretary, who:

i) makes or participates in making decisions that affect the whole, or a substantial part, of the business of MDI, or

ii) has the capacity to significantly affect MDI's financial standing

b) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of MDI or a related body corporate, and

c) a person authorised by MDI to receive disclosures that may qualify for protection under the Corporations Act

6.2.3 In addition, the following have been authorised by MDI to receive disclosures that may qualify for protection under the Corporations Act:

a) MDI's external auditor Their contact details are in Sect. 7.4.1

In the case of the Tax Administration Act, Eligible Recipients also include:

b) registered tax agents or BAS agents who provide services to MDI, and

c) any other employee or officer who has functions or duties that relate to the tax affairs of MDI

6.2.4 MDI encourages Eligible Whistleblowers to make a disclosure to one of MDI's internal or external Eligible Recipients in the first instance, to identify and address wrongdoing as early as possible. MDI acknowledges that Eligible Whistleblowers may make a disclosure directly to a regulator – see Sect. 6.4

6.3 Disclosure to legal practitioners

6.3.1. Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are also protected (even in the event the legal practitioner concludes that a disclosure does not relate to a Disclosable Matter).

6.3.2. This is also the case in relation to disclosures made under the Tax Administration Act.

6.4 Disclosure to regulatory bodies

6.4.1 Eligible Whistleblowers who disclose Disclosable Matters to ASIC or the Australian Prudential Regulation Authority ("APRA") also qualify for protection under the Corporations Act.

6.4.2 A similar position exists in relation to disclosures made under the Tax Administration Act and disclosures to the Commissioner of Taxation.

6.5 Public interest disclosures and emergency disclosures

6.5.1 Disclosures can be made to a journalist or federal or state/territory parliamentarian under certain circumstances and qualify for protection under the Corporations Act – see:

a) Sect. 6.5.2 – Public interest disclosure

b) Sect. 6.5.3 – Emergency disclosure

6.5.2 A '**public interest disclosure**' is the disclosure of information to a journalist or a parliamentarian, where:

a) at least 90 days have passed since the Eligible Whistleblower made a disclosure to ASIC or APRA or a prescribed Commonwealth authority under the Corporations Act that qualifies for protection under the Corporations Act

b) the Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure

c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest, and

d) before making the public interest disclosure, the Eligible Whistleblower has given written notice to the body to which the previous disclosure was made that:

   i) includes sufficient information to identify the previous disclosure, and

   ii) states the Eligible Whistleblower intends to make a public interest disclosure; and

e) the disclosure is no greater than necessary to inform the recipient of the Disclosable Matter.

6.5.3 An '**emergency disclosure**' is the disclosure of information to a journalist or parliamentarian, where:

a) the Eligible Whistleblower has previously made a disclosure of the information to ASIC, APRA or a prescribed Commonwealth authority under the Corporations Act that qualifies for protection under the Corporations Act

b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment

   i) before making the emergency disclosure, the Eligible Whistleblower has given written notice to the body to which the previous disclosure was made that: includes sufficient information to identify the previous disclosure, and

   ii) states the Eligible Whistleblower intends to make an emergency disclosure, and

c) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

It is important for the Eligible Whistleblower to understand the above criteria for making public interest or emergency disclosures. An Eligible Whistleblower should contact an independent legal adviser before making a public interest or emergency disclosure.

7. How to make a disclosure

MDI's preference for Eligible Whistleblowers making a disclosure is:

7.1 Internal disclosure

- Company Secretary
  - Phone: + 61 (3) 9547 0262
  - Email: mdiwhistleblowing@medicaldev.com
  - Mail: 4 Caribbean Drive, Scoresby, Victoria, 3179
- If the Eligible Disclosure relates to the Company Secretary, the Head of People & Culture may receive that Eligible Disclosure:
  - Head of People & Culture
  - Phone: + 61 (3) 9547 1888
  - Email: mdiwhistleblowing@medicaldev.com
  - Mail: 4 Caribbean Drive, Scoresby, Victoria, 3179

7.1.1 If an Eligible Whistleblower prefers to send details of a Disclosable Matter to an Eligible Recipient's direct email address, the Eligible Whistleblower may send an email to mdiwhistleblowing@medicaldev.com requesting the Eligible Recipient's direct email address

7.2 External disclosure

- External Audit Partner, Deloitte (the current Partner name can be sourced from the most recent MVP Annual Report).
  - Phone: +61 (3) 9671 7000.
  - Mail: 550 Bourke Street, Melbourne, Victoria 3000

7.3 Anonymous disclosures

7.3.1 Disclosures made anonymously are still protected under the Corporations Act – see Sect. 8.1(a). This is also the case regarding disclosures under the Tax Administration Act.

7.3.2 Should Eligible Whistleblowers wish to make an anonymous disclosure, they could:

a) email their disclosure to an Eligible Recipient using a pseudonym, where the Eligible Whistleblower's email provider permits this (which would enable a back and forth exchange)

b) send their disclosure to an Eligible Recipient by mail (which would not enable a back and forth exchange – so care would need to be taken to include all relevant details and evidence); or

c) contact the Eligible Recipient by phone

7.3.3 Where a Disclosure is made anonymously, MDI will take all reasonable steps to protect the identity of the Eligible Whistleblower in accordance with steps outlined at Sect. 9.1 of this Policy.

7.3.4 Eligible Whistleblowers who wish to make an anonymous disclosure should bear the following in mind:

a) An Eligible Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised

b) An Eligible Whistleblower can refuse to answer questions they feel could reveal their identity at any time, including during follow-up conversations

c) An Eligible Whistleblower who wishes to remain anonymous should maintain ongoing two- way communication, so the Eligible Recipient and MDI's Whistleblower Investigation Officer can ask follow-up questions or provide feedback, otherwise the investigation may be restricted.

7.4 Disclosure to regulators

- Nothing in this Policy prevents Eligible Whistleblowers from making a disclosure externally to the relevant regulator – e.g. ASIC, APRA or the Commissioner of Taxation – see Sect. 6.4

8. Legal protections for Eligible Whistleblowers

8.1 Eligible Whistleblowers who qualify for the Corporations Act's whistleblower protections have the following protections under that Act (see paragraphs (a) to (d) below), which apply to:

- disclosures to internal or external Eligible Recipients
- disclosures to legal practitioners
- disclosures to regulators
- public interest and emergency disclosures made in accordance with the Corporations Act

a) Identity protection (confidentiality)
   - A person (including MDI) has a legal obligation to protect the confidentiality of an Eligible Whistleblower's identity.
   - It is a criminal offence for a person (including MDI) to disclose the identity of an Eligible Whistleblower or information that is likely to lead to the identification of the Eligible Whistleblower, unless they have the consent of the Eligible Whistleblower (subject to the next paragraph).
   - A person can disclose the information contained in a disclosure with or without the Eligible Whistleblowers consent if:
     - the information does not include the Eligible Whistleblower's identity
     - the person has taken all reasonable steps to reduce the risk the Eligible
     - Whistleblower will be identified as a result of the disclosure; and it is reasonably necessary for investigating the issues raised in the disclosure
     - if the disclosure is made to:
       - ASIC, APRA or the Commissioner of Taxation
       - a member of the Australian Federal Police, or
       - a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Corporations Act Whistleblower Regime or the Tax Administration Act Whistleblower Regime
   - Should there be a breach of confidentiality, the Eligible Whistleblower can lodge a complaint:
     - with MDI, by contacting the Head of People & Culture; Manager, whose details are in Sect. 7.4.1, or
   - With the relevant regulator, ASIC or APRA
   - The Tax Administration Act Whistleblower Regime operates in a similar way, although the relevant regulator is the Commissioner of Taxation

b) Victimisation - protection from detrimental acts or omissions
   - It is a criminal offence for a person (including MDI) to engage in conduct that causes

detriment to an Eligible Whistleblower (or another person) in relation to a disclosure if:
  - the person believes or suspects that the Eligible Whistleblower (or another person) made, may have made, proposes to make or could make a disclosure of a Disclosable Matter that qualifies for protection under the Corporations Act, and
- The belief or suspicion is the reason, or part of the reason, for the detrimental conduct It is also a criminal offence for a person (including MDI) to make a threat to cause detriment to an Eligible Whistleblower (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional. An Eligible Whistleblower (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.
- The Corporations Act defines detrimental conduct as including the following:
  - dismissal of an employee
  - injury of an employee in their employment
  - alteration of an employee's position or duties to their disadvantage 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
  - damage to a person's reputation
  - damage to a person's business or financial position, or
  - any other damage to a person.
- Examples of actions that are not detrimental conduct (where relevant):
  - administrative action that is reasonable for the purpose of protecting an Eligible Whistleblower from detriment (e.g. moving an Eligible Whistleblower who has made a disclosure about their immediate work area to another office to prevent them from detriment); or
  - managing an Eligible Whistleblower's unsatisfactory work performance, if the action is in line with MDI's performance management framework.
- The Tax Administration Act Whistleblower Regime provides similar protection against detrimental conduct and threats of detrimental conduct

c) Compensation and other remedies
- An Eligible Whistleblower (or any other employee or person) can seek compensation and other remedies through the courts against MDI and/or MDI's officers and employees if:
  - they suffer loss, damage or injury because of a disclosure of Disclosable Matter and detrimental conduct (see Sect. 8.1(b)), **and**
- In relation to MDI, if there is detrimental conduct by another person (including MDI's officers and employees) and MDI fails to take reasonable steps to ensure the other person doesn't engage in detrimental conduct
- In deciding what order to make against MDI, a court will take into account:
  - whether MDI took reasonable precautions, and exercised due diligence, to avoid the detrimental conduct
  - the extent to which MDI gave effect to its Whistleblower Policy, and
  - any duty MDI was under to prevent the detrimental conduct, or to take reasonable steps to ensure the detrimental conduct wasn't engaged in. Hence the importance of MDI having and implementing an effective whistleblowing process
- The Tax Administration Act has similar provisions
- Eligible Whistleblowers should seek independent legal advice in this context

d) Civil, criminal and administrative liability protection
- An Eligible Whistleblower is protected from any of the following in relation to their disclosure of a Disclosable Matter:

  - civil liability e.g. any legal action against the Eligible Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation
  - criminal liability e.g. attempted prosecution of the Eligible Whistleblower for unlawfully releasing information, or use of the disclosure as evidence against the Eligible Whistleblower in a prosecution (other than for making a false disclosure); and
  - administrative liability, including disciplinary action for making the disclosure
- These protections do not grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in their disclosure.
- A disclosure under the Tax Administration Act has similar protections

9. Support and practical protection for Eligible Whistleblowers

9.1 MDI will support Eligible Whistleblowers and protect Eligible Whistleblowers from detriment in various ways set out below. Some of these ways are only relevant where an autonomous disclosure has not been made.:

9.1.1 Identity protection (confidentiality)

a) MDI will, in practice, protect the confidentiality of an Eligible Whistleblower identity – for example:

- Reducing the risk the Discloser will be identified from the information contained in a disclosure
- The Eligible Whistleblower will be referred to in a gender-neutral context
- Disclosures will be handled and investigated by appropriately trained staff
- Secure record-keeping and information-sharing processes
  - All paper and electronic documents and other materials relating to disclosures will be stored securely
  - Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure
  - Only a restricted number of people who are directly involved in handling a disclosure will be made aware of a Discloser's identity (subject to the Discloser's consent) or information that is likely to lead to the identification of the Discloser; and
  - Each person who is involved in handling a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a Discloser's identity may be a criminal offence

b) When initially communicating with an Eligible Whistleblower, MDI's Whistleblower Protection Officer is responsible for discussing MDI's measures for ensuring confidentiality of their identity.

Note that, in practice, people may be able to guess the Eligible Whistleblower's identity if:

- the Eligible Whistleblower has previously mentioned to other people that they are considering making a disclosure
- the Eligible Whistleblower is one of a very small number of people with access to the information; or
- the disclosure relates to information an Eligible Whistleblower has previously been told privately and in confidence

9.1.2 Protection from detrimental acts or omissions

a) MDI will, in practice, protect Eligible Whistleblowers from detriment by implementing the following measures as appropriate:

- MDI will meet with Eligible Whistleblowers following their initial disclosure to assess if they require support to minimise the risk of detriment by working remotely or modifying the Eligible Whistleblowers position.

b) An Eligible Whistleblower may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the Commissioner of Taxation, if they believe they have suffered detriment

10. Handling and investigating a disclosure

10.1 MDI will consider how they will assess and potentially investigate Disclosable Matters (i.e. disclosures covered by this Policy and that qualify for protection under the Corporations Act) in the manner set out in Sects. 10.2 and 10.3

10.2 Handling a disclosure

10.2.1 These are the key steps MDI will take after a disclosure is received:

a) After an Eligible Recipient (see Sect. 6.2) receives a disclosure the disclosure must be forwarded:
- to MDI's Whistleblower Investigation Officer ("WIO") within 72 hours without any identifying details if the Eligible Whistleblower has not consented to their details being given to the WIO

Typically, the WIO will be either:
- Company Secretary, or
- Head of People & Culture

Provided the WIO doesn't have a conflict of interest in relation to the disclosure

b) The WIO will consider the disclosure to assess:
- whether it's been received from an Eligible Whistleblower (as defined in Sect. 4.1)
- whether it relates to a Disclosable Matter (as defined in Sect. 5.2), and
- whether it's been received by an **Eligible Recipient** (as defined in Sect. 6.2) and then decide whether the disclosure **qualifies** for protection under the Corporations Act Whistleblower Regime (or the Tax Administration Act)

c) If the disclosure **does not** qualify, the WIO will communicate with the individual who made the disclosure (assuming an anonymous disclosure has not been made) and advise them that their disclosure can't be dealt with under this Policy. However, this doesn't preclude the matter being investigated by MDI under another process.

d) If the disclosure **does** qualify, the WIO will, within 7 days of receiving the disclosure:
  i) convene a "Whistleblowing Committee". That Committee will be made up of individuals nominated by the relevant WIO that do not have a conflict of interest in the Disclosable Matter. Typically, the Whistleblowing Committee will comprise of the Chief Executive Officer, Chief Financial Officer, Company Secretary and Head of People & Culture if the Disclosable Matter does not involve them. If the Disclosable Matter involves the CEO or a Board member, the Whistleblowing Committee will include Board members that have no conflict of interest in the matter.
  ii) bring an assessment to the Whistleblowing Committee as to whether an investigation should be commenced; and

e) Advise the Eligible Whistleblower of the qualifying disclosure received and if an investigation is required and potentially commencement date;

10.3 Investigating a disclosure

10.3.1 These are the key steps MDI will take in investigating a Disclosable Matter:

a) The investigation may be carried out by the WIO, or an external party Investigator, who will abide by the following:
   i) the Whistleblowing Committee will determine the nature and scope of any investigation;
   ii) the Investigator will:
      - ensure the investigation is objective, fair, independent and confidential
      - ensure the investigation is independent of the Discloser, the individuals who are the subject of the disclosure, and the department or business unit involved
      - ensure those involved in the investigation don't have a conflict of interest

b) If the Investigator expects the investigation to take more than 60 days to complete, the WIO will advise the Whistleblowing Committee and, separately, the Eligible Whistleblower of the expected completion date

c) The WIO, the Investigator (if different) and the Whistleblowing Committee will ensure fair treatment of individuals mentioned in a disclosure – refer to Sect. 11 for additional details

d) At the conclusion of any investigation:
   - the WIO will issue a written report to the Whistleblowing Committee regarding the Investigator's findings and recommendations – the method of documenting and reporting these findings will depend on the nature of the disclosure
   - the Whistleblowing Committee will consider the written report and, within 7 days of receiving the report, make a decision in relation to the disclosure

10.3.2 The WIO may notify the Eligible Whistleblower and others involved in the disclosure of the outcome (there may be circumstances where it may not be appropriate to report the outcome to the Eligible Whistleblower or others.

10.3.3 Keeping an Eligible Whistleblower informed

- An Eligible Whistleblower will be provided with regular updates, if the Eligible Whistleblower can be contacted (including through anonymous channels). The frequency and timeframe may vary depending on the nature of the disclosure. Notwithstanding providing updates, there is nothing that requires MDI to provide information that could be confidential to individuals mentioned in a disclosure.

11. Ensuring fair treatment of individuals mentioned in a disclosure

MDI will ensure the fair treatment of employees who are mentioned in a Disclosable Matter (i.e. a disclosure that qualifies for protection under the Corporations Act), including those who are the subject of a disclosure. In summary:

- disclosures will be handled confidentially, when it is practical and appropriate in the circumstances
- each disclosure will be assessed and may be the subject of an investigation
- the objective of an investigation (if conducted) is to determine whether there is enough evidence to substantiate or refute the matters reported and /or other matters that have arisen during an investigation
- when an investigation needs to be undertaken, the process will be objective, fair and independent
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation
- MDI may determine the most appropriate time to inform the individual who is the subject of a

disclosure about the investigation, provided MDI informs the individual before making any adverse finding against them. In some circumstances, informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be concerns that the individual may destroy information or the disclosure needs to be referred to ASIC, APRA, the Commissioner of Taxation or the Federal Police.

12. Ensuring this Policy is easily accessible

12.1 Eligible Whistleblowers within MDI

To help ensure this Policy, and updates to the Policy, are widely disseminated to, and easily accessible by, MDI's officers and employees, MDI will:

12.1.1 hold staff briefing sessions and/or smaller team meetings

12.1.2 post information on staff noticeboards

12.1.3 incorporate the Policy in employee induction information packs and training for new starters

12.1.4 incorporate the Policy and any updates into ongoing training for existing officers and employees, with a particular emphasis on:

a) how to effectively deal with disclosures

b) additional training for officers and staff involved in MDI's whistleblower process

12.1.5 remind external Eligible Recipients of MDI's Whistleblower Policy and processes

12.2 Eligible Whistleblowers outside MDI

To ensure Disclosers outside MDI can access MDI's Whistleblower Policy, the Policy is available on MDI's external website

13. Monitoring & review

MDI will:

a) periodically review the contents of its Whistleblower Policy every 2 years and rectify any issues in a timely way

b) monitor the effectiveness of its Whistleblower Policy and processes and implement improvements where appropriate

c) report to MDI's Audit and Risk Committee on the results of MDI's reviews and monitoring under paragraphs (a) and (b)