



CLINUVEL

CLINUVEL GROUP
WHISTLEBLOWER POLICY

Purpose

CLINUVEL is committed to a principle set of values which include acting respectfully and not doing harm to others.

Employees will often be the best source of information when wrongdoing exists. This Whistleblower Protection Policy (Policy) is an important element in detecting illegal or other undesirable conduct at CLINUVEL. Creating a supportive environment where people feel safe to speak up underpins CLINUVEL's values to create an environment where professionals are able to develop and grow. When people do not speak up, this undermines the culture and exposes CLINUVEL to risks. The Board encourage speaking up about concerns of wrongdoing. There are various measures in place to ensure no one is discouraged from speaking up or disadvantaged or victimised for doing so.

The purpose of this Policy is to:

- (a) encourage Employees to raise any concerns and report instances of wrongdoing where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal from others;
- (b) outline the processes for the reporting and investigation of reported matters;
- (c) outline the measures in place to protect a whistleblower;

Scope

This Policy applies to employees, both past and present, of the CLINUVEL group of companies.

This policy does not apply to personal workplace grievances which relate to their current (or former) employment in a personal sense and do not have a significant implication on the company. Examples may include:

- interpersonal conflict between employees;
- a concern about the behaviour of an employee;
- matters relating to an employee's performance or discipline - related decisions; or
- a decision relating to an employee's engagement, transfer, promotion, or termination.

Employees should then raise these matters with their line manager or with their HR representative under the procedures set out in section 3 to the Employee Handbook.

It is expected that anyone reporting a wrongdoing has reasonable grounds to suspect the information they wish to disclose to be true and they can provide information to support their suspicions. As a result, there will be no penalty if it transpires the information turns out to be incorrect.

If a person has intentionally misled the company in making a false report, it will be considered a serious matter that could result in disciplinary action and potential loss of employment.

What to report

Any concerns of wrongdoing should be reported. This means any misconduct or improper matters or circumstances in relation to CLINUVEL. Some examples of wrongdoing may include:

- breach of laws or regulations;
- criminal activity including theft;
- serious breaches of CLINUVEL's Code of Ethics and Conduct;
- offering or accepting a bribe;
- dishonest, fraudulent or unethical behaviour;
- material conflicts of interest;
- financial fraud or mismanagement or damage to the reputation of the company;
- falsifying corporate or financial reporting;
- insider trading;
- unauthorised use of CLINUVEL's confidential information;
- improper use of CLINUVEL's physical or intellectual property;
- conduct endangering health and safety or causing damage to the environment; and
- deliberate concealment of any of the above.

How to make a report

Employees can report wrongdoing at any time to the following individuals who are considered 'Eligible Recipients' to:

- a) The Chief Executive Officer; or
- b) If the employee feels they are unable to raise the wrongdoing with the Chief Executive Officer, to the Company Secretary; or
- c) If the employee feels unable to raise the wrongdoing with either the Chief Executive Officer or the Company Secretary, to the Chair.

Reports will be kept confidential to the extent possible to maintain privacy of the employee, subject to legal and regulatory requirements. Reports can be made anonymously by sending written reports directly to the relevant Eligible Recipient. If an employee chooses to disclose a wrongdoing anonymously, this may hinder the ability of the Company to fully investigate the matter. Further, it may in certain circumstances prevent the whistleblower from accessing additional protection under Australian whistleblower laws (refer to the Annex to this Policy).

Disclosures of a particularly egregious nature that involve a threat to life or property, illegal activities or legal action against the Company may not allow the whistleblower from receiving complete anonymity.

An employee may make a report to certain regulators or to a legal practitioner, but in doing so the report will not be handled under this policy. The employee may still receive protection under relevant laws.

How the reports are handled

A report of wrongdoing received by the Eligible Recipient will be investigated by the Eligible Recipient in an orderly and timely manner. The Eligible Recipient will:

- a) Coordinate an investigation into the report of wrongdoing;
- b) Document the investigation; and
- c) Finalise the investigation and provide a final report, as appropriate, to the Chair.

The Eligible Recipient will have access to reasonable legal and operational assistance if it is required to manage the investigation.

The whistleblower will be kept appropriately informed by the Eligible Recipient throughout the progress in investigating their report. They will be informed of the report's outcome.

To facilitate an investigation, any person the subject of the investigation is entitled to be informed of the substance to the report and be given a reasonable opportunity to put their case to the Eligible Recipient who is investigating the report.

The Eligible Recipient handling the investigation will not disclose matters that would suggest the identity of the whistleblower without obtaining the whistleblowers prior consent, unless:

- a) the Eligible Recipient considers disclosure of the wrongdoing to legal practitioners or regulatory authorities is necessary, or
- b) it is reasonably necessary to disclose the information for the purposes of an investigation and all reasonable steps have been taken to prevent someone from discovering the whistleblower's identity.

Where possible, all documents will have the whistleblower's identity redacted or removed. All files and records created from an investigation will be retained under strict security.

Whistleblower Protections

The company is committed to ensuring whistleblowers are protected and are not threatened, or suffer from, detrimental treatment as a result of submitting a report of wrongdoing or proposes to make a disclosure of wrongdoing. Examples of detrimental treatment include, whether actual or threatened:

- a) Demotion
- b) Dismissal
- c) All forms of harassment
- d) Discrimination or bias

Actual or threatened detrimental treatment related to whistleblowing is potentially serious, unlawful and will likely lead to dismissal. Depending on the circumstances, proactive measures may be put in place for those who report wrongdoing. These protective measures may include:

- a) Offering flexible work arrangements during an investigation
- b) Offering leave of absence
- c) Transfer job roles and lines of responsibility
- d) Monitoring and managing staff behaviour
- e) Rectifying any detriment that has been suffered

Availability of this Policy

CLINUVEL will make reasonable endeavours to ensure that all employees have access to and are informed about this Policy. A copy of this Policy appears in the company website and the intranet portal which is available to all employees.

This policy will be periodically reviewed by management and any material changes shall be approved by the Board of CLINUVEL.

Annexure to Policy

Legal protections under Australian law

The law in Australia protects certain persons including current and former employees and employees of contractors who provides goods or services to the Company who make a disclosure of wrongdoing for protection. For this disclosure to qualify as being a protected disclosure, it must relate to disclosable matters and are made to certain eligible recipients or organisations.

| Information considered a disclosable matter | Eligible Recipients or organisations |
|---|---|
| <p>Information that the whistleblower has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to CLINUVEL. This will include information that CLINUVEL or its directors or employees has engaged in conduct that:</p> <ul style="list-style-type: none"> a) contravenes or constitutes an offence against certain legislation (such as the Corporations Act); b) represents a danger to the public or the financial system; or c) constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more | <ul style="list-style-type: none"> a) A lawyer for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower laws. b) APRA or ASIC. c) An officer or senior manager of CLINUVEL. d) An auditor or member of an audit team conducting an audit of CLINUVEL. e) A person defined as an Eligible Recipient of CLINUVEL. |

A complaint for wrongdoing is not a personal work-related grievance and would be a protected disclosure if it:

- a) has significant implications for CLINUVEL that do not relate to the discloser;
- b) concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- c) concerns conduct that represents a danger to the public or financial system; or
- d) concerns conduct prescribed by the regulations.

The law also protects certain disclosures made in "emergency" and "public interest" situations, in which case disclosures can be made to additional recipients.

A personal work-related grievance would only be considered a protected disclosure, except if:

- a) it concerns detriment to a discloser because they have made, are suspected of making or could make a report of wrongdoing; or
- b) it is made to a legal practitioner for the purposes of obtaining legal advice in relation to the operation of the law about whistleblowers.

The Australian law provides protections if information which qualifies as a protected disclosure is made, including that:

- a) the discloser is not subject to any civil, criminal or administrative liability for making the disclosure (other than for making a false disclosure);
- b) no contractual or other remedy may be enforced or exercised against the discloser the basis of the disclosure; and
- c) in some limited circumstances (e.g. if the disclosure has been made to a regulator such as ASIC), the information provided may not be admissible in evidence against a discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information

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| Approved by: | | The Board of Directors |
| Updated | | 2021 |