

# Whistleblower Protection Policy

## 1. Purpose

As reflected in the Global Code of Conduct, Cochlear is committed to creating and maintaining a lawful, ethical and responsible working environment that promotes good corporate governance. Cochlear takes any instances of conduct reported under this Whistleblower Protection Policy seriously. The purpose of this Policy is to empower Eligible Protected Persons to report confidentially, and anonymously if they wish, any suspected or actual Reportable Conduct without fear of reprisal, victimisation or disadvantage.

**Eligible Protected Persons** means any current or former Cochlear: officer (including a director); employee (including a permanent, part-time, fixed-term or temporary employee); supplier, contractor or consultant (including any of their employees) and any current or former relative, dependent or spouse of any of the above.

**Reportable Conduct** means any misconduct or improper state of affairs or circumstances, including any unlawful, unethical or irresponsible behaviour, in relation to Cochlear. For example, fraud, bribery, corruption, misappropriation of funds, engaging in detrimental conduct against an Eligible Protected Person, or other breach of law, regulation or Cochlear policy or procedure.

## 2. Goals and Benefits

This Whistleblower Protection Policy aims to:

- (a) promote a culture of acting lawfully, ethically and responsibly;
- (b) clearly outline the type of misconduct that is encouraged to be reported;
- (c) empower Eligible Protected Persons to report suspected or actual Reportable Conduct confidentially, by providing a clear process that respects confidentiality and, if chosen, anonymity (subject to local laws and regulations);
- (d) outline the process for making and investigating reports;
- (e) prevent recrimination against any Eligible Protected Person because of a report made under this Policy.

## 3. Policy

### 3.1 WHAT TO REPORT

[Eligible Protected Persons](#) with reasonable grounds to suspect any [Reportable Conduct](#) are encouraged to make a report, providing all [Relevant Information](#), where possible.

Any [Personal Work-Related Grievance](#) falls outside the scope of this Policy and should be addressed in accordance with the local Grievance Policy and Procedure and/or reported to the local People & Culture Business Partner.

Eligible Protected Persons do not have to be sure that Reportable Conduct has occurred in order to make a report (for example, if they only have some information leading to a suspicion, but not all the details) and they will be protected in accordance with this Policy even if the report turns out to be incorrect. However, Eligible Protected Persons must not make a report that they know to be false. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action.

### 3.2 HOW TO REPORT

Eligible Protected Persons with reasonable grounds to suspect Reportable Conduct has occurred are encouraged to report that Reportable Conduct directly to:

- (a) the external, independently operated [Cochlear Whistleblower Service](#) (see contact details below in section 3.4); or
- (b) any CLTD Executive Team member (**Eligible Recipients**).

The role of the Eligible Recipients and the Cochlear Whistleblower Service is to receive disclosures that qualify for protection under this Policy.

Upon receipt of the report, Eligible Recipients will:

- (a) do all things necessary to protect the confidentiality of the report, including ensuring any conversation takes place in private and any electronic and hard copy records of the report are kept secure;
  - (b) ask whether the Eligible Protected Person agrees to allow the Eligible Recipient to disclose their identity (subject to local laws and regulations) and be further contacted as part of any investigation; and
  - (c) promptly refer the Eligible Protected Person to the Cochlear Whistleblower Service if the Eligible Protected Person does not wish to disclose their identity, so as to assist with reserving their anonymity;
- OR
- (d) promptly provide the report to the Group General Counsel in full, if the Eligible Protected Person has agreed to disclose their identity and agrees to being contacted as part of any investigation.

If you would like any further information before making a report about Reportable Conduct, please contact the Group General Counsel.

### 3.3 WHEN TO REPORT

Eligible Protected Persons are encouraged to report Reportable Conduct as soon as they have reasonable grounds to suspect that the misconduct has taken place. It is never too late to make a report, as conduct that has taken place some time in the past could still have a significant impact.

### 3.4 [COCHLEAR WHISTLEBLOWER SERVICE](#)

Cochlear has appointed an independent third party to provide the Cochlear Whistleblower Service, which is available from anywhere in the world, 24 hours a day and 7 days a week. This service can be accessed by clicking on the “Cochlear Whistleblower Service” link above or visiting [www.cochlearwhistleblower.deloitte.com.au](http://www.cochlearwhistleblower.deloitte.com.au).

The Cochlear Whistleblower Service provides a choice of making a report in one of four different ways: by telephone, by email, by post or submitting an online report. Contact details are set out on the “How to Report” page on the website. The Cochlear Whistleblower Service has free call and direct dial telephone numbers for 27 countries, in native languages where applicable, and a direct dial number in English for all other countries. The website is available in 18 different languages.

The Group General Counsel is notified of each report submitted through the Cochlear Whistleblower Service.

### 3.5 WHISTLEBLOWER PROTECTION

#### (a) Anonymity

To assist with any investigation that may be conducted into a report made by you, we encourage you to agree to disclose your identity to Cochlear when using the Cochlear Whistleblower Service or making a report to an Eligible Recipient.

However if you wish, subject to local laws and regulations in your country, you can elect to remain anonymous, including over the course of any investigation and after any investigation is finalised. Cochlear will assess the content of your report in the same way as if you had revealed your identity. Your consent is required to be obtained, either from the Cochlear Whistleblower Service or the Eligible Recipient, before your identity (and any information that is likely to lead to your identity) may be disclosed, unless otherwise permitted by law. If you wish to remain anonymous, it is recommended that you make a report to the Cochlear Whistleblower Service, which allows you to make reports anonymously. It is also recommended that anonymous reports made to the Cochlear Whistleblower Service are not made from within Cochlear (i.e. using Cochlear facilities such as computers or telephones) as these activities are generally logged automatically and, therefore, anonymity cannot be guaranteed.

If you elect to remain anonymous, you are encouraged to check in and maintain an ongoing dialogue so that any follow-up questions can be asked of you. As part of this, you can decline to answer any questions you feel could reveal your identity at any time.

#### (b) Confidentiality

Cochlear will keep your report confidential and will only disclose information regarding your identity or information that could be likely to identify you in line with any consent provided by you or as otherwise permitted by law. Reports will be received and treated sensitively and seriously.

In addition to the steps taken by Eligible Recipients in relation to protecting your confidentiality, as set out above, Cochlear also:

- (a) limits access to information relating to your report; and
- (b) carefully reviews and potentially de-identifies certain aspects of your report.

You have a right to raise with Cochlear any issue you experience as a result of making a report and request Cochlear take positive action, including if you believe or suspect there has been a breach of confidentiality. All issues should be discussed directly with the [Group General Counsel](#) to ensure your concerns are dealt with promptly. If you elected to remain anonymous, all issues should be discussed with the relevant Eligible Recipient or raised with the Cochlear Whistleblower Service, as applicable.

#### (c) Recrimination

Cochlear is committed to respect and protect any Eligible Protected Person who makes a report in accordance with this Policy or who makes a protected external disclosure under relevant laws. Further information regarding relevant Australian laws is contained in the Appendix to this Policy, including relevant protections for whistleblowers under those laws.

Cochlear will not victimise, penalise or dismiss any person because of a report made in these circumstances. **Cochlear employees, officers, consultants and contractors must not victimise any person, or cause any person to be victimised, because of a report that has been made under this Policy. Victimisation includes intimidation, harassment, threats, coercion, action causing injury, loss or damage, discrimination, disadvantage, adverse treatment in relation to a person's employment, career, profession, trade or business. Cochlear will regard any such victimisation very seriously and take appropriate action, which could include, in the case of**

## **employees, disciplinary action and dismissal.**

If you believe you have been victimised as a result of making a report, please immediately report this to the Group General Counsel. Cochlear seeks to protect Eligible Protected Persons from detriment in a range of ways. This may include, in Cochlear's discretion:

- (a) implementing investigation processes where appropriate;
- (b) monitoring and managing the behavior of other Cochlear staff;
- (c) allowing a person to perform their duties from a different location;
- (d) taking disciplinary action where appropriate for conduct that breaches the victimisation or confidentiality provisions of this Policy; and/or
- (e) making support services available.

Cochlear will look for ways to support all Eligible Protected Persons who make a report under this Policy, but it will not be able to provide non-staff with the same type and level of support that it provides to its staff. Where this Policy cannot be applied to non-staff, Cochlear will still seek to offer as much support as reasonably practicable. Cochlear will at all times be able to raise and address with an Eligible Protected Person any matters that arise in the ordinary course of their employment or contractual relationship with Cochlear (for example, any separate misconduct or performance concerns), or take appropriate action to protect an Eligible Protected Person, and this will not amount to detrimental conduct.

### **3.6 INVESTIGATION**

#### **(a) Process**

Eligible Recipients are required to directly provide the Group General Counsel with any report they receive under this Policy, subject always to the anonymity and confidentiality requirements in section 3.5. Upon receipt of a report, either directly or through the Cochlear Whistleblower Service, the Group General Counsel will:

- (i) appoint an Investigating Officer to assess the report and, where appropriate, to investigate the report in order to make factual findings in relation to the report, subject to any applicable confidentiality requirements; and
- (ii) notify the Eligible Protected Person of the findings of any investigation relating to the report, where appropriate (that is, whether the allegations were substantiated in full, partly substantiated, unable to be unsubstantiated or unsubstantiated). Full details of the outcome may not always be available for reasons related to confidentiality, privacy and the legal rights of those concerned.

Cochlear's response to a report will vary depending on the nature of the report, including the amount of information that is disclosed. It may not be possible to investigate a disclosure if Cochlear is not able to contact the Eligible Protected Person (for example, if a disclosure has been made anonymously without a means of contacting the Eligible Protected Person).

Where an investigation is undertaken, the objective will be to determine whether there is enough evidence to substantiate the matters reported. The investigation will be undertaken by someone independent of the Eligible Protected Person, the individuals who are the subject of the report, and the department or business unit involved.

The timeframe for an investigation will vary depending on the nature of the report. Investigators will provide reporters with regular updates as to the investigation status (including in relation to timeframes) if they are able to be contacted. The frequency and timeframe of updates may vary

depending on the nature of the disclosure.

Any respondent(s) who are alleged to be involved in any Reportable Conduct will be afforded the opportunity to respond to the allegations as and when required by principles of procedural fairness and subject to any applicable confidentiality requirements. Any such employees, as well as contractors and consultants (including any of their employees), can also access Cochlear's Employee Assistance Program (EAP) counselling services.

The method for documenting and reporting the findings of an investigation will depend on the nature of the report. Generally, at the conclusion of the investigation, the Investigating Officer will submit a written report of his or her findings to the Group General Counsel who may, in turn, provide it to the relevant decision-maker (subject to any applicable confidentiality requirements). Any such report is the property of Cochlear and will not be provided to an Eligible Protected Person or any other individual the subject of a report.

As the investigation process is discreet, it might not be immediately evident in the workplace that action is being taken as a result of a report.

#### **(b) Communication**

The Group General Counsel and the Investigating Officer will keep the Eligible Protected Person regularly updated on the investigation, as appropriate.

## **4. Local Laws**

This Policy must be read in conjunction with, and is subject to, local laws.

## **5. Training**

Periodically, training will be provided to Cochlear officers and employees about this Policy, including employee rights and obligations under the Policy and, for Eligible Recipients, how to respond to reports under this Policy.

## **6. Access to Policy**

This Policy is available both on [Compass](#) and/or [cochlear.com](http://cochlear.com), including to employees and officers of Cochlear.

This Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required.

## **7. Reporting**

The Cochlear Board will receive summary information in relation to concerns raised under this policy on a periodic basis, including appropriate metrics on disclosures made. The Board may also be provided with additional information about any material incidents raised. Information received by the Board will be de-identified as required.

## 8. Terms and Conditions

This Policy does not form part of any contract of employment or contract of engagement and may be amended, replaced or revoked at any time by Cochlear in its absolute discretion.

## 9. Definitions and Interpretation

### 7.1 DEFINITIONS

**Cochlear** means Cochlear Limited and each of its related body corporates.

**Personal Work-Related Grievance** means a grievance about any matter in relation to an Eligible Protected Person's employment, or former employment, with implications for that Eligible Protected Person personally but which do not have any other significant implications for Cochlear or relate to any actual or alleged Reportable Conduct. For example, a Personal Work-Related Grievance would include an interpersonal conflict between an Eligible Protected Person and another employee, a decision about the engagement, transfer, or promotion of an Eligible Protected Person, or a decision to suspend or terminate the engagement of an Eligible Protected Person or otherwise discipline them. However, it does **not** include a grievance about Reportable Conduct or a matter that may involve misconduct relating to Cochlear or other individuals beyond an Eligible Protected Person personally, a breach of employment or other laws punishable by 12 month's imprisonment or more, or a grievance relating to a detriment an Eligible Protected Person has suffered or is threatened with because they have made a report about Reportable Conduct; such grievances should be raised under this Policy.

**Relevant Information** means any information able to be provided, including:

- (a) name and position of each person involved in Reportable Conduct and any witnesses;
- (b) detailed description of Reportable Conduct including details of the alleged conduct, dates, times, locations, how observed (e.g. first-hand, overheard), in what medium (e.g. in person, over the phone, emails); and
- (c) any steps you have taken to report the matter elsewhere.

Eligible Protected Persons are encouraged to provide any physical evidence they might have but this is not a mandatory requirement of making a report.

## 10. Version Control

Policy application	Global
Policy approver	Board of Directors
Policy owner name	Group General Counsel
Policy delegate name	Global Compliance Officer
Policy version number	5.0
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Policy review cycle	Annually
Linked documents	Global Code Conduct

Linked industry documents	ASX Corporate Governance Council's Principles and Recommendations, 4th edition <i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2018 (Cth)</i> ASIC Information Sheet 238 ( <i>Whistleblower rights and protections</i> ) and Information Sheet 239 ( <i>How ASIC handles whistleblower reports</i> ) ASIC Regulatory Guide 270 – Whistleblower Policies
Windchill number	D1176925 ISS4 DEC19



# Appendix

## Protections for whistleblowers including under Australian law

### How will I be protected if I raise a concern?

As set out in this Policy, Cochlear is committed to protecting Eligible Protected Persons who make a report about Reportable Conduct.

Two key protections inform all aspects of this Policy, being to protect the confidentiality of Eligible Protected Persons who make such reports and to protect people from detriment being caused to them in relation to such reports. Further detail about these protections is set out below.

Protections can also arise under law. For example, for reports that arise in connection with Cochlear's Australian operations, or the operations of its Australian incorporated entities, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) protect Eligible Protected Persons where they make a disclosure about a "disclosable matter" to a person specified under those Acts.

A "disclosable matter" under the Corporations Act will arise where an Eligible Protected Person makes a report in circumstances where they have reasonable grounds to suspect that the information concerns misconduct or improper state of affairs in relation to a Cochlear company, including, but not limited to, conduct that:

- constitutes an offence against a range of corporate and financial sector legislation specified under the Corporations Act;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system; or
- is otherwise prescribed by regulation.

In addition, a disclosure may also be protected as a "disclosable matter" under the Taxation Administration Act where a report relates to a breach of Australian tax law or tax-related misconduct.

A report about a "disclosable matter" by an Eligible Protected Person will be protected under the Corporations Act and the Taxation Administration Act if it is made to the Cochlear Whistleblower Service or any CLTD Executive Team member. These protections are also available in relation to disclosures made to another person specified under those Acts as set out further below.

If you make a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation, your disclosure will also be protected even if it does not relate to a "disclosable matter".

Reportable Conduct which does not amount to a "disclosable matter" under the Corporations Act or the Taxation Administration Act will not be protected under those Acts, but will be protected in accordance with this Policy.

The key protections under this Policy and applicable Australian laws are as follows:

**Confidentiality:** Cochlear protects the confidentiality of people who raise concerns, by limiting how both your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or law.

Under the Corporations Act (and the Tax Administration Act, where relevant), where a report is made about a "disclosable matter" by an Eligible Protected Person to the Cochlear Whistleblower Service, a CLTD Executive Team member, or another person specified under those Acts (as set out below), that Eligible Protected Person's identity (and information which is likely to identify them) can only be disclosed without their consent, if the disclosure is to:

- the Australian Securities and Investments Commission or the Australian Prudential Regulation Authority;
- the Australian Federal Police;
- the Australian Commissioner of Taxation in respect of tax-related misconduct; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation,



or if it is reasonably necessary to disclose information for the purposes of an investigation, provided their identity is not disclosed and all reasonable steps are taken by Cochlear to reduce the risk that they will be identified.

It is illegal for a person to identify an Eligible Protected Person or disclose information in a report about a “disclosable matter” made by them that is likely to lead to their identification, other than as set out above. Reports can also be made anonymously and still be protected under the Corporations Act.

**Non-victimisation:** Cochlear protects people from detriment caused because they raised a concern or plan to raise a concern. Cochlear does not tolerate anyone threatening to cause or causing detriment to you because of your desire or decision to raise a concern. Doing so is taken seriously by Cochlear and may lead to disciplinary action.

In certain circumstances, these protections will also be enforceable under the Corporations Act or the Tax Administration Act (where a report relates to tax-related misconduct). Under this legislation, a person cannot engage in conduct (or threaten to engage in conduct) that causes detriment to you (or another person) if:

- that person believes or suspects that you (or another person) made, may have made, proposes to make, or could make a disclosure that qualifies for protection, and
- the belief or suspicion is the reason (or part of the reason) for the conduct.

Where these protections apply, you are also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against you). Further, information you disclose in a report made to a regulator or Commonwealth authority cannot be used in legal proceedings against you (except for proceedings in relation to giving false information). However, you will not be granted immunity from the consequences of any misconduct you have engaged in that is revealed by your report (including, but not limited to, any disciplinary action).

#### **When will I be protected?**

Cochlear provides protections to people who raise concerns pursuant to this Policy, as set out in this Policy.

Cochlear also provides these protections to any Eligible Protected Person who makes a disclosure of Reportable Conduct that is a “disclosable matter” under the Corporations Act (or the Tax Administration Act, where relevant) to the Cochlear Whistleblower Service, a CLTD Executive Team member, or another “eligible recipient” under law, which includes:

- a director, officer or senior manager of Cochlear;
- an auditor, or a member of the audit team conducting an audit of Cochlear;
- an actuary of Cochlear;
- ASIC, APRA or, in the case of tax-related misconduct, the Australian Commissioner of Taxation; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern.

In limited circumstances, certain “public interest” or “emergency” disclosures made to journalists or parliamentarians are also protected by law. It is important that you understand the criteria for making a “public interest” or “emergency disclosure” before doing so. For example, you must have previously made a disclosure to ASIC, APRA or another prescribed body before you can make a “public interest” or “emergency” disclosure and, in the case of a “public interest” disclosure, at least 90 days must have passed since the previous disclosure. Please contact the Group General Counsel if you would like more information about this.

You are encouraged to raise a disclosure with a CLTD Executive Team member or the Cochlear Whistleblower Service in the first instance, so that Cochlear can be in a position to identify and address any wrongdoing as early as possible. As set out in this Policy, Cochlear takes any reports of Reportable Conduct seriously and will treat such reports sensitively and confidentially.

#### **What should I do if a protection is breached?**

Cochlear takes any breach of these protections seriously. Where you believe a breach has occurred, you should raise this with the Group General Counsel.

If you suffer detriment because a person believes or suspects that you or another person has, proposes to make, could make or may make a report that qualifies for protection under the Corporations Act, you can also seek compensation and other remedies through the courts if you suffer loss, damage or injury because of the disclosure, including if

Cochlear fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. You should seek legal advice if you are considering seeking such remedies.

### **Is anything not covered by the Whistleblower Protection Policy?**

The Policy and the protections under law (including the Corporations Act) generally do not apply to personal work-related grievances. These are reports which relate to your employment with Cochlear and only have implications for you personally. For example, a personal work-related grievance would include an interpersonal conflict between an Eligible Protected Person and another employee, a decision about the engagement, transfer, or promotion of an Eligible Protected Person, or a decision to suspend or terminate the engagement of an Eligible Protected Person or otherwise discipline them. Instead, these matters should be reported in accordance with the local Grievance Policy and Procedure and/or reported to the local People & Culture Business Partner.

However, this Policy and the law can still apply in some circumstances, such as where your concern:

- relates to a “disclosable matter” (see above);
- has significant implications for Cochlear;
- relates to any detriment suffered by you, or which you are threatened with, for raising a concern; or
- relates to misconduct beyond your personal circumstances.

If you seek legal advice or legal representation in relation to the operation of the whistleblowing provisions under the Corporations Act, your disclosure will also remain protected as set out above and will not constitute a personal work-related grievance.

Where in doubt, you should make your report to a CLTD Executive Team member or the Cochlear Whistleblower Service and your report will be dealt with under the right policy.