

# BCAL Diagnostics Limited

## Whistleblower policy

### 1. Purpose and principles

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BCAL Diagnostics Limited (**BCAL** or the **Company**) is committed to high standards of conduct and ethical behaviour in our business activities. We promote and support a culture of honesty and good ethical practice, corporate compliance and corporate governance.

BCAL encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company's business. BCAL provides protections and measures so that anyone who makes a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

Conduct that appears illegal, unethical or otherwise improper should be reported, but you may feel apprehensive about raising your concerns because of the fear of possible adverse repercussions to you. This Whistleblower Policy (the **policy**) is designed to help you feel confident about raising concerns internally by offering a reporting and investigative mechanism that is objective, confidential, independent and protects you from reprisal or disadvantage.

The policy is also designed to comply with the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**), which provide protections for individuals who are referred to in this policy as Eligible Reporters (defined in section 2 below) who make a Qualifying Disclosure (defined in section 4 below) in Australia or regarding BCAL's Australian operations.

### 2. Scope

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The policy applies to individuals who are current and former:

- employees (whether permanent, part-time, fixed-term or temporary), officers (e.g. a director or secretary), consultants, representatives, interns, secondees and contractors;
- service providers (e.g. auditors, accountants, brokers and consultants) and suppliers (whether paid or unpaid);
- employees of these service providers or suppliers (e.g. current and former contractors, consultants, service providers and business partners); and
- any relatives, dependents or spouses (or that spouse's dependents) of any individuals identified above,

of BCAL (**Eligible Reporters**).

This policy covers reports about Company wrongdoing, including any conduct by BCAL directors, employees, or contractors deemed unethical, dishonest, improper, illegal or a danger to the public or a financial system.

Disclosures that are not Qualifying Disclosures will not qualify for protection under the relevant legislation. For example, personal work-related complaints or grievances (e.g. interpersonal conflicts, promotion decisions and disciplinary actions) should be lodged or raised under



BCAL's relevant grievance procedure. A personal work-related grievance may still qualify for protection 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);
- the Company 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 discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Under this policy, you are encouraged to speak up about Qualifying Disclosures, whether openly, confidentially or anonymously to an Eligible Recipient (defined in section 5.1 below). All such disclosures, whether provided anonymously or with your identity, are protected under the Corporations Act.

### **3. Stakeholders and responsibilities**

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- The board of the Company (**Board**), or the Audit and Risk Management Committee through its Board delegated authority, is ultimately responsible to ensure that broader trends, themes and emerging risks highlighted by disclosures made under this policy are addressed and mitigated by BCAL as part of its risk management and corporate governance framework.
- The Chief Executive Officer<sup>1</sup> is responsible for fostering a culture of compliance across the Company and has overall responsibility for implementing this policy within the Company.
- Subsidiary boards (if any) are accountable for the effectiveness of their own reporting mechanisms, investigation and actions taken to address concerns.
- Managers are responsible to provide an overview and a copy of this policy to new employees at induction.

### **4. Requirements for a Qualifying Disclosure**

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A **Qualifying Disclosure** means a disclosure that meets each of the following criteria:

- the report relates to BCAL's Australian operations or conduct occurring in Australia;
- the report is made by an Eligible Reporter;
- the report is made directly to an Eligible Recipient or an Appropriate Regulator (defined in section 5.2 below); and
- the Eligible Reporter has reasonable grounds to suspect the information:
  - concerns misconduct or an improper state of affairs or circumstances in relation to BCAL or a related body corporate of BCAL; or

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<sup>1</sup> To the extent a Chief Executive Officer is not appointed, this should be read as reference to the Chief Operating Officer, and to the extent that neither are appointed, the Executive Chair.



- o indicates misconduct or an improper state of affairs or circumstances in relation to tax affairs of BCAL,

**(Disclosable Matter).**

A Qualifying Disclosure also includes:

- a disclosure made to a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the whistleblower laws (whether or not the report relates to a Disclosable Matter); or
- a disclosure made by an Eligible Reporter as a Public Interest Disclosure or an Emergency Disclosure (both defined in section 6 below).

If the above criteria are met, legal protections will be available to the Eligible Reporter even if:

- the report is made anonymously; or
- the report turns out to be incorrect.

You may make a report under this policy of a Disclosable Matter if you have reasonable grounds to suspect that a director, officer, employee, independent contractor, supplier, tenderer or another person who has business dealings with the Company has engaged in conduct which:

- is dishonest, fraudulent or corrupt, including bribery;
- is an illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of law);
- is unethical or in violation of the Company's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company's Code of Conduct or other policies or procedures);
- conceals a Disclosable Matter;
- is potentially damaging to the Company, a Company employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources;
- amounts to an abuse of authority;
- endangers the public or the financial system;
- may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company's interests;
- involves serious harassment, discrimination, victimisation or bullying;
- is an offence punishable by imprisonment of 12 months or more; or
- involves any other kind of misconduct or an improper state of affairs or circumstances.

Disclosable Matters include conduct that may not involve a contravention of a particular law. In particular, information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a Disclosable Matter, even if it does not involve a breach of a law.

A report that is purportedly made under this policy about a matter that is not Disclosable Matter does not qualify for protection under the Corporations Act or Taxation Administration Act, where relevant. Such disclosures may be protected under other legislation, such as the *Fair Work Act 2009* (Cth).



## 5. Who can I make a report to?

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### 5.1. Eligible Recipients

Reports can be made to:

- any officer or senior manager of the Company or its related body corporate, including members of the board;
- the Chief Executive Officer;
- the Chief Operating Officer;
- the Company Secretary;
- an internal or external auditor or actuary of BCAL or its related body corporate, or a member of an audit team conducting an audit of BCAL or its related body corporate,

(each an **Eligible Recipient**).

Reports should be made at first instance to the Company Secretary. Should the Disclosable Matter involve the Company Secretary, or if the Eligible Reporter believes that it is otherwise inappropriate for the report to be made to the Company Secretary for any reason, then the report may be made with any other Eligible Recipient.

If a concern relates to BCAL's tax affairs, it may also be reported to a registered tax agent of the Company.

Reports can be mailed to BCAL's registered office, including anonymously, addressed to the Eligible Recipient (other than in the case of the external auditor, see below).

BCAL recognises that there may be issues of sensitivity where an Eligible Reporter does not feel comfortable making a report to an internal recipient. In such cases, reports can be provided to BCAL's external auditor, Pitcher Partners Sydney by email [bcalwhistleblower@pitcher.com.au](mailto:bcalwhistleblower@pitcher.com.au) or by calling + 61 2 9221 2099.

An Eligible Reporter who wishes to remain anonymous may submit reports on the following basis:

- for any mailed reports, adopting a pseudonym; or
- creating an anonymous email address and sending a report via that address.

### 5.2. Regulators

Reports may also be reported to specified regulators, including:

- the Australian Securities and Investments Commission (**ASIC**);
- the Australian Prudential Regulation Authority (**APRA**); or
- if the concern relates to BCAL's tax affairs, the Commissioner of Taxation,

(each an **Appropriate Regulator**).

## 6. Emergency and Public Interest Disclosures

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In certain circumstances Eligible Reporters may also be protected if they report a Disclosable Matter that they consider is in the 'public interest' (**Public Interest Disclosure**) or that relates to a substantial or imminent danger to health, safety or the environment (**Emergency**

**Disclosure**) to a professional journalist or parliamentarian. The requirements that must be met in order to receive protection in this instance are set out in the table below.

	<b>Public Interest Disclosure</b>	<b>Emergency Disclosure</b>
1.	A previous report has been made to ASIC or APRA	
2.	90 days has passed since making the report, and the Eligible Reporter does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure	No waiting period
3.	The Eligible Reporter has reasonable grounds to believe that making a further disclosure of the information would be in the public interest	The Eligible Reporter 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
4.	The Eligible Reporter has provided written notification to ASIC/APRA that they intend to make a Public Interest or Emergency Disclosure and they provide enough information to identify the previous disclosure	
5.	The Eligible Reporter makes a disclosure to a member of Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist	
6.	The information disclosed provides no more detail than necessary to inform the recipient of the misconduct or improper state of affairs or circumstances	The information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger

The Company recommends that individuals seek independent legal advice before making a Public Interest Disclosure or Emergency Disclosure.

## 7. Investigation of Disclosable Matters

We investigate and record all reports fairly, objectively and confidentially. Subject to receiving a report complying with section 8 below, an Eligible Recipient will investigate the matter that is the subject of the report as soon as practicable after the report has been submitted. The Eligible Recipient may, with your consent, appoint a person to assist in the investigation of a report.

The particular investigation process and enquiries adopted will be determined by the nature and substance of the report. Shortly after receipt of the report, the Eligible Recipient, or the investigator appointed by the Eligible Recipient to assist with enquiries (each an **Investigator**) will discuss the investigation procedure with you.

Appropriate records and documentation for each step in the investigation process will be maintained.

Where a report is submitted anonymously, an Investigator will conduct the investigation and its enquiries based only on the information provided to it. You may remain anonymous over the course of an investigation and after the investigation is finalised. You may refuse to answer questions that you feel could reveal their identity at any time, including during follow-up conversations. If you wish to remain anonymous, you are encouraged to maintain ongoing



two-way communication with the Company to enable the Company to ask follow-up questions or provide feedback.

## **8. What information do I need to provide in my report?**

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For a report to be investigated, it must contain enough information to form a reasonable basis for investigation. It is important, therefore, that you provide as much information as possible. This includes any known details about the events underlying the report, including:

- date;
- time;
- location;
- name of the person(s) involved;
- possible witnesses to the events; and
- other evidence of the events (e.g. documents, emails).

In your report, describe any steps you have taken previously to report the matter elsewhere or resolve the concern.

If a report does not contain sufficient information to form a reasonable basis for investigation, the Investigator will request additional information from you. If this additional information is not able to be obtained, and the investigation is unable to be completed, then the report will be closed, and you will be informed.

## **9. How long will the investigation take?**

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The investigation process will vary depending on the nature of the Disclosable Matter and the amount of information provided. The Investigator aims to conclude the investigation within six (6) weeks of receiving the report.

If the report raises complex issues and the Investigator considers it impossible to conclude the investigation within six (6) weeks, an attempt will be made to notify the individual who reported the concern of the expected investigation timeframe.

If there is insufficient information to warrant further investigation, or the initial investigation immediately identifies there is no case to answer, the Investigator will notify the Eligible Reporter at the earliest possible opportunity.

The Investigator will provide an Eligible Reporter with regular updates if they can be contacted, including through anonymous channels.

## **10. How will I receive feedback on my investigation?**

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The Investigator assigned to handle your whistleblower report will tell you the outcome of the investigation unless prevented by law from doing so.

The Investigator must also notify the Board of the outcome of the investigation, subject to any member of the Board being conflicted with the investigation in question. Potential outcomes include:

- your concern was substantiated, and appropriate action has been taken;
- your concern was not substantiated, and no further action will be taken unless further evidence becomes available;



- a determination was not possible, and no further action will be taken unless further evidence becomes available; and
- you may be provided with further feedback, subject to the privacy and confidentiality rights of any individual under investigation and any other confidentiality requirements.

The method for documenting and reporting the findings will depend on the nature of the report.

## **11. What happens if the concern is substantiated?**

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Where the Investigator substantiates the report, the Company will consider whether changes to internal processes and systems are required to reduce the likelihood of the Disclosable Matter happening again. Where a person is found to have engaged in misconduct, the matter will be dealt with under the Company's disciplinary procedures. This may result in disciplinary action, including dismissal.

Criminal matters will be reported to the police or other appropriate regulatory authorities.

## **12. What if I am not satisfied?**

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If you believe that your report was not dealt with according to this policy, or are dissatisfied with the investigation outcome, then you may escalate the matter to the Chair of the Board, or where the Chair is conflicted, to the Chair of the Audit and Risk Management Committee.

## **13. Protection of whistleblowers**

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BCAL is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

### **13.1. Protection against detrimental conduct**

All persons, including Eligible Reporters, are protected from detrimental conduct or the threat of detrimental conduct against them as a result of them or someone else making, being suspected of making, or proposing to make a disclosure, under this policy.

Detrimental conduct includes dismissal, harm or injury (including psychological), alteration of position or duties, demotion, harassment, intimidation, discrimination, disciplinary action, damage to property, reputation, business or financial position, threats or other unfavourable treatment connected with making a report.

Actions that are not detrimental conduct, that may be undertaken following a report, include administrative action that is reasonable for the purpose of protecting an Eligible Reporter from detriment (e.g. transferring an Eligible Reporter to a different team or office to prevent them from detriment), or managing an Eligible Reporter's unsatisfactory work performance, if the action is in line with the Company's performance management framework. If such administrative or management action is taken, the Company will ensure that the Eligible Reporter understands the reason for taking the action.

If you are subjected to detrimental treatment as a result of making a report under this policy, you should inform an Eligible Recipient.

If you suffer any undue loss, damage or injury connected with making a report under this policy and the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct, the Company may, subject to making



appropriate enquiries / investigations, compensate you or provide another appropriate remedy, which you may seek through the courts.

You may seek independent legal advice if you believe that you have suffered detrimental conduct.

You will be protected under this policy when you make a disclosure of a Disclosable Matter even if the investigation rules that your concern was not substantiated or if a determination was not possible.

### **13.2. Measures to protect disclosers from detriment**

The following measures and mechanisms are in place to protect disclosers from detriment:

- investigators of a report to assess the risk of detriment against the Eligible Reporter and other persons (e.g. other persons who may be suspected to have made the disclosure), as soon as possible after receiving a report;
- flexibility to allow the Eligible Reporter to perform their duties from another location, reassign the Eligible Reporter to another role at the same level, make other modifications to the Eligible Reporter's workplace or the way they perform their work duties, or reassign or relocate other staff involved in the disclosable matter;
- training to ensure management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, an Eligible Reporter;
- should detriment be suffered, the detriment complaint may be investigated as a separate matter by a different investigator to the one dealing with the initial report; and
- where detriment is finally determined to have occurred, the Company may address the detrimental conduct by taking disciplinary action against the perpetrators, or allow the Eligible Reporter to take extended leave, develop a career development plan including new training and career opportunities, or offer compensation or other remedies.

### **13.3. Protection of your identity and confidentiality**

Upon receiving a report under this policy, the Company will only share your status as a whistleblower or information likely to reveal your identity if:

- you consent in writing;
- disclosure is made to ASIC, APRA or a member of the Australian Federal Police, or if the report relates to a tax matter, the Commissioner of Taxation; or
- disclosure is made to a lawyer in order to obtain legal advice or representation in relation to the operation of these protections.

The Company can disclose the information contained in a disclosure without your consent if:

- the information does not include your identity;



- the Company has taken all reasonable steps to reduce the risk that you will be identified as a result of the disclosure; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

It is possible that someone might deduce your identity without there having been a breach of confidentiality, or otherwise as a consequence of the investigatory process. For example:

- if the nature of your report points to one particular individual having made it;
- if you have previously mentioned to others that you had considered making a disclosure;
- you are one of a small group of people with access to the information; or
- the information disclosed was disclosed to you privately and in confidence.

The Company will otherwise use its best endeavours not to disclose this information.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and dealt with under the Company's disciplinary procedures. Any disclosures of your identity or information likely to reveal your identity will only be made on a strictly confidential basis.

Should there be an illegal identification of your identity or disclosure of information that is likely to lead to identification outside of the circumstances above, leading to a breach of your confidentiality, you have the right to lodge a complaint with a regulator including ASIC, APRA or the Australian Tax Office, for further investigation.

#### **13.4. Measures for protecting confidentiality of discloser's identity**

The following measures will be taken to reduce the risk that an Eligible Reporter will be identified from the information in a report:

- all personal information or reference to the Eligible Reporter witnessing an event will be redacted;
- the Eligible Reporter will be referred to in a gender-neutral context;
- if possible, the Eligible Reporter will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
- reports will be handled and investigated by qualified staff.

#### **13.5. Protection of files and records**

All files and documents created from an investigation will be retained securely.

The unauthorised release of information to someone not involved in the investigation (other than senior managers or directors) without your consent as a whistleblower will be a breach of this policy.

Each person involved in the investigation will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

#### **13.6. Measures for ensuring fair treatment of individuals mentioned in disclosures**

The following measures will be taken to ensure fair treatment of individuals mentioned in reports, where applicable:



- reports will be handled confidentially, where practical and appropriate in the circumstances;
- each report will be assessed as the subject of an independent investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- where it is identified that a detailed investigation needs to be undertaken, the process will be objective, fair and independent;
- an employee who is the subject of a report will be advised about the subject matter of the report as and when required by principles of natural justice and procedural fairness and prior to any actions being taken (e.g. where the report will be the subject of an investigation); and
- an employee who is the subject of a report may contact the entity's human resources or support services.

### **13.7. Immunity from some types of liability**

An Eligible Reporter may also be entitled to other legal protections in certain circumstances, including:

- protection from civil, criminal or administrative legal action for making a report;
- protection from contractual or other remedies being sought against them on the basis that they made a report; and
- the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information).

However, the making of a report does not grant the Eligible Reporter immunity for any misconduct they reveal in their disclosure.

## **14. Duties of employees concerning Disclosable Matters**

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It is expected that employees of the Company who become aware of actual, suspected or potential cases of Disclosable Matters will make a report under this policy or under other applicable policies.

## **15. Reporting procedures**

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The Eligible Recipients will report at least annually to the Board on the number and type of whistleblower incident reports. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

The Board will receive copies of all whistleblower reports from the Eligible Recipients (with identifying details redacted). In addition, serious or material Disclosable Matters will be considered by the Eligible Recipient for immediate referral to the Chair of the Board.

## **16. False reporting**

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A false report of a reportable matter could significantly affect BCAL's reputation and the reputations of directors, officers, employees or other relevant persons and could also cause considerable misuse of time and effort. Any deliberately false reporting of Disclosable Matter, whether under this policy or otherwise, will be treated as a serious disciplinary matter.



## **17. Availability of policy and questions**

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A copy of this policy is provided to staff on commencement of their employment and is available on the Company's website.

Any questions about this policy should be directed to an Eligible Recipient.

## **18. Policy review process**

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The Company Secretary is responsible for reviewing the effectiveness of this policy, including key protections and support to disclosers, at least every two years. Amendments to this policy require approval from the Board.