



***SomnoMed***<sup>®</sup>

*The Leader In COAT*<sup>™</sup>

*(Continuous Open Airway Therapy)*

Whistleblower Protection Policy

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## 1. Introduction

The Board and Senior Management of SomnoMed Limited (“SomnoMed”) (“the Company”) are committed to achieving our corporate objectives in accordance with our values, SomnoMed’s Code of Conduct and all applicable laws.

SomnoMed takes illegal, unethical or otherwise improper conduct involving our employees, our customers and the production of our products seriously. To protect SomnoMed’s reputation in the marketplace, our shareholders and other stakeholders, we encourage people to speak up if they have concerns and SomnoMed will endeavour to provide those persons with appropriate protection and support under this policy.

This policy is intended to assist SomnoMed in conducting its business in accordance with our values, SomnoMed’s Code of Conduct and all applicable laws.

## 2. Purpose

2.1 The purpose of this policy is to empower any **Eligible Disclosers** to report suspected or actual Reportable Conduct without fear of retaliation, victimisation or disadvantage. They may report anonymously if they wish. It provides guidance about how to speak up about Reportable Conduct and how such reports may be handled.

A report can only be made under this policy if the Eligible Discloser has Reasonable Grounds to suspect that there is Reportable Conduct.

**'Reasonable Grounds'** generally means that there must be some supporting information for the suspicion. A mere allegation is not enough. Reports must not contain information that is known to be untrue.

An 'Eligible Discloser' means any current or former SomnoMed:

- a) Officer, employee or former employee;
- b) Volunteer, trainee or work experience placement;
- c) supplier, contractor or consultant (including any of their employees); and
- d) any current or former relative, dependent or spouse of (a) - (c).

**'Reportable Conduct'** includes misconduct, or an improper state of affairs or circumstances relating to SomnoMed or any members of SomnoMed. Examples include but are not limited to the following:

- a) dishonest, corrupt or illegal activities;
- b) unethical conduct (including sexual harassment or discrimination);
- c) risks to the health and safety of workers;
- d) damage, sabotage, violence;
- e) theft, fraud, money laundering or misappropriation;
- f) a serious breach of SomnoMed’s Code of Conduct;
- g) offering or accepting a bribe;
- h) improper or illegal use of the Company’s funds or resources;
- i) illegal drug or alcohol sale/use;
- j) environmental damage;
- k) any instruction to cover up or attempt to cover up Reportable Conduct;
- l) recrimination against someone because they participated in an investigation or review of a concern reported under this policy;
- m) victimising someone for speaking up about Reportable Conduct.

Reportable Conduct which occurred before the commencement of this policy can be reported.

Reportable Conduct does not generally include Personal Work-Related Grievances, unless it is about retaliation or victimisation because of a previous disclosure under this policy or it has significant implications for SomnoMed and relates to Relevant Legislation.

'**Personal Work-Related Grievances**' are grievances about any matter relating to the Eligible Discloser's employment, or former employment, having (or tending to have) implications for the Eligible Discloser personally. Examples of conduct not covered by this policy include, but are not limited to:

- a decision relating to the terms and conditions of engagement of the Eligible Discloser;
- a decision relating to the engagement, transfer or promotion of the Eligible Discloser;
- an interpersonal conflict between the Eligible Discloser and another employee;
- a decision to suspend or terminate the engagement of the Eligible Discloser, or otherwise to discipline the Eligible Discloser.

If an employee has a 'Personal Work-Related Grievance' (please refer to Appendix 1) concerns should be reported to your line manager or the person / persons to whom they report.

- 2.2 To assist SomnoMed in investigating a report under this policy, it is helpful if Eligible Disclosers disclose all Relevant Facts, where possible.

'**Relevant Facts**' means information relating to the Reportable Conduct which may include:

- a) the organisation's name and location;
- b) names and positions of any witnesses to the Reportable Conduct;
- c) the name/s and positions of people involved including the manager of the people involved;
- d) the nature of Reportable Conduct including a description of the conduct with dates, times, how it was observed (e.g. first-hand, overheard), and the way the conduct occurred (e.g. in person, over the phone, emails);
- e) physical evidence, such as copies of relevant correspondence or emails

### 3. Scope including 'How to Report'

- 3.1 SomnoMed has a number of channels for making a report, which may be by email or by telephone to an **Authorised Representative**.

An 'Authorised Representative' means one of the following:

- a) Your Manager or your Manager's Manager
- b) a Board Member of SomnoMed Limited;
- c) Chief-Executive Officer;
- d) Chief-Financial Officer;
- e) Regional Head;
- f) Director - Global Human Resources
- g) a team member of the SomnoMed's external auditors identified in the Annual Report of SomnoMed; or
- h) any person authorised by the SomnoMed Board to receive disclosures about Reportable Conduct

### Written Report

Reports may also be posted in an envelope marked '**PRIVATE & CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY**' to:

SomnoMed Limited  
Company Secretary  
Level 3, 20 Clarke Street  
Crows Nest NSW, 2065

Where the Company Secretary is implicated in any Reportable Conduct the written report should not be addressed to the Company Secretary but should be addressed to the Chairman of the Board of SomnoMed as detailed below.

Reports in this circumstance may be posted in an envelope marked '**PRIVATE & CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY**' to:

SomnoMed Limited  
The Chairman  
Level 3, 20 Clarke Street  
Crows Nest NSW, 2065

### 3.2 SpeakUp® phone & web-based portal

- a) Any person who has reasonable grounds to suspect that reportable conduct as defined in clause 2.1 or a breach of a law or other standard of behaviour has occurred, may report that suspicion to the anonymous interactive voice response phone and web based SpeakUp® platform that SomnoMed put in place ("**SpeakUp® Platform**").
- b) The SpeakUp® Platform is a software solution which provides an interactive voice response phone and web-based service that uses free phone numbers and web addresses. Use of the free phone numbers and web-based service is unlimited and will be available 24 hours a day, 365 days a year.
- c) Through the SpeakUp® Platform a Whistleblower can anonymously report a reportable conduct in their native language and simultaneously remain in control of what the Whistleblower reports. After receiving the report in English, the following designated persons at SomnoMed can engage in a virtual communication cycle with the anonymous Whistleblower, thereby, enabling SomnoMed to ask follow-up questions and verify the report: (i) Director – Global HR; (ii) Chief Financial Officer, (iii) Company Secretary; (SpeakUp® committee).
- d) All disclosures by the Whistleblower to the SpeakUp® Platform should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted by SomnoMed.
- e) All disclosures received through the SpeakUp® Platform will be dealt with on a confidential basis and Whistleblowers are encouraged to disclose their identities, to obtain the protection afforded to them at law.
- f) The SpeakUp® Platform is owned and operated by the company People Intouch B.V., a company incorporated under the laws of Netherlands, having its registered office in 1076 DE Amsterdam at the Olympisch Stadion 6, in the Netherlands. People Intouch B.V. shall

implement appropriate technical and organisational security measures to ensure an appropriate level of security in relation to the processing of personal data that an Eligible Person and/or a Whistleblower will provide through the SpeakUp® Platform in accordance with the applicable European Union regulations (General Data Protection Regulation (EU) 2016/679). This in accordance with (i) the provisions of Chapter 8 of the Australian Privacy Principles (APP8) relating to cross-border disclosure of personal information; and (ii) SomnoMed's Privacy Policy. Please refer to **Appendix 3** for the full SpeakUp® Privacy Policy

### 3.3 External reporting bodies

While SomnoMed encourages Eligible Disclosers to use this policy, this policy is not intended to prevent an Eligible Discloser from making a protected disclosure to SomnoMed's auditor or to the relevant regulators. For example, in Australia, disclosures can also be made to ASIC, APRA, the Australian Federal Police or, if related to taxation, the ATO.

In limited circumstances Eligible Disclosers may make public interest or emergency disclosures in accordance with the Relevant legislation.

Eligible Disclosers are encouraged to provide the Company Secretary with copies of any report that they make to external reporting bodies so that SomnoMed can conduct its own inquiries into the concerns that have been raised.

Eligible Disclosers may seek legal advice from or be legally represented by a lawyer in relation to their reports.

See **Appendix 2** for a flow chart summarising the process.

## 4. Definitions

Definitions used in this policy are located throughout this policy and in Appendix 5 to this policy. The meanings of defined terms are limited to this Policy unless stated otherwise.

## 5. Process for Handling Reports

The Company Secretary or Chairman, once in receipt of the written report, will appoint an internal or external investigating officer who will determine/review/enquire/investigate as required.

## 6. Timing of the Report

Eligible Disclosers are encouraged to disclose Reportable Conduct as soon as they have reasonable grounds to suspect it has occurred. If Reportable Conduct has taken place in the past, it is not too late to report it because disclosing it may still have a significant impact.

## 7. Whistleblower Support

SomnoMed supports Eligible Disclosers, by:

- keeping the Eligible Discloser 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;
- endeavouring to resolve any concerns that the Eligible Discloser has regarding the confidentiality of their identity or actual or threatened detrimental treatment because the Eligible Discloser has made, or is considering making, a report under this Policy; and
- providing training to its employees, managers and officers about this Policy.

Where the Eligible Discloser may have been involved in conduct connected with the report of Reportable Conduct, the fact that the Eligible Discloser made a report may, at the Company's absolute discretion, be relevant to any remedial or disciplinary action (up to and including the possibility of a termination without notice) that may be taken because of an inquiry or investigation.

### **8. Whistleblower Protection**

- 8.1 While anonymous disclosures may be made under this policy and Relevant Legislation, it can be difficult for SomnoMed to review and investigate Reportable Conduct without understanding the role of the Eligible Discloser and being able to contact them for the purposes of obtaining further information when necessary. For this reason, we encourage Eligible Disclosers to agree to disclose their identities when making a report under this Policy if they are comfortable in doing so.
- 8.2 Unless the law permits otherwise, an Eligible Discloser's consent will be obtained before his or her identity is disclosed.
- 8.3 SomnoMed will endeavour to not disclose information that is likely to lead to an Eligible Discloser's identification unless he or she has consented to SomnoMed disclosing their identity or where the disclosure of that information is reasonably necessary for the purposes of SomnoMed investigating the report and SomnoMed takes all reasonable steps to reduce the risk that the Eligible Discloser will be identified as a consequence of the disclosure.
- 8.4 SomnoMed may be required to reveal the Eligible Discloser's identity in relation to matters which are to be reported to relevant regulators, in Australia such as the ASIC, APRA, the Tax Commissioner or the Australian Federal Police.
- 8.5 The Eligible Discloser's identity may also be divulged if legal advice or representation is required by SomnoMed or where a court or tribunal finds it is necessary in the interests of justice.
- 8.6 SomnoMed will endeavour to protect an Eligible Discloser from detrimental treatment (or threats of detrimental treatment) because they have made, are proposing to make, or are able to make, a report of information relating to Reportable Conduct under this policy and in accordance with the Relevant Legislation. Eligible Disclosers must immediately inform the Company Secretary (or if the Company Secretary is involved in the Reportable Conduct, the Chairman of the Board of the Company) of any concerns they have about their report.
- 8.7 This Policy summarises the key protections and immunities under Relevant Legislation, however SomnoMed encourages all persons to seek independent legal advice. If an Eligible Discloser makes a report of information relating to Reportable Conduct under this policy, they may be eligible for protection under the Relevant Legislation. For example, the Eligible Discloser may have rights to compensation for loss, damage or injury and other remedies if the Eligible Discloser's identity has been disclosed or where they have been subject to detrimental treatment. An Eligible Discloser may also be entitled to certain immunities if they make a report under this Policy or under Relevant Legislation, including:
  - not having any contractual or other remedy or right enforced against the Eligible Discloser on the basis of their report;
  - not being subject to any civil, criminal or administrative liability for making a report (i.e. except where the Reportable Conduct relates to the Eligible Discloser's conduct);
  - the report not being admissible in evidence against the Eligible Discloser in criminal proceedings or proceedings for the imposition of a penalty (except in respect of the falsity of the information in the report).

8.8 Detrimental treatment includes intimidation, harassment, threats, coercion, action causing injury, loss or damage, discrimination, disadvantage, adverse treatment in relation to an Eligible Discloser's employment, career, profession, trade or business. SomnoMed will regard any detrimental treatment of an Eligible Discloser very seriously and may take appropriate action, which could include, in the case of employees, disciplinary action and dismissal (as the case might be, even termination without notice). In the case of a contractor, such appropriate actions may include suspension and/or termination of its contract (as the case might be, even termination without notice) with SomnoMed.

### 9. False Reports

Employees who knowingly make a false report of Reportable Conduct may face disciplinary action, including immediate termination in serious cases. In the case of a contractor, actions may include suspension and/or termination of its contract with SomnoMed.

The disciplinary action will depend upon the severity, nature and circumstances of the false report.

### 10. Fair Treatment of Named Employees

SomnoMed will endeavour to provide any employee mentioned in an Eligible Discloser's report with an opportunity to respond to the allegations as part of any inquiry or investigation.

### 11. Investigation

The Company Secretary, in conjunction with the Chairman (or where the Chairman is involved, in conjunction with the Chairman of the Audit Committee) or the Chairman in the first instance, if the Company Secretary is implicated, may initially review the report or may provide the report to another appropriate person within SomnoMed, for example, by having regard to the nature of the report.

The person conducting the review will make initial inquiries and will 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.

If there is to be further inquiry, that inquiry or investigation may be conducted by a senior manager, or at the discretion of SomnoMed, by an external person. The investigator will not be implicated directly or indirectly in the report and will report to the Company Secretary or the Chairman of the Board of the Company.

All inquiries and/or investigations will be conducted, as far as practicable, on a confidential basis and in accordance with the Relevant Legislation.

The Audit Committee will be provided with a quarterly report of all disclosed Reportable Conducts which have been received by Authorised Representatives and via mail and the outcomes.

### 12. Communication

The Company Secretary (or their delegate) or the Chairman of the SomnoMed Board (or their delegate) if the Company Secretary is implicated, and the person conducting the inquiry or investigation will to the extent it is reasonable, keep the Eligible Discloser updated on the investigation and any action taken in relation to the Eligible Discloser's report.



## **13. General**

### **13.1 Local Laws**

This Policy applies to SomnoMed Limited and all its subsidiaries, except in locations where there are local laws dealing with this subject matter or as otherwise determined by SomnoMed.

### **13.2 Questions**

Eligible Disclosers are encouraged to speak to the Company Secretary if they have any questions regarding their obligations under this Policy.

### **13.3 No Waiver**

A delay or failure to enforce a provision of this Policy does not constitute a waiver of SomnoMed's right/s to do so.

### **13.4 Review**

SomnoMed will periodically review this Policy to check that it is operating effectively, having regard to its objectives and the support it provides to the SomnoMed's Code of Conduct and the requirements of applicable laws, and to determine whether any changes are required to the Policy.

### **13.5 Interpretation**

The headings in this Policy are for reference only and are not intended to limit the meaning or application of the matters stated under the headings.

### **13.6 Variations**

SomnoMed reserves the right to amend, vary, replace or terminate this Policy at any time in its absolute discretion.

### **13.7 Policy Location**

The latest version of this Policy can be found on SomnoMed global website and in the policies and procedures folder on the company's SharePoint platform for SomnoMed employees.

## **Related Policies and Guidelines**

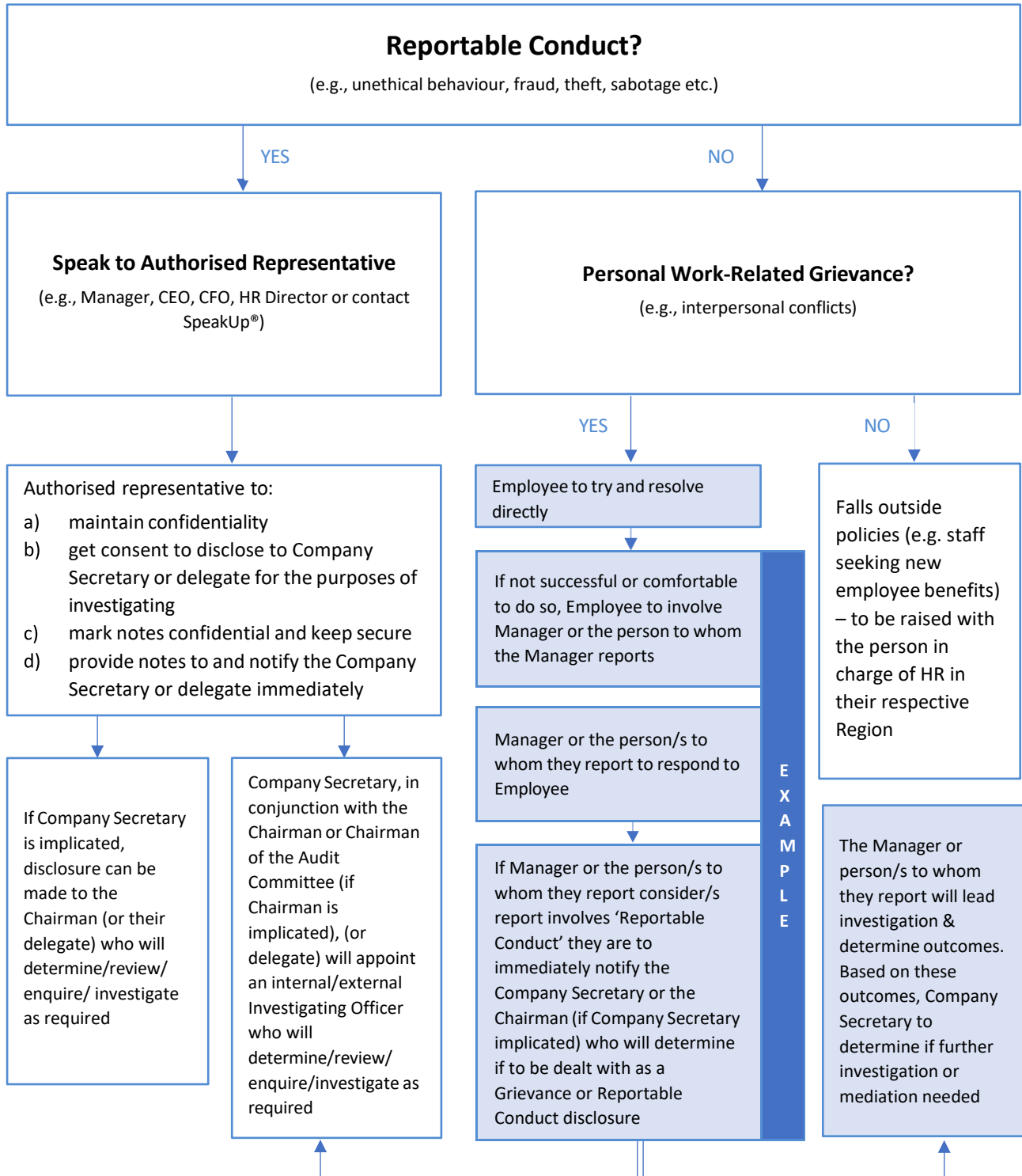
- *Staff Code of Conduct*
- *Complaint & Grievance Policy*
- *Work Health & Safety Policy*
- *EEO Anti-Discrimination & Harassment Policy*

**APPENDIX 1**

TYPE OF CONCERN	WHO CAN I SPEAK TO?
<p>Interpersonal conflict between you and another Employee in the Workplace                      -Refer to the "Complaints &amp; Grievance Policy"</p>	<ul style="list-style-type: none"> <li>• Speak to the person directly</li> <li>• Speak to your manager</li> <li>• Speak to the person/s to whom your manager reports</li> <li>• Contact your HR representative</li> </ul>
<p>Personal Work-Related Grievance.                      For example:</p> <ul style="list-style-type: none"> <li>• an interpersonal conflict between you and another Employee;</li> <li>• a decision relating to your engagement, transfer or promotion as an Employee;</li> <li>• a decision relating to your terms and conditions of engagement as an Employee;</li> <li>• a decision to suspend or terminate your engagement as an Employee or otherwise to discipline you as an Employee.</li> </ul> <p>-Refer to the "Complaints &amp; Grievance Policy"</p>	<ul style="list-style-type: none"> <li>• Speak to your manager</li> <li>• Speak to the person/s to whom your manager reports</li> <li>• Contact your HR representative</li> </ul>
<p>Conduct involving SomnoMed or a supplier or a customer which raises issues of illegal or unethical conduct</p> <p>- *Refer to this 'Whistleblower Policy'</p>	<ul style="list-style-type: none"> <li>• Speak to an Authorised Representative</li> <li>• Write to The Company Secretary or The Chairman of the Board</li> <li>• Contact SpeakUp®</li> <li>• Speak to a relevant external reporting body</li> </ul>

APPENDIX 2

Whistleblower Protection and Grievance Handling Processes



**\*Reports received through our SpeakUp® platform will be sent to the SpeakUp® committee which consists of SomnoMed Limited’s Chief Financial Officer, Director Global Human Resources and Company Secretary**

### APPENDIX 3

#### SpeakUp® Privacy Policy

SomnoMed is committed to protecting the privacy of any personal information that is collected through the operation of the SpeakUp® Platform for the purpose of this Whistle-blower Policy. When collecting, holding, using or disclosing the Eligible Person's personal information and data SomnoMed will comply with the Australian Privacy Principles contained in the Privacy Act 1988 (Cth).

The purpose of this policy ("**the Privacy Policy**") is to explain how SomnoMed manages the Eligible Person's personal information ("**Personal Information**") as well as the choices that the Eligible Person may make regarding his/her personal information.

This Privacy Policy applies to personal information that SomnoMed collects from Eligible Persons when using the SpeakUp® Platform.

SomnoMed collects the Eligible Person's contact details, where provided, which may include name, title, address, postal addresses, company name, phone number, fax number and e-mail address, job titles and date of birth, description of the Reportable Conduct as well as a copy of any correspondence that the Eligible Person sends to SomnoMed.

The SpeakUp® Platform is owned and operated by the company People Intouch B.V., a company incorporated under the laws of Netherlands, having its registered office in 1076 DE Amsterdam at the Olympisch Stadion 6, in the Netherlands. People Intouch B.V. shall implement appropriate technical and organisational security measures to ensure an appropriate level of security in relation to the processing of personal data that an Eligible Person and/or a Whistleblower will provide through the SpeakUp® Platform in accordance with the applicable European Union regulations (General Data Protection Regulation (EU) 2016/679). This in accordance with (i) the provisions of Chapter 8 of the Australian Privacy Principles (APP8) relating to cross-border disclosure of personal information; and (ii) SomnoMed's Privacy Policy.

Accessing, correcting and updating the Eligible Person's Personal Information: the Eligible Person has the right to request access to or correction of the Personal Information that SomnoMed holds about the Eligible Person. Should the Eligible Person do so, SomnoMed will provide access to his/her Personal Information within reasonable timeframes and in accordance with the APP's.

SomnoMed will always confirm the Eligible Person's identity before giving him/her access to his/her Personal Information. There are some circumstances in which SomnoMed may refuse to give the Eligible Person access to his/her Personal Information, in accordance with the APP's. These include when SOMNOMED reasonably believes that giving access would pose a serious threat to the life, health or safety of any individual, or that giving access would have an unreasonable impact on the privacy of other individuals.

SomnoMed will retain the Eligible Information's Personal Information for as long as is reasonably necessary for operating the SpeakUp® Platform or to fulfil the purposes of this Whistle-blower Policy for which it is collected. SomnoMed will also retain information as required by law.

**Making complaints:** the Eligible Person is encouraged to contact SomnoMed if he/she has any concerns about his/her privacy; the way SomnoMed manages the Personal Information or a request for access or correction that the Eligible Person has made. The Eligible Person may also submit a formal complaint to SomnoMed at the following contact details:

SomnoMed Limited  
The Company Secretary  
Level 3, 20 Clarke Street  
Crows Nest NSW, 2065

SomnoMed will endeavour to respond promptly to the Eligible Person's complaint. If the Eligible Person is not satisfied with SomnoMed's response the Eligible Person may submit a complaint to the Office of the Australian Information Commissioner.

## APPENDIX 4

### SpeakUp® Local phone numbers and webservice URL

Country	Phone	Access Code	Web service URL
Australia	Number: +61 2 8284 6262	104724	www.somnomed.speakup.report/Somnomedinternal
Belgium	Freephone: 0800 89 326	104724	www.somnomed.speakup.report/Somnomedinternal
Canada	Number: +1 (514) 395 0496	104724	www.somnomed.speakup.report/Somnomedinternal
Denmark	Number: +45 43 31 09 61	104724	www.somnomed.speakup.report/Somnomedinternal
Finland	Freephone: 0800 392 912	104724	www.somnomed.speakup.report/Somnomedinternal
France	Freephone: 080 554 3753	104724	www.somnomed.speakup.report/Somnomedinternal
Germany	Freephone: 0800 1818 952	104724	www.somnomed.speakup.report/Somnomedinternal
Japan	Number: +81 3 6627 0734	104724	www.somnomed.speakup.report/Somnomedinternal
Korea (South)	Number: +82 2 3700 5146	104724	www.somnomed.speakup.report/Somnomedinternal
Netherlands	Number: +31 10 700 75 03	104724	www.somnomed.speakup.report/Somnomedinternal
Norway	Number: +47 24 14 06 01	104724	www.somnomed.speakup.report/Somnomedinternal
Philippines	Freephone: 1800 8394 8474	104724	www.somnomed.speakup.report/Somnomedinternal
Spain	Number: +34 900 031 156	104724	www.somnomed.speakup.report/Somnomedinternal
Sweden	Freephone: 020 160 4703	104724	www.somnomed.speakup.report/Somnomedinternal
Switzerland	Freephone: 080 000 5691	104724	www.somnomed.speakup.report/Somnomedinternal
United Kingdom	Freephone: 080 0022 4118	104724	www.somnomed.speakup.report/Somnomedinternal
USA	Number: +1 (669) 288 7154	104724	www.somnomed.speakup.report/Somnomedinternal

**\*Please note these contact details are for internal reporters only and should not be provided to external parties.**

## APPENDIX 5

### Definitions and Interpretation

In this policy references to:

'**ASIC**' means Australian Securities and Investments Commission.

'**APRA**', means Australian Prudential Regulatory Authority.

'**ATO**' means Australian Taxation Office.

'**SomnoMed**' or '**the Company**' means SomnoMed Limited and each of its related companies or entities, both current and in the future. Where used in this policy, a reference to 'SomnoMed' or 'the Company' may be to all companies or entities or any one or more of the companies or entities as may be applicable in the context.

'**Company Secretary**' means the Company Secretary of SomnoMed Limited or their delegate.

'**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 Federal Commissioner of Taxation, any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts (or similar local legislation relating the Employee's country of employment).

'**Eligible Disclosers**' means all current and former employees, volunteers and suppliers of SomnoMed. Other persons (such as third-party contractors, customers, relatives, dependants or dependants of spouses of any employee) may use the procedures in this Whistleblower Policy.