

Whistleblower Policy & Procedures

Region(s) this Policy Applies to: Global

Personnel this Policy Applies to: Global

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Policy

MedAdvisor is committed to promoting a culture of ethical behaviour. The purpose of this policy is to promote and support a culture of honest and ethical behaviour, good corporate governance and corporate and financial compliance.

A Whistleblower may report actual or suspected misconduct by complying with the process set out in this policy.

This policy also provides information about the protections and remedies that may be available to a Whistleblower under this policy and Relevant Legislation.

Procedure

1. Procedure Subsection 1 – Who is a Whistleblower?

A Whistleblower may be any of the following:

- current or former directors, officers or employees of MedAdvisor;
- current or former suppliers or service providers to MedAdvisor (or their current or former employees);
- a family member or dependent of an individual mentioned above; or
- any other persons prescribed by regulations under Relevant Legislation as an eligible Whistleblower.

2. Procedure Subsection 2 – What is Disclosable Information?

To be able to make a report under this policy, a Whistleblower must have reasonable grounds to suspect that there is Disclosable Information.

Disclosable Information is information that:

- concerns misconduct or an improper state of affairs or circumstances at MedAdvisor or its related bodies (e.g. violation(s) of MedAdvisor policies and procedures, or standards that apply to MedAdvisor); or
- indicates that MedAdvisor (including its management and employees) has engaged in conduct that:
 - represents a danger to the public (e.g. health, privacy) or the financial system;
 - represents a danger to employee safety or the safety of others at MedAdvisor facilities;
 - constitutes fraud (mail, wire, bank, securities), fraud against shareholders or a false government claim;
 - concerns criminal activity, including criminal anti-trust violations, bribery, an illegal kickback or money laundering;

- constitutes an offence against any Australian Commonwealth Act that is punishable by imprisonment for a period of 12 months or more;
- constitutes an offence or contravention of Relevant Legislation; or
- is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter,

(Disclosable Conduct); or

- may assist MedAdvisor in performing functions or duties in relation to its tax affairs.

Disclosable Information usually relates to conduct of persons performing work for or on behalf of MedAdvisor but can also relate to conduct of third parties, such as customers, suppliers or service providers.

Personal work-related grievances are generally not disclosable under this policy or Relevant Legislation unless the grievance:

- has significant implications for MedAdvisor and the information concerns actual or suspected Disclosable Conduct; or
- relates to potential or actual Detrimental Conduct towards a Whistleblower who has made a report under this policy.

Examples of personal work-related grievances which are not Disclosable Information include:

- interpersonal conflict between a Whistleblower and another employee;
- decisions relating to the engagement, transfer or promotion of the Whistleblower;
- decisions relating to the terms and conditions of engagement of the Whistleblower;
- decisions relating to the disciplinary treatment, suspension or termination of engagement of the Whistleblower.

3. Procedure Subsection 3 – Who do Whistleblowers report to?

MedAdvisor has several channels for making a report as set out below.

- MedAdvisor’s Protection Officers

Reports can be made by mail or email to the following Protection Officers, who are listed in the attn: lines below:

Australia,

MedAdvisor Limited
 Level 2, 971 Burke Road
 Camberwell VIC 3124
 Attn: Company Secretary

cosec@medadvisorsolutions.com

United States and other jurisdictions

100 Tradecenter,
 Suite G-700,
 Woburn, MA 01801
 Attn: Legal Counsel/Corporate Attorney

legal@medadvisorsolutions.com

A report to a Protection Officer may be anonymous.

A Whistleblower may contact a Protection Officer before or at any time after making a whistleblower report if they have any concerns about making a report, confidentiality or the protections that may be available under this policy or Relevant Legislation.

If a Whistleblower has a concern about a Protection Officer, the Whistleblower should contact MedAdvisor's Chief Executive Officer.

- **Officers or Senior Managers**

The Whistleblower may raise the matter with an officer or senior manager of MedAdvisor, such as Executive GM People & Culture or the Chief Financial Officer.

The report may be made anonymously.

Officers and Senior Managers shall refer the matter to a Protection Officer.

- **External Whistleblower reporting service**

Reports can also be made to our external reporting service by post:

National Head of Fraud & Forensic Services
RSM Australia
Level 21, 55 Collins Street
Melbourne VIC 3000

By phone:

1800 270 748 (free call in Australia)

By email (Australia & International):

RSMHelpline@rsm.com.au

Website access (Australia & International):

<http://www.rsm.global/australia/WBreporting>

- **External reporting bodies**

While MedAdvisor encourages Whistleblowers to report Disclosable Information under this policy, this policy is not intended to prevent a Whistleblower making a protected disclosure to MedAdvisor's auditor or its actuary or to the relevant regulators, e.g. Australian Securities & Investments Commission, Australian Prudential Regulation Authority, Australian Competition & Consumer Commission, Australian Federal Police, or Australian Taxation Office or equivalent regulators in the UK and USA.

4. Procedure Subsection 4 – Information in Whistleblower reports

When making a report under this policy, Whistleblowers must have reasonable grounds to suspect that the information is Disclosable Information.

Reports should provide MedAdvisor with as much detail as possible to assist in investigating the matter.

Details can include:

- a statement describing the Disclosable Information;
- name of the person(s) involved in the conduct;
- dates, times and locations of the conduct;
- details of any relevant transactions;
- copies of any relevant documents;
- names of possible witnesses to the conduct; and
- steps already taken to report or address the matter (if any).

5. Procedure Subsection 5 – Investigations

The Protection Officers will immediately provide the Whistleblower's report to the most appropriate person within MedAdvisor to conduct an initial review of the matter. This may be determined at the discretion of the Protection Officers, including by reference to the nature of the report.

The person conducting the initial review may make initial inquiries and determine at their discretion whether it is appropriate or necessary to conduct further inquiries or whether the concern can be resolved by other appropriate action or if external investigators should be engaged.

If there is to be further inquiry, that inquiry or investigation may be conducted by a senior manager or a member of the People & Culture team or, at the discretion of MedAdvisor, by an external investigator (**Investigator**). The Investigator should not be implicated directly or indirectly in the conduct set out in the report.

All inquiries and/or investigations will be conducted, as far as practicable, on a confidential, objective and impartial basis and will not disclose, directly or indirectly, the identity of the Whistleblower (unless the Whistleblower consents in writing to such disclosure).

6. Procedure Subsection 6 – Whistleblower support

The Protection Officers will support the Whistleblower and act as liaisons between the Investigator and the Whistleblower.

The Protection Officers will monitor the welfare of persons involved in or referred to in the Whistleblower's report. The Protection Officers will assist with protecting Whistleblowers from any Detrimental Conduct because they have made, or are considering making, a report under this policy.

MedAdvisor also supports Whistleblowers by providing access to a confidential support and counselling service, the Employee Assistance Program (**EAP**). Information about MedAdvisor's EAP and which office regions may be eligible for this additional support is available from the People & Culture team.

The Protection Officers may, as appropriate, keep the Whistleblower informed of the progress and outcomes of the inquiry or investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions.

In situations where the Whistleblower may have been involved in conduct connected with the report of Disclosable Information, the fact that the Whistleblower made a report may be relevant to any remedial or disciplinary action that may be taken as a consequence of the inquiry or investigation.

7. Procedure Subsection 7 – Protections for Whistleblowers

General Protections

MedAdvisor will endeavour to:

- protect the Whistleblower's identity;
- conduct inquiries or investigations of Whistleblower reports on a confidential basis;
- monitor and manage the behaviour of other persons involved with the Disclosable Information; and
- protect the Whistleblower from Detrimental Conduct (or threats of Detrimental Conduct) because the Whistleblower has made, is proposing to make, or is able to make a report relating to Disclosable Information in accordance with this policy and/or Relevant Legislation.

The Whistleblower should immediately inform a Protection Officer of any concerns that the Whistleblower may have in relation to their report.

Confidentiality Protections

MedAdvisor will endeavour to not disclose the identity of the Whistleblower unless:

- the Whistleblower consents to the disclosure;
- the disclosure is made to Australian Securities & Investments Commission, Australian Prudential Regulation Authority, Australian Competition & Consumer Commission, U.S. Securities and Exchange Commission, U.S. Occupational Health and Safety Administration, U.S. Department of Labor, U.S. Equal Employment Opportunity Commission, U.S. Food and Drug Administration, U.S. Department of Health and Human Services, U.S. Department of Justice, a member of the Australian Federal Police, the Australian Taxation Office or U.S. Internal Revenue Service (if tax-related) or another prescribed external regulatory body in accordance with the Relevant Legislation in Australia, the United States, or the United Kingdom or other jurisdictions;
- the disclosure is made to a legal practitioner for the purposes of MedAdvisor obtaining legal advice or representation in accordance with the Relevant Legislation;
- a court, agency, or tribunal thinks it is necessary in the interests of justice; or
- where the disclosure is otherwise required or permitted by law.

MedAdvisor will endeavour to not disclose information that is likely to lead, directly or indirectly, to the identification of the Whistleblower unless:

- it is permitted to disclose the Whistleblower's identity (as above); or
- the disclosure of that information is reasonably necessary for purposes of investigating the Disclosable Information and MedAdvisor takes all reasonable steps to reduce the risk that the Whistleblower will be identified as a consequence of the disclosure.

Protections and Immunities under the Relevant Legislation

This policy sets out a summary of the current key protections and immunities under Relevant Legislation. If any individual wants to know more, they can speak to a Protection Officer on a confidential basis.

If a Whistleblower makes a report of information relating to Disclosable Information under this policy, the Whistleblower may be eligible for protection under the Relevant Legislation, depending on the laws of the jurisdiction. The Whistleblower may have rights to compensation for loss, damage or injury and other remedies if the Whistleblower's identity has been disclosed or where the Whistleblower has been subject to Detrimental Conduct.

The Whistleblower may also be entitled to certain immunities, including:

- not being subject to any civil, criminal or administrative liability;
- having no contractual or other remedy or right enforced against the Whistleblower on the basis of the disclosure; and

- the report of Disclosable Information not being admissible in evidence against the Whistleblower in criminal proceedings or proceedings for the imposition of a penalty (except in relation to disclosure of false information).

Protection of other persons

Persons mentioned in the Whistleblower's report may also be entitled to protection under the Relevant Legislation.

MedAdvisor will endeavour to provide any employee mentioned in a Whistleblower's report under this policy with an opportunity to respond to the allegations as part of any inquiry or investigation.

Employees who are mentioned in any Whistleblower report will also be entitled to access to a confidential support and counselling hotline / EAP (in applicable regions).

8. Procedure Subsection 8 – Reporting and governance

The relevant Board Committee responsible for overseeing MedAdvisor's Whistleblower process is the Audit & Risk Committee.

The Audit & Risk Committee will also be notified in general terms of individual reports and the outcome of any determination or investigation in relation to a report under this policy in a manner that does not involve any direct or indirect disclosure of the Whistleblower's identity unless the Whistleblower consents in writing to such disclosure.

9. Procedure Subsection 9 – Queries

For questions about this policy and information about the protections provided by law to Whistleblowers, please contact a Protection Officer using the details supplied in section **Error! Reference source not found.** of this policy or seek independent legal advice.

10. Review

The objectives and effectiveness of this policy will be reviewed by the Board annually as part of the annual Corporate Governance Statement approval process.

This policy will be formally reviewed by the Board no less than every 2 years.

11. Procedure Subsection 10 – Definitions

In this policy the following definitions apply unless the context otherwise requires:

ACCC	means the Australian Competition & Consumer Commission.
AFP	means the Australian Federal Police.
APRA	means the Australian Prudential Regulation Authority.

ASIC	means the Australian Securities & Investments Commission.
ATO	means the Australian Taxation Office.
Commonwealth	means the Commonwealth of Australia.
Detrimental Conduct	<ul style="list-style-type: none"> a) means conduct that includes: b) dismissal of an employee; c) injury of an employee in his or her employment; d) alteration of an employee’s position or duties to his or her disadvantage; e) discrimination between an employee and other employees of the same employer; f) harassment or intimidation of a person; g) harm or injury to a person, including psychological harm; h) damage to a person’s property; i) damage to a person’s reputation; j) damage to a person’s business or financial position; or k) any other damage to a person.
MedAdvisor	means MedAdvisor Limited.
Related Company	means a related body corporate (as that term is defined in the Corporations Act 2001).
Relevant Legislation	means the Corporations Act 2001, the Australian Securities and Investments Commission Act 2001, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the Insurance Act 1973, the Life Insurance Act 1995, the National Consumer Credit Protection Act 2009, the Superannuation Industry (Supervision) Act 1993, Competition and Consumer Act 2010, the Taxation Administration Act 1953, other tax laws administered by the Australian Federal Commissioner of Taxation, the U.S. Internal Revenue Service, the UK His Majesty’s Revenue and Customs, the Anti-Money Laundering Act, the Criminal Antitrust Anti-Retaliation Act, the Taxpayer First Act, the Federal Food Drug and Cosmetic Act, The Health Insurance Portability and Accountability Act of 1996, The Telephone Consumer Protection Act, The U.S. False Claims Act, the Internal Revenue Code, United States Foreign Corrupt Practices Act and all other applicable anti-bribery laws, the Federal Antikickback statute, the Clayton Act, the Sherman Act, the Sarbanes-Oxley Act, the Occupational Safety & Health Act, any other Commonwealth, United States, United Kingdom, or State (AUS and U.S.) law that is punishable by

imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts and equivalent legislation in the jurisdictions in which MedAdvisor and its Related Companies operate.