



December 2020

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**Speak Up Policy**

**Nanosonics Limited**  
**ABN 11 095 076 896**

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## 1 PURPOSE OF THIS POLICY

This policy reflects the Company's commitment to the highest standards of ethical conduct in all Nanosonics Group's activities by:

- (a) Reinforcing Nanosonics' commitment to identifying and responding to concerns and fostering a culture of openness, honesty, integrity and continuous improvement;
- (b) Encouraging the reporting of suspected or actual wrongdoing (see clause 5.1 below);
- (c) Providing guidance on how to raise concerns and how those concerns will be investigated; and
- (d) Reassuring anyone who raises a concern that they can do so without fear of retaliation, even if they turn out to be mistaken.

## 2 SCOPE

This Policy applies to each Nanosonics Staff located at any Nanosonics operation globally and Third Party Representatives of Nanosonics Group.

## 3 DEFINITIONS

Term	Definition / Description
Concerned Individual	An individual who raises Reportable Conduct under this Policy.
Nanosonics or Nanosonics Group or the Company	Nanosonics Limited (ABN 11 095 076 896) and its controlled entities.
Nanosonics Staff	For the purposes of this policy, any of the following individuals: <ul style="list-style-type: none"><li>• past and present directors, officers and employees of the Nanosonics Group, and partners and relatives of those individuals; and</li><li>• contractors, suppliers and consultants (and any employees of any contractor, suppliers or consultants) to the Nanosonics Group.</li></ul>
Reportable Conduct	Has the meaning set out in clause 5.1 of this policy.
Speak Up Investigation Officer	The current Speak Up Investigation Officers are the Chief People & Culture Officer, the Chief Financial Officer and the General Counsel or any other appropriate individual nominated by the Company from time to time.
Third Party Representative	Any entity (including any employee of that entity) who supplies goods or services to a member of the Nanosonics Group, or to whom a member of the Nanosonics Group supplies goods or services.

## 4 LOCAL CONDITIONS

This Policy must be read in conjunction with, and is subject to, the laws relating to employment and the responsibilities, if any, of employers and employees in the many local environments in which Nanosonics operates. Local management will have the primary responsibility for implementing this Policy within their areas of responsibility.

In addition to the protections under this Policy, certain legislation may offer statutory protection for whistleblowers in the territories in which Nanosonics Group operates. Nanosonics will comply with all applicable legislative requirements and this Policy applies in addition to any statutory requirements.

## 5 NANOSONICS' SPEAK UP POLICY

### 5.1 What may constitute Reportable Conduct?

Reportable Conduct for the purposes of this Policy means any past, present or likely future activity, behaviour or state of affairs that the Concerned Individual has reasonable grounds to suspect is:

- Dishonest or unethical;
- Corrupt (including soliciting, accepting or offering a bribe, money laundering, facilitation payments or other such benefits)<sup>1</sup>;
- Fraudulent;
- Illegal (including theft, drug sale or use, violence or threatened violence and property damage, or terrorist financing);
- A breach of any law, regulation, internal policy or code;
- Likely to compromise internal or external audit or other accounting, compliance or actuarial activities;
- A case of serious misconduct, impropriety or an improper state of affairs or circumstances;
- A serious danger to health or safety of Nanosonics Staff, the public or a financial system;
- A serious danger or risk to the environment;
- A serious or gross mismanagement or waste of Nanosonics resources;
- Detrimental to Nanosonics' financial position or reputation;
- A serious breach of any law;
- A case of maladministration (an act or omission of a serious nature that is negligent, unjust, oppressive, discriminatory or is based on improper motives); or
- Concealment of any of the above.

For the avoidance of doubt, Reportable Conduct does not include 'personal work related grievances'. These are generally grievances relating to a Nanosonics Staff member's current or former employment or engagement (or that of their relative or dependent who is a Nanosonics Staff) that have implications for that person personally, and that do not have broader implications for the Nanosonics Group. For example, an interpersonal conflict between Nanosonics Staff, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action of Nanosonics Staff. Personal work related grievances may be raised in accordance with the Company's Grievance Policy.

Reportable Conduct usually relates to the conduct of Nanosonics Staff, but it can relate to the actions of a third party, such as a customer, supplier or service provider.

### 5.2 How do I raise a concern about possible Reportable Conduct?

Nanosonics has a number of reporting channels. Nanosonics Staff are encouraged to consider raising any concerns about Reportable Conduct through the normal reporting channels (i.e. line manager or to the People & Culture department) as it will likely make it easier to address the disclosure. Nanosonics Staff may also raise any concerns about Reportable Conduct anonymously

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<sup>1</sup> Please see the Nanosonics Anti-Bribery and Anti-Corruption Policy Speak Up Policy – December 2020

including where Nanosonics Staff are concerned that they may suffer personal disadvantage or otherwise wish to use the anonymity protections under this Policy.

If Nanosonics Staff feel unable or uncomfortable utilising the normal reporting channels described above, individuals are able to raise a concern about possible Reportable Conduct in one of two other ways:

- To a Speak Up Investigation Officer identified in this Policy.
- Anonymously, via the Nanosonics Speak Up Portal: [Reportable Conduct form](#).

Where individuals raise any concerns about Reportable Conduct to organisations identified in any statute (such as ASIC, APRA, the Australian Federal Police and other prescribed Commonwealth authorities), to an auditor of the Company, or in any other way, the Concerned Individual is entitled to the benefit of this Policy including the Concerned Individual welfare provisions set out in clause 5.4 below. This is in addition to any statutory protections to which they are entitled.

### **5.3 How will the concern about possible Reportable Conduct be investigated?**

Investigations of Reportable Conduct will be conducted in a manner that is timely, confidential, fair, objective and in accordance with Nanosonics' policies. Confidentiality extends to all information received from Concerned Individuals. All information will be held securely, sensitively and in strict confidence.

All reports received pursuant to this Policy are assigned to a suitable Speak Up Investigation Officer or Officers who will be, insofar as possible, independent of the department in which the Concerned Individual is employed and also of any persons to whom the concern relates. An external Speak Up Investigation Officer may be appointed. The Speak Up Investigation Officer will be an individual who is not implicated directly or indirectly in the report. The Speak Up Investigation Officer is responsible for conducting the investigation, maintaining the wellbeing of any Concerned Individuals and, where possible, for keeping the Concerned Individual informed of the investigation's progress in a timely way (where the report has not been provided anonymously).

### **5.4 Monitoring Concerned Individual welfare**

Support and protection from personal or financial disadvantage applies to anyone making a report under the Policy, and extends to anyone else within Nanosonics who is assisting the investigation, as well as to the Speak Up Investigation Officer.

Nanosonics does not tolerate retaliation or adverse action related to a Concerned Individual's disclosure such as dismissal, harassment or discrimination toward anyone making a report. The Head of People & Culture (or another suitable representative nominated by them) will be available to protect and support the Concerned Individual. Nanosonics is not able to extend the full level of protections and support set out in the policy to Concerned Individuals who are not directly employed by Nanosonics at the time the report is made, for example protection of their employment conditions, however Nanosonics is committed to providing any protection and support that it is reasonably able to in the circumstances.

### **5.5 External Concerned Individuals**

External Nanosonics Staff (such as former employees, service providers, suppliers or partners and relatives of Nanosonics employees) who wish to make a report of Reportable Conduct under the Policy can contact the Nanosonics General Counsel ((02) 8063 1600 or +612 8063 1600 outside Australia).

## **6 COMPLIANCE**

A copy of this Policy is provided to all Nanosonics Staff and is also available on the Company's website.

The Audit & Risk Committee is charged with overseeing Nanosonics' Speak Up policy and will receive regular reporting on activity under this Policy subject to any requests by Concerned Individuals for anonymity. The Policy is reviewed regularly.

A breach of the Policy may, in some circumstances, result in disciplinary action up to and including termination (of employment or other contract as applicable). The Company Secretary will advise the Board of any non-compliances identified.