

POLICY – Whistleblower

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1 Purpose

Opal HealthCare's purpose is to bring joy to those we care for. We are committed to the highest standards of conduct and ethical behaviour, as outlined in our code of conduct and policies, and to fostering a work environment and culture that aligns with Opal HealthCare's values of Compassion, Accountability, Respect and Excellence.

In line with this commitment, we require and encourage each of our team members and stakeholders to report any misconduct of which they become aware. This policy describes how to make a whistleblower report, how it will be actioned, and protections and support available, including under the Whistleblower Laws.

Terms that are in *italics* are explained in the Dictionary at the end of this policy.

2 Accessing this policy

This policy is available to team members on Opal HealthCare's intranet (the Village). Copies are also available on Opal HealthCare's website and on request from the Whistleblower Governance Officer by emailing opalspeakup@coreintegrity.com.au.

3 What constitutes a whistleblower report?

A whistleblower report qualifies for protection under this Policy and the Whistleblower Laws if it is made by an eligible whistleblower to an eligible recipient (or through one of the other avenues in 4.3) about reportable conduct.

3.1 Who is an eligible whistleblower?

You can be a whistleblower, and be eligible for protection under this policy and the Whistleblower Laws, if you are a current or former:

- (a) corporate officer or director or employee of any Opal HealthCare company;
- (b) individual who supplies goods or services to any Opal HealthCare company (whether paid or as a volunteer) or an employee of a supplier;
- (c) an individual who is an associate of Opal HealthCare; or
- (d) relative, dependent (or the dependent of a spouse) or spouse of any of the people listed in (a), (b) or (c).

3.2 What is reportable conduct?

Reportable conduct is anything an eligible whistleblower has reasonable grounds to suspect:

- (a) concerns misconduct, or an improper state of affairs or circumstances, in relation to any Opal HealthCare Group company or its operations. This might include, for example, information about dishonesty, illegality, serious breach of Opal HealthCare's code of conduct or other Opal HealthCare policies (including in respect of tax affairs), or behaviour that poses a significant risk to the health and safety of a resident of an Opal HealthCare care home or any other person;
- (b) indicates any Opal HealthCare Group company, or one of its officers or employees, has engaged in conduct that:
 - (i) constitutes an offence against, or a contravention of, the Corporations Act 2001 (Cth); Australian Securities and Investments Commission Act 2001 (Cth), Aged Care Act 1997 (Cth), Aged Care Quality and Safety Commission Act 2018 (Cth) and the National Disability Scheme Act 2013 (Cth);

- (ii) constitutes an offence against any other law of the Commonwealth punishable by imprisonment for 12 months or more; or
- (iii) represents a danger to the public or the financial system.

Reports that are not about reportable conduct will not qualify for protection under the *Whistleblower Laws*. However, even if your report turns out to be incorrect, you can still qualify for protection as long as you had reasonable grounds to suspect the matters being reported about.

3.3 What conduct is not reportable conduct?

Personal work-related grievances, including interpersonal conflicts between team members and performance/disciplinary matters, will generally not constitute reportable conduct.

This means that, unless:

- (a) there are significant implications for Opal HealthCare;
- (b) the conduct concerns a contravention, or alleged contravention of the detriment provisions in the *Whistleblower Laws*;
- (c) the conduct otherwise meets the definition of reportable conduct set out above;

personal workplace grievances will not fall within the scope of this policy and will not qualify for protections under the *Whistleblower Laws* (though rights and protections may arise under other legislation such as the *Fair Work Act 2009*).

Team members should instead raise concerns of this kind with their manager or Human Resources Business partner (or by calling the Opal HealthCare HR Advice Line on 1300 337 341) in accordance with the Complaints & Grievance Handling Policy.

4 How to make a whistleblower report

In order to qualify for protection under the *Whistleblower Laws*, a report must be made directly to an eligible recipient (whose role it is to receive reports), who are set out below at 4.1 and 4.2. Reports made through the avenues in 4.3 also qualify for protection.

4.1 Making a whistleblower report

If you wish to make a whistleblower report under this policy, our preferred channel for receiving that report is:

- by emailing opalspeakup@coreintegrity.com.au;
- by calling 1300 190 420; or
- by visiting <https://speakup.coreintegrity.com.au/opalhealthcare>

4.2 Other reporting options

This policy will also apply where whistleblower reports are made to an Opal HealthCare corporate officer (such as the Company Secretary), a director, senior management, auditors (both internal and external) or actuaries of any Opal HealthCare Group company.

4.3 Regulators, legal practitioners, emergency disclosures and public interest disclosures

While we encourage eligible whistleblowers to make disclosures internally, an eligible whistleblower may choose to raise reportable conduct outside of Opal HealthCare with ASIC, APRA or another Commonwealth body prescribed by regulation and qualify for protection under the *Whistleblower Laws*.

A report will also be protected under the *Whistleblower Laws* if it is to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

In very limited circumstances reports can be made to the media or a member of parliament and qualify for protection under the *Whistleblower Laws*. Further information about how to make these types of reports is set out in Annexure A to this policy.

5 How are whistleblower reports managed by Opal HealthCare?

5.1 Key roles and responsibilities

The key Opal HealthCare roles (and a high level overview of the respective responsibilities) under this policy are set out in the table below.

Role	Appointee	Overview of role
Whistleblower Governance Officer	Opal HealthCare's General Counsel or if Opal HealthCare's General Counsel is away from the office on leave, a nominated member of Opal HealthCare's internal legal team.	<p>Opal HealthCare's preferred channel for receiving whistleblower reports.</p> <p>Records reports and refers them to the Whistleblower Committee; oversees confidentiality and other aspects of policy compliance; manages governance reporting; ensures (where possible) that the whistleblower receives feedback.</p> <p>For the purpose of this policy, the Whistleblower Governance Officer reports directly to the Chair of the Audit & Risk Committee.</p>
Whistleblower Committee	<p>Includes the following members:</p> <ul style="list-style-type: none"> ○ Whistleblower Governance Officer (Chair); ○ Director of People and Culture (or delegate) ○ Director Clinical Services & Quality ○ General Counsel (if not the Whistleblower Governance Officer). 	Reviews and assesses reports referred by Whistleblower Governance Officer; assesses the risk of <i>Detrimental Conduct</i> to the whistleblower; appoints a Whistleblower Protection Officer (as appropriate); appoints an Investigator as appropriate; oversees investigation.
Whistleblower Protection Officer	If/as appointed by the Whistleblower Committee in response to a whistleblower report by an identified Opal HealthCare team member, or corporate officer or director.	Monitors the wellbeing of the whistleblower; assists the Whistleblower Committee to monitor the risk of <i>Detrimental Conduct</i> to the whistleblower.
Investigator	If/as appointed by the Whistleblower Committee in response to a whistleblower report. (May be internal or external).	Investigates and reports back to the Whistleblower Committee.

5.2 Management of whistleblower reports

The Whistleblower Governance Officer will record and manage whistleblower reports in accordance with agreed protocols, including confidentiality requirements.

Where the whistleblower report concerns the conduct of a corporate officer, director or a member of the Opal HealthCare executive team, the Whistleblower Governance Officer will refer that report to the Chair of the Audit & Risk Committee (or if it pertains to that person, to the Chair of the Opal HealthCare Boards). Where the whistleblower report concerns the conduct of the Whistleblower Governance Officer, the matter will be referred to the Chair of the Audit & Risk Committee and Opal HealthCare CEO. The Whistleblower Governance Officer will otherwise, subject to confidentiality requirements, refer the report to the Whistleblower Committee, which will:

- (a) review the report and:
 - (i) make an assessment of whether the matter reported falls within the scope of this policy; and
 - (ii) determine appropriate actions (including, where investigation is required, the appointment of an internal or external Investigator);
- (b) oversee the management of the investigation including the nature and scope of the investigation, who should lead the investigation and the nature of any technical, financial or legal advice that may be required;
- (c) assess the risk of Detrimental Conduct to the whistleblower; and
- (d) as appropriate, nominate a Whistleblower Protection Officer to monitor the wellbeing of a whistleblower who is an identified Opal HealthCare team member.

The Whistleblower Governance Officer will record findings of any investigation and other action taken in relation to a report that falls within the scope of this policy, and report those findings and actions to Opal HealthCare's Audit & Risk Committee. Each investigation will be different which will impact the applicable timeframe. However, the Company's intent is to complete an investigation as soon as practicable.

The whistleblower will (to the extent possible) receive feedback on actions taken in relation to their report and provide appropriate updates, including about the completion of any investigation. However, the extent of the information provided, or whether it will be provided at all, will be subject to applicable confidentiality considerations, legal obligations and any other factors Opal HealthCare considers relevant in the particular situation.

6 Anonymity

While it is your right to remain anonymous while making a disclosure, over the course of any investigation and after the investigation is finalised (and protections under the Whistleblower Laws will still be available if you choose to make a report anonymously), requiring complete anonymity over your report may make it more difficult for us to investigate the issue. If you are a current team member, letting us know who you are will also enable us to monitor your wellbeing.

Opal HealthCare is conscious of its obligations to protect anonymity by putting in place the following measures:

- (a) use of an external providers to receive reports made to the Speak Up telephone number and email; and
- (b) recording and maintenance of information concerning reports on a separate, secure server drive.

7 Protection and support

7.1 Protections under the Whistleblower Laws

The *Whistleblower Laws* provide special protections for eligible whistleblowers in respect of disclosures that qualify for protection under those laws.

These include:

- the right to have their identity as a whistleblower protected subject to certain exceptions;
- the right to be protected from civil, criminal or administrative liability for making the disclosure; from contractual or other remedies based on the disclosure, and from the admissibility of the information provided in evidence against them; and
- the right to be protected from detrimental treatment or victimisation.

Opal HealthCare is committed to ensuring that these legislative protections are complied with.

(a) Identity protection (confidentiality)

If you make a whistleblower report under this policy, it will be treated confidentially in accordance with the *Whistleblower Laws*.

It is unlawful for a person to disclose an eligible whistleblower's identity or any information that may lead to their identification (subject to the exceptions set out below).

If an eligible whistleblower's disclosure qualifies for protection set out in this policy, it is likely that the eligible whistleblower will be asked to provide consent to the disclosure of their identity or information that is likely to lead to their identification. This would be to facilitate any investigation and/or resolution of the matter. If consent is withheld, it may not be possible to adequately investigate and respond (if at all) to the disclosure.

If an eligible whistleblower does not consent to their identity being disclosed, it will still be lawful to disclose their identity to:

- ASIC, APRA, the AFP or the Commissioner of Taxation (in relation to tax matters);
- a legal practitioner for the purposes of obtaining legal advice or legal representation about the disclosure; or
- to a body prescribed by the Corporations Regulations.

It will also be lawful to disclose information in a disclosure without the eligible whistleblower's consent if this is reasonably necessary for the purpose of investigating the disclosure (provided the information does not include the eligible whistleblower's identity and Opal HealthCare takes all reasonable steps to reduce the risk that the eligible whistleblower will be identified as a result of the disclosure).

ASIC, APRA or the AFP can disclose the identity of an eligible whistleblower, or information that is likely to lead to the identification of the eligible whistleblower, to a Commonwealth, State or Territory authority to help the authority in the performance of its functions or duties.

(b) How Opal HealthCare protects and supports whistleblowers

Opal HealthCare will not tolerate *Detrimental Conduct* towards whistleblowers, it is unlawful under the *Whistleblower Laws*, and Opal HealthCare will take all reasonable steps to ensure that whistleblowers are protected and supported. We will do so by appointing Whistleblower Protection Officers and by respecting whistleblowers' rights to confidentiality (as appropriate and subject to applicable law).

Independent support and counselling for team members is also available through Opal HealthCare's Employee Assistance Program, LifeWorks, by calling 1300 361 008.

(c) Illegal or improper conduct

While the *Whistleblower Laws* offer protection from a range of civil and criminal liability and contractual actions as described above, becoming a whistleblower does not mean you are immune from the consequences of being involved in illegal activity or improper conduct yourself. If this is of concern to you or if you are unclear about the extent of your legal rights and protections, we encourage you to seek independent legal advice.

8 What happens if this policy is breached?

It is the responsibility of all Opal HealthCare team members to understand and comply with this policy. Behaviours that are inconsistent with this policy should be immediately reported to the Whistleblower Governance Officer (whose contact details appear above). Whistleblowers can also raise concerns of this kind with the relevant Whistleblower Protection Officer (where appointed).

Actual or threatened *Detrimental Conduct* and confidentiality breaches, are particularly serious, and may result in disciplinary action (including dismissal). Behaviour of that kind is also unlawful. Significant civil and criminal penalties apply for both Opal HealthCare and individuals, including significant fines and imprisonment. There may be civil remedies, including compensation, for whistleblowers, and other people, who experience loss, damage or injury because of a disclosure, including through *Detrimental Conduct*.

If you have made a whistleblower report under this policy and have suffered *Detrimental Conduct*, you should report the relevant behavior to the Whistleblower Governance Officer. Nothing in this policy prevents you from seeking independent legal advice in relation to your rights and remedies under the *Whistleblower Laws*.

9 Further information?

If you have questions, or require more information, about this policy or how whistleblower reports are handled by Opal HealthCare, please contact the Whistleblower Governance Officer, by:

- emailing opalspeakup@coreintegrity.com.au; or
- calling 1300 190 420

10 Policy review

The Whistleblower Governance Officer will coordinate a periodic review of this policy by Opal HealthCare's executive, with any material proposed changes to be approved by Opal HealthCare's Audit & Risk Committee.

11 Dictionary

Term	What it means
<p>Detrimental Conduct</p>	<p>Any actual or threatened (whether express or implied, conditional or unconditional) conduct that could cause detriment to an eligible whistleblower (or another person), in relation to a disclosure, if the person engaging in detrimental conduct believes, or suspects that the discloser (or another person) made, may have made, proposed to make or could make a disclosure that qualifies for protection under the <i>Whistleblower Laws</i>. Such detrimental conduct including:</p> <ul style="list-style-type: none"> ○ termination of employment/appointment; ○ personal or financial disadvantage; ○ unlawful discrimination; ○ harassment or intimidation; ○ harm or injury to a person (including psychological harm); ○ damage to a person, including to their property, reputation, business or financial position.
<p>Personal work- related grievance</p>	<p>A grievance about any matter concerning a person’s current or former employment, that has implications for that individual personally but does not have significant implications for Opal HealthCare that do not relate to him/her and does not concern a contravention, or alleged contravention of the protections from detriment. This could include:</p> <ul style="list-style-type: none"> ○ an interpersonal conflict between that person and another team member; ○ a decision about employment, transfer or promotion; ○ a decision about the terms and conditions of employment; ○ a decision to suspend or terminate employment or to take disciplinary action. <p>Personal grievances that also have significant implications for Opal HealthCare and otherwise meet the definition of reportable conduct should be reported under this policy.</p>
<p>Whistleblower Laws</p>	<p>Relevant provisions of the Corporations Act 2001 and Tax Administration Act 1953 as amended by the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019.</p>

Annexure A – Public Interest Disclosures and Emergency Disclosures

Public interest disclosures

There is an additional category of disclosures called 'public interest disclosures' that qualify for protection. These can be made to journalists and members of Parliament, but only if the eligible whistleblower complies with the following strict requirements:

- (a) the eligible whistleblower must have first made a disclosure that qualifies for protection under the Corporations Act to ASIC, APRA, or a prescribed Commonwealth authority;
- (b) at least 90 days has passed since the qualifying disclosure was made;
- (c) the eligible whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the qualifying disclosure related;
- (d) the eligible whistleblower has reasonable grounds to believe that making a public interest disclosure would be in the public interest;
- (e) after 90 days has passed, the eligible whistleblower must give the body to which the qualifying disclosure was originally made, a written notification that:
 - (i) includes sufficient information to identify the qualifying disclosure; and
 - (ii) states that the eligible whistleblower intends to make a public interest disclosure; and
- (f) the extent of the information disclosed in the public interest disclosure is no greater than to inform the journalist or member of Parliament of the misconduct or improper state of affairs or circumstances, or other conduct falling within the scope of the Whistleblower Protection Scheme.

Emergency disclosures

There is an additional category of disclosures called 'emergency disclosures' that qualify for protection. These can be made to journalists and members of Parliament, but only if the eligible whistleblower complies with the following strict requirements:

- (a) the eligible whistleblower must have first made a disclosure that qualifies for protection under the Corporations Act to ASIC, APRA or a prescribed Commonwealth authority;
- (b) the eligible whistleblower has reasonable grounds to believe that information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) the eligible whistleblower gave notice to the body to which the qualifying disclosure was made that states:
 - (i) that they intend to make an emergency disclosure; and
 - (ii) includes sufficient information to identify the qualifying disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

Before making a public interest or emergency disclosure, it is important that an eligible whistleblower understands the criteria for protection under the relevant legislation. Eligible whistleblowers should obtain independent legal advice prior to making any disclosure.