

WHISTLEBLOWER POLICY

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## 1. INTRODUCTION

Linear Clinical Research Ltd (**Linear**) is committed to high standards of legal, ethical and moral behaviour, in accordance with our values of excellence, respect, integrity and collaboration.

In line with Linear's Code of Conduct, the purpose of this Policy is to further Linear's commitment to maintaining high ethical standards of conduct. Linear expects that Employees, contractors and other parties representing Linear, will act fairly, honestly, with integrity and in compliance with applicable laws and government regulations. Linear will not tolerate unethical or unlawful conduct.

## 2. PRINCIPLES AND PURPOSE

This Policy documents Linear's commitment to maintaining an environment in which relevant parties are able to report – without fear of retaliatory action – concerns about serious instances of wrongdoing that they believe may be occurring at, or in the name of Linear.

Although this Policy and Linear's Code of Conduct endeavour to cover different situations in relation to business practices and procedures, it cannot anticipate every issue that may arise. If you are unsure of what to do, you should seek additional guidance and information from an Eligible Recipient before you act. You should use your judgement and common sense, if something seems unethical or improper, it probably is. If you have any questions regarding the best course of action in a particular situation, or if you see or suspect something is wrong, you should promptly raise the issue as outlined in this Policy.

The Corporations Act provides protection to eligible whistleblowers. To qualify for protection, you must be a Protected Person, who has made a report relating to Disclosable Matters to an Eligible Recipient, as defined under this Policy.

The Linear Board is responsible for oversight of this Policy.

## 3. SCOPE

### 3.1 Who this Policy applies to

The Policy applies to any person who is, or has been:

- an Employee;
- an Officer;
- a Supplier or Contractor;
- an employee of a Supplier or Contractor;
- an Associate of Linear; and
- a relative, dependant or spouse of any of the above categories of persons

### 3.2 Matters covered by this Policy

This Policy applies to the reporting of conduct by persons who have reasonable grounds to suspect that the conduct amounts to a Disclosable Matter.

**3.3 A Disclosable Matter** involves information that concerns misconduct, or an improper state of affairs or circumstances, and includes:

- fraudulent behaviour,
- money laundering or misappropriation of funds
- offering or accepting a bribe
- theft, violence, criminal damage
- financial irregularities
- negligence, breach of trust, breach of duty
- failure to comply with legal or regulatory obligations

- data fabrication, falsification, wilful concealment of errors
- engaging in or threatening detrimental conduct toward someone who has or may have made or is planning to make a disclosure under this Policy.

Additionally, some items are specified by the legislation as disclosable matters:

- breaches of Relevant Legislation (such as the Corporations Act 2001 and the Australian Securities and Investment Commission Act 2001)
- any conduct that represents a danger to the public or the financial system
- breaches of any other Commonwealth law that is punishable by imprisonment of 12 months or more

and includes an offence against, or contravention of, a provision of any Relevant Legislation.

Of additional relevance to Linear's operations is the Therapeutic Goods Act 1989, sections 19B and 21A(12), which outline criminal offences in relation to unapproved goods. All Employees are expected to treat compliance with Linear's ethical standards as a critical element of their responsibilities.

### 3.4 Disclosures that may not qualify for protection under the Corporations Act

Personal work-related grievances are not matters that amount to Disclosable Matters and are therefore not dealt with under this Policy nor are they afforded protection under the Corporations Act. Examples include: interpersonal conflicts and decisions relating to promotions, demotions, terms and conditions of employment.

There are alternative pathways for dealing with personal work-related grievances, minor issues or non-disclosable matters, including the Quality Incident & CAPA process (refer to document QAS001) and Personal Grievance process (refer to the Human Resources Policy Manual, POM001).

Additionally, there are reporting pathways described in document ADS005 *Handling Suspected Misconduct*, whilst this is directed more toward scientific or academic misconduct, please note that such matters may also be disclosable and protected under this Whistleblower Policy.

Personal work-related grievances may still qualify for protection if:

- they include information about misconduct as well as a personal grievance
- the company has breached employment laws punishable by imprisonment of 12 months or more
- 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.

## 4. HOW TO SPEAK UP

### 4.1 Making a Disclosure Under this Policy

It is Linear's aim to ensure that Employees feel empowered to raise concerns, and accordingly will treat any issues raised under this Policy in the same manner, irrespective of whether they are determined to be Disclosable Matters or not.

Where a person wishes to avail themselves of the whistleblower protections under the relevant legislation they should formally raise a matter in accordance with this Policy as follows:

#### 4.1.1 Internal Disclosure

A person may raise matters of concern with any of the following, who are internal Eligible Recipients under the Whistleblower legislation.

- Linear Officers, being Directors, CEO, CFO and Company Secretary
- Linear Senior Management
- Persons authorised by Linear to receive disclosures, in this case
  - Linear CEO

- Linear CFO
- Linear Head of Corporate Operations
- Linear Head of Quality Assurance
- Linear Chief of People Operations

Disclosers may contact Eligible Recipients by telephone, email or post as follows:

Telephone – +61 8 6382 5100

Directors – email [directors@linear.org.au](mailto:directors@linear.org.au)

Officers – email [first initial and last name]@linear.org.au

Post – [general address]

#### **4.1.2 External Disclosure**

Disclosers are also afforded protection under the Corporations Act where disclosure concerns Disclosable Matters and is made to:

- Linear's Auditor or a member of an audit team conducting Linear's audit
- a legal practitioner for the purposes of obtaining legal advice or legal representation
- ASIC, APRA, or any Commonwealth body prescribed by regulation

This protection is also extended to emergency disclosures made to the media or members of Parliament in extreme cases, including where 90 days have passed from making a Report and there has been no action on Disclosable Matters, or there will be substantial and imminent danger to health or safety.

#### **4.2 Anonymous Disclosures**

If a Discloser has reasonable grounds to suspect that conduct amounts to a Disclosable Matter, there is no requirement for them to disclose their identity. Further, if a Protected Person has reasonable grounds to report Disclosable Matters, but their disclosure turns out to be incorrect, they can still qualify for protection under the Corporations Act.

Where disclosures are made anonymously, they will still be afforded protection under the Corporations Act. Anonymity may also remain during and after an investigation.

Linear will protect anonymity whereby a Discloser can adopt a pseudonym for the purpose of their disclosure should their identity be known to the Whistleblowing Protection Officer (WPO) but the Discloser does not wish to disclose their identity to others.

At all times, discussion will remain confidential and the identity of the Discloser will remain anonymous unless the disclosure of their identity is permitted by law (including where the Discloser consents to the disclosure).

#### **4.3 Reasonable grounds**

A Discloser making a Report should ensure that they have reasonable grounds to suspect that the reported conduct amounts to a Disclosable Matter in order to avail themselves of the protections under the Act.

Linear's WPO is:

Name: Fabian Knab  
Title: Head of Quality Assurance  
Phone: +61 8 6382 5100  
Email: [fknaab@linear.org.au](mailto:fknaab@linear.org.au)

The WPO will have access to independent financial, legal and operational advisors as required.

#### **4.4 Handling an Investigation**

All Reports will be treated seriously and investigated promptly by Linear.

Upon receipt of a Report, the recipient will liaise with the WPO, who will make a preliminary assessment of the information, including its potential status as a protected disclosure (*if this is uncertain, then the disclosure should be treated as protected by default*) and identify any need for investigation and follow-up.

Acknowledgement of receipt of the disclosure, and the outcome of the preliminary assessment, will be provided to the Discloser (where contact details are available) within a reasonable period of receipt, ideally within 7 calendar days.

The recipient must establish, at the outset, if the Discloser wishes to remain anonymous, or if their details may be passed on to the designated Whistleblower Investigation Officer (**WIO**) and/or made public.

The WPO should document the process and rationale, whilst also taking care to maintain the confidentiality of the whistleblower (eg removing identifying information from a written narrative).

Following a Report being made, the following steps will occur:

- the matter is to be reported to, and reviewed by the WPO and a WIO appointed
- the WIO is to review the Report and determine the appropriate manner of investigation and inform the WPO of how the investigation will proceed
- The WIO is to determine and secure the resources needed for the Investigation, which may include the assistance of other employees or external professionals such as lawyers, accountants, forensic analysts or operational experts
- The WIO plans and conducts the Investigation
- The WIO prepares an Investigation report and provides it to the WPO and
- The WPO advises and debriefs the Discloser (if known) and reports the findings

#### **4.5 Reporting of Investigation findings**

The WPO will generally report their findings to the CEO who will determine the appropriate response to address any unacceptable conduct and appropriate remedial action to prevent future occurrences.

If the CEO or a Director is the subject of an Investigation or allegation, the WPO may, at their sole discretion, report their findings directly to the Chair of the Board or another independent non-executive Director who will determine the consultation and corrective measures required.

The Linear Board will also be informed of the initiation, progress and outcome of any investigation, while protecting the confidentiality of the Discloser and subject to any operational considerations (eg should a Board member be the subject of an Investigation).

#### **4.6 Protecting the identity of the Discloser**

If a Discloser makes a Report under Linear's internal reporting procedure (described in section 4.1.1), Linear will ensure that the person's identity is protected from disclosure unless the disclosure of their identity is permitted by law (including where the Discloser consents to the disclosure).

Linear will protect the confidentiality of the Discloser's identity by:

- Maintaining secure record-keeping and information-sharing processes
- Redacting personal and other information contained in a disclosure that may help to identify the Discloser and
- Ensuring the staff or external investigators handling and investigating the disclosures are qualified to do so

Disclosures permitted by law include disclosures made to ASIC, APRA, a member of the Australian Federal Police; a legal practitioner for the purposes of obtaining legal advice or representation, or a Commonwealth State or Territory authority.

Further, disclosure may be permitted if it is reasonably necessary for the investigation of the matter.

A person who discloses the identity or information that is likely to lead to the identification of a Discloser in circumstances where the law does not permit the disclosure may face the following penalties:

- Under the Corporations Act, a fine of \$200,000 for an individual or \$1 million for a corporation; and
- Under the Taxation Administration Act, six month's imprisonment or a \$6,300 fine (30 penalty units) or both.

#### **4.7 Other Discloser Protection**

Linear respects the confidentiality of Disclosers and will not permit retaliation against a Discloser. No retaliation means that a Discloser cannot be subject to any of the following because of that Report:

- adverse employment action, including disciplinary action such as separation, demotion, suspension or loss of benefits
- civil, criminal or administrative liability
- legal action against them in contract or
- termination of a contract that they are a party to with Linear on the basis of breach of contract

A Discloser, provided they were not involved in the Disclosable Matters reported, will not be penalised or personally disadvantaged because they have reported the Disclosable Matters. However, if a Discloser was involved, they may be provided with immunity or due consideration in any disciplinary proceedings at Linear's discretion. Linear has no power, however, to provide any immunity or protection from criminal prosecution.

Further, Linear will not tolerate any instances of victimisation or reprisal action as a result of a Discloser making a Report. It is an offence to engage in conduct causing Detriment to a person due to a belief or suspicion that any person made, or proposes to make, a report.

**Detriment** includes, but is not limited to:

- dismissal of an employee
- injury of an employee in their employment
- alteration of an employee's position or duties to his or her 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
- any other damage to a person and
- the threat of any of the above actions

A Discloser who believes they, or their family, have been subject to these types of actions due to their status as a Discloser should immediately report the matter to the WPO. The law specifically allows for whistleblowers to seek compensation (or other remedies) through the courts if they suffer Detriment as the result of a disclosure. This also applies if an individual suffers detriment and Linear fails to make adequate precautions to prevent the detrimental acts from occurring.

Linear will protect Disclosers from detrimental acts or omissions by:

- maintaining the confidentiality of Disclosers
- offering support services to Disclosers and
- where applicable, making modifications to a Discloser's duties, role or location within the office

#### **4.8 Feedback and communication**

Where possible and appropriate the Discloser will be kept regularly updated during the key stages such as when the investigation has commenced, its progress, and finalisation.

The Discloser will be informed of the outcome of the investigation of their Report where appropriate, subject to privacy and confidentiality considerations. The Discloser must maintain confidentiality of all such Reports.

#### 4.9 Records

All information, documentation, records and reports relating to the Investigation of Reports will be collated by the WIO and confidentially stored in an appropriate and secure manner. For issues relating to the conduct of a clinical trial, this will be at least 15 years in accordance with the applicable regulatory requirements.

#### 4.10 Ensuring fair treatment of individuals mentioned in a disclosure

It is important to note that those who are the subject of an allegation must be treated fairly and in accordance with the principles of natural justice, ie with the presumption of innocence. Any finding of wrongdoing must be based upon sufficient evidence gathered during a thorough and objective investigation process.

Confidentiality of the identity of the subject person must be maintained to the extent possible during the investigation, to prevent reputational harm. Where allegations are proven to be unfounded, Linear will make every effort to reinstate the reputation of the subject person (where this has suffered harm).

In contrast to Linear's serious treatment of legitimate concerns and reports, deliberate false reports (where allegations are known by the discloser to be untrue) are taken seriously and those who make such false reports will face disciplinary action.

An Employee Assistance Program is available to all Linear employees and their family members.

#### 4.11 Communication of this Policy

This Policy will be made available to Employees during the induction process and assigned for review from time to time by Employees via the Linear Learning Management System.

The Policy will also be made available to Linear's Suppliers, Employees, Associates and contractors online on the Linear website at <https://www.linear.org.au/>

## 5. REVIEW

This Policy will remain subject to periodic review by the Board. At minimum, the Board will review this Whistleblower Policy at least every 2 years.

To raise questions about this policy, please email [people.operations@linear.org.au](mailto:people.operations@linear.org.au)

## 6. ABBREVIATIONS AND DEFINITIONS

Term	Definition
<b>APRA</b>	Australian Prudential Regulation Authority
<b>ASIC</b>	Australian Securities and Investment Commission
<b>Associate</b>	Has the meaning given to that term in the Corporations Act, eg for a company it includes a director or secretary, a related body corporate (such as a parent company or subsidiary) and a director or secretary of a related body corporate.
<b>ATO</b>	Australian Taxation Office
<b>CEO</b>	Means the Chief Executive Officer of Linear
<b>CFO</b>	Means the Chief Financial Officer of Linear
<b>Company Secretary</b>	Means the Company Secretary of Linear
<b>Corporations Act</b>	Means <i>Corporations Act 2001</i> (Cth)
<b>Detriment</b>	Has the meaning given to that term in section 4.5



<b>Director</b>	Means a person who is or has been a director of Linear
<b>Disclosable Matters</b>	Has the meaning given to that term in section 3.3
<b>Discloser</b>	Means a person who reports conduct under this Policy
<b>Eligible Recipient</b>	Has the meaning given to that term in section 4.1
<b>Employee</b>	Means all employees, including full-time, part-time, casual, contractors, sub-contractors and representatives
<b>Investigation</b>	Means a search of evidence in relation to an allegation of Disclosable Matters
<b>Policy</b>	Means this Whistleblower Policy as amended from time-to-time
<b>Protected Person</b>	Means a person who has made a Report of a Disclosable Matter to an Eligible Recipient in accordance with this Policy
<b>Relevant Legislation</b>	Means: <ul style="list-style-type: none"> <li>• <i>Corporations Act 2001</i>;</li> <li>• <i>Australian Securities and Investments Commission Act 2001 (Cth)</i>;</li> <li>• <i>Banking Act 1959 (Cth)</i>;</li> <li>• <i>Financial Sector (Collection of Data) Act 2001 (Cth)</i>;</li> <li>• <i>Insurance Act 1973 (Cth)</i>;</li> <li>• <i>Life Insurance Act 1995 (Cth)</i>;</li> <li>• <i>National Consumer Credit Protection Act 2009 (Cth)</i>;</li> <li>• <i>Superannuation Industry (Supervision) Act 1993 (Cth)</i>;</li> <li>• <i>Taxation Administration Act 1953 (Cth)</i> or</li> <li>• <i>an instrument made under an Act referred to in any of the above.</i></li> </ul>
<b>Report</b>	Means a notification by a person under this Policy
<b>Supplier</b>	Means a supplier of goods or services to Linear (whether paid or unpaid)
<b>Whistleblower legislation</b>	Means the Corporations Act and the Taxation Administration Act 1953 (Cth)
<b>Whistleblower Investigating Officer or WIO</b>	Means a person who is not conflicted who is given the responsibility of investigating the specific case.
<b>Whistleblowing Protection Officer or WPO</b>	Means a designated Linear representative (currently and unless conflicted the Head of Quality Assurance) who has the responsibility of protecting and safeguarding the Discloser and ensuring the integrity of the reporting mechanism
<b>Wrongdoing</b>	Any conduct that is: dishonest; fraudulent; corrupt; illegal; unethical; potentially damaging to Linear, another employee or contractor; serious impropriety; and may include concealment of Wrongdoing.

## RELATED DOCUMENTS

POP001 Code of Conduct

POP003 Insider Trading Policy

POM001: Human Resources Policy Manual

QAS001: Quality Incident and CAPA Management

ADS005: Handling Suspected Misconduct



**REVISION STATUS**

Version	Description of Change	Implementation Date
01	Document supersedes ADP005-02.1 dated 21 Apr 2021. Coding convention changed to POP and document relocated from Effective QMS to Effective People Operations Policies. No further content changes.	02 Aug 2021
02	Various updates in line with updated guidance on Whistleblower policies as per Australian Securities and Investments Commission (ASIC)	29 Aug 2022