

# Whistleblower Policy

## **STRYKER AUSTRALIA**

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## **PURPOSE**

Stryker Australia Pty Ltd and its related Australian entities (“**Stryker Australia**”) is committed to maintaining a workplace where you feel safe to speak up on matters that concern you. This commitment is already demonstrated through several Corporate, HR and Compliance policies and is embedded in Stryker Australia’s culture and values. In addition, there are new requirements under the Corporations Act 2001 (Cth) (“**Corporations Act**”); that requires Stryker Australia to have a Whistleblower Policy (“**Policy**”) in place to protect those who want to speak up on these matters. A Whistleblower is a person who informs on a person or organisation that they believe is engaging in wrongdoing.

This Policy is not intended to override existing Stryker Corporate or Australia Policies but rather offer additional protections for individuals seeking to protect Stryker Australia’s values. Matters not covered by this Policy will follow current Stryker Corporate or Australia policies and procedures including, but not limited to, Corporate Policy 10. The objective of this Policy is to provide a secure and confidential reporting framework for all current and former Stryker Australia officers, employees, contractors and third parties to report wrongdoing that is within or related to the Stryker Australia business.

This Policy sets out the characteristics that a Whistleblower disclosure and the individual making the disclosure must have in order to attract the protections under this Policy. It also sets out the protections and support available to Whistleblowers or able to be put in place by the Whistleblowing Protection Officer.

Stryker Australia encourages individuals to speak up where they have reasonable grounds to suspect misconduct, however, this Policy is not intended to facilitate malicious or deliberate false reporting (i.e. a report that the individual knows to be untrue).

This Policy will be made available to Stryker Australia officers, employees, contractors and third parties on the company’s internal Sharepoint, internal Learning Management System and external website as applicable.

## **SCOPE**

This Policy applies to all eligible Whistleblower complaints about Stryker Australia. To be an eligible Whistleblower complaint, it must meet the following four criteria:

- The Disclosure must come from an eligible Whistleblower
- The eligible Whistleblower must have reasonable grounds to suspect that the information provided concerns an eligible disclosable matter
- The Disclosure must be made to an eligible recipient, and
- The content must be related to an eligible disclosable matter

Roles of the Stryker Australia Whistleblower Team are outlined in Appendix 1.

## **ELIGIBLE WHISTLEBLOWERS**

Eligible Whistleblowers include all current and former Stryker Australia officers, employees, contractors, suppliers (and their staff) and third parties. An Eligible Whistleblower can also be a spouse, relative, or dependent of one of these people.

## **ELIGIBLE RECIPIENTS**

For individuals to qualify for protection as a Whistleblower under the Corporations Act, and the Taxation Administration Act, the disclosure must be made to one of the following:

- Stryker Australia Whistleblower Investigation Officer (please see Procedure section for additional information)
- Stryker Australia Senior Managers\* (as defined by the Corporations Act) outlined below:
  - SSP President
  - Managing Director
  - Senior Director
  - Business Unit Director
  - Vice President Government and Regulatory
  - Director
  - Senior Regional Counsel
  - Regional Counsel
  - Compliance Officer
  - Senior HR Business Partner
  - HR Business Partner
  - Financial Controller
  - Area Sales Manager
  - National Sales Manager
  - Executive Regional Manager
  - Senior Manager
- Stryker Australia's Internal and External auditor
- ASIC, APRA, the Commissioner of Taxation/ATO, or another Commonwealth body prescribed by regulation, or
- Journalist or parliamentarian for public interest and emergency disclosures.

\*If you have not been identified and trained as a Senior Manager under this Policy you are not an eligible recipient.

Stryker Australia would like to identify and address wrongdoing as early as possible. We strive to do what's right and have trust in our Whistleblower Policy, processes and procedures. Stryker Australia would encourage individuals to reach out directly to the Stryker Australia Whistleblower Investigation Officer to raise their concern, however the above external parties are also available to receive your disclosure and qualify for protection in accordance with the Corporations Act, or Taxation Administration Act.

In limited circumstances, an eligible whistleblower may make a public interest disclosure or an emergency disclosure to a journalist or parliamentarian which qualifies for protection in accordance with Australian whistleblowing laws.

It is important to understand the criteria for making a disclosure in these circumstances, which includes, among other things:

- The discloser has first made the disclosure to ASIC, APRA or other Commonwealth prescribed body; and
- The discloser has provided written notice to that entity that they now intend to make a public interest or emergency disclosure in relation to this issue. In the case of public interest disclosures, at least 90 days must have passed since the original disclosure.

If making a disclosure to a journalist or a parliamentarian, it is recommended that the individual seek independent legal advice before making the disclosure. Please note, an independently retained external Legal Practitioner is a protected disclosure, but is not a disclosure under this Policy, therefore it will not trigger a Stryker Australia investigation.

## **DISCLOSABLE MATTERS**

### **Disclosable Matters (What does this Policy Apply to?)**

To qualify for protection under this Policy the complaint must relate to a Disclosable Matter. A Disclosable Matter is a matter which the Whistleblower has reasonable grounds to suspect involves misconduct, wrongdoing or an improper state of affairs in circumstances in relation to Stryker Australia.

Following are examples of what may constitute a Disclosable Matter:

- Illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- Fraud, money laundering or misappropriation of funds;
- Offering or accepting a bribe (for example to an HCP or from a Supplier);
- Not following TGA product recall guidelines;
- Failing to de-identify patient information as required by the TGA;
- Failure to comply with, or breach of, legal or regulatory requirements;
- Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure;
- Certain Personal work-related grievances (see below).

Disclosable matters include conduct that may not involve breaching a particular law. For example, information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter.

Disclosable matters also include:

- Negligence, default, breach of trust and breach of duties under the Corporations Act
- Conduct which constitutes an offence against, or a contravention of:

- The Corporations Act or an instrument made under it, or other financial sector laws enforced by the Australian Securities Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)
- Any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- Conduct which represents a danger to the public or the financial system (even if the conduct does not involve a breach of a particular law).

Stryker Australia encourages individuals to speak up where they have reasonable grounds to suspect misconduct, however, this Policy is not intended to facilitate malicious or deliberate false reporting (i.e. a report that the individual knows to be untrue).

### **Non-Disclosable Matters (What does this Policy not apply to?)**

Most personal work-related grievances do not qualify for protection under the Corporations Act and this Policy. Work related grievances will only qualify if they have any other significant implications for Stryker Australia, or when they relate to a Disclosable Matter (as defined above).

Personal work-related grievances that are Non- Disclosable Matters relate to the individuals current or former employment and potentially have personal implications for the discloser, for example:

- Interpersonal conflict between the discloser and another employee where one or more people disagree and it remains unresolved;
- A disclosure that does not involve a breach of workplace laws;
- A disclosure about the engagement, transfer or promotion of the discloser.

Personal work place grievances that qualify as Disclosable Matters are further defined below.

### **Personal work-related grievances as Disclosable Matters:**

Personal work-related grievances may qualify for Whistleblower protections if:

- It includes information about a disclosable matter (see above), accompanied by a personal work-related grievance (mixed report)
- Stryker Australia has breached 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 representation about the operation of the Whistleblower protections under the Corporations Act.

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Corporations Act. However, these grievances can still be raised to Stryker Australia for review under our HR policies as they may be protected under other legislation, such as the Fair Work Act 2009 (Fair Work Act). Employees may raise work-related grievances by speaking to a HR Representative, Stryker Australia Management, Fair Work Commission or Fair Work Ombudsman.

## **PROCEDURE**

### **Whistleblower Investigation Officer**

Stryker Australia has appointed a Whistleblower Investigation Officer. The Whistleblower Investigation Officer and when required an authorised delegate and/or alternate (“Whistleblower Investigation Officer”) will assess the information provided by all disclosures made under this Policy to determine:

- Whether the disclosure qualifies for protection under this Policy further defined in Disclosable Matters.
- Whether an investigation is necessary or appropriate taking into account whether sufficient information exists to allow the disclosure to be investigated

### **Reporting a Disclosure**

Individuals are encouraged to make disclosures direct to the Whistleblower Investigation Officer either in person or via:

- Email contact [whistleblowerssp@stryker.com](mailto:whistleblowerssp@stryker.com)
- Phone contact 0417 986 513
- Postal address: PO Box 970. Artarmon. 1570. NSW

However, disclosures can also be made through the following additional channels:

- External party:
  - Ernst & Young - Audit Partner, Anton Ivanyi: [https://www.ey.com/en\\_au](https://www.ey.com/en_au)
  - APRA - <https://www.apra.gov.au/>
  - ASIC - <https://asic.gov.au/>
- Other eligible recipients as listed above in the ‘Eligible Recipient’ section by contacting Stryker Australia at 02 9467 1000.

All disclosures will be kept confidential and the Whistleblower will have the option to consent to have their name shared with the investigators. Disclosures can be made in the following ways:

- By disclosing your name and contact details
- By disclosing limited identifiable information such as job title, team name and/or location
- Through anonymous telephone hotlines and anonymised email addresses; or
- By adopting a pseudonym when making a disclosure
- By providing limited consent (e.g. specifying who your name can be shared with)

Anonymous disclosures will still be protected under the Corporations Act and therefore individuals can choose to remain anonymous throughout the process. If an individual chooses to remain anonymous, it should be noted that this may hinder Stryker Australia’s ability to effectively conduct the investigation. If individuals choose to remain anonymous, Stryker Australia encourages them to maintain ongoing two-way communication so Stryker Australia can ask follow-up questions, and/or provide feedback. Please note, the Stryker Ethics Hotline does not meet protection standards required by the Australian Corporations Act, please utilise alternate identified methods.

## **Handling a Disclosure**

Investigations will follow a fair process and be conducted in a timely manner as the circumstances allow. Disclosures will need to be assessed by the Stryker Australia Whistleblower Investigation Officer in consultation with the Whistleblower to determine if:

- The disclosure will qualify for protection; and
- If a formal, in-depth investigation is required

The Whistleblower Investigation Officer ensures the following:

- A discloser will be provided with regular updates (if contact details are provided), frequency and timeframes may vary depending on the nature of the disclosure. However, the Whistleblower Investigation Officer will endeavor to acknowledge the disclosure within 3 business days and provide an initial update within the first 2 weeks. Updates will then be provided as appropriate to the disclosure.
- Any findings from an investigation will be documented and reported on a need to know basis to those responsible for oversight and administration of this Policy and their alternates and/or delegates, while complying with the Corporations Act requirements. The Whistleblower will have access to the Whistleblower Protection Officer as well as the protections and support outlined in this Policy

Without the individual discloser's consent Stryker Australia will not pass on information that is likely to lead to the identification of the discloser as part of its investigation process, unless:

- The information does not include the discloser's identity
- Stryker Australia removes information relating to the discloser's identity or other information that is likely to lead to the identification of the discloser (e.g. the discloser's name, position title and other identifying details)
- It is reasonably necessary for investigating the issues raised in the disclosure.

Stryker Australia may not be able to undertake an investigation if we are not able to contact the discloser (e.g. if a disclosure is made anonymously and the discloser has refused to provide, or has not provided, a means of contacting them). Stryker Australia may ask the discloser for consent to a limited disclosure (e.g. disclosure to only to the investigator) or may conduct a broad review on the subject matter or the work area disclosed.

The Whistleblower Investigation Officer in conjunction with the Whistleblower Protection Officer, will determine an appropriate investigation strategy by assessing the nature and scope of the disclosure and assigning to an appropriate investigator. Investigations will be objective, fair and independent, while preserving the confidentiality of the investigation. Investigations will be conducted by appropriately qualified internal staff (for example, Senior roles within HR, Legal or Finance), or in certain circumstances the Whistleblower Investigation Officer may deem it appropriate to work with an external investigator.

## **PROTECTIONS, SUPPORT AND FAIR TREATMENT**

### **Whistleblower Protection Officer**

Where a Disclosable Matter which is eligible for protection under this Policy has been made, Stryker Australia may appoint the Whistleblower Protection Officer, and/or an authorised delegate, and/or an alternate (“Whistleblower Protection Officer”) to support and help protect a Whistleblower. Stryker Australia can only appoint a Whistleblower Protection Officer where the discloser has agreed to share their identity with the Whistleblower Protection Officer.

The role of the Stryker Australia Whistleblower Protection Officer is to:

- Safeguard the interests of a Whistleblower
- Assess the immediate welfare and protection needs of a Whistleblower and, where the Whistleblower is an employee, assist in providing the Whistleblower with a supportive work environment
- Respond as appropriate and necessary to any concerns or reports of victimisation or detriment by a Whistleblower

For more information or to request the appointment of a Whistleblower Protection Officer under this Policy, please contact the Whistleblower Investigation Officer.

### **Protections for Whistleblowers**

Individuals who qualify for protection as a Whistleblower will be provided with the below legal protections under the Corporations Act for eligible Disclosable Matters made to Eligible Recipients:

- Confidentiality of the discloser’s identity and identifying factors
- Compensation and other remedies through the courts as applicable
- Civil, criminal and administrative liability protection
- Protection of discloser, or another person, from detriment in relation to a disclosure

Please see below for more information on these protections. Individuals may still qualify for protection even if their disclosure turns out to be incorrect, as long as they had reasonable grounds to suspect that the disclosure was true.

#### **1. Identity Protection (confidentiality)**

It is illegal for Stryker Australia to identify a discloser, or disclose information that is likely to lead to the identification of the discloser outside of the following situations:

- Notification to ASIC, APRA, a member of the Australian Federal Police (within the meaning of the Australian Federal Police Act 1979), the Commissioner of Taxation/ATO (in relation to taxation matters), or to a person or body prescribed by regulations
- Discussion with a legal practitioner for the purposes of obtaining legal advice or representation about the Whistleblower provisions in the Corporations Act or Taxation Administration Act; or
- With the consent of the discloser

Information about the disclosure can be disclosed by Stryker Australia with or without the discloser's consent if:

- The information does not include the discloser's identity

- Stryker Australia has taken all reasonable steps to reduce the risk that the discloser will be identified from the information, and
- It is reasonably necessary for investigating the issues raised in the disclosure.

If a discloser believes there has been a breach in confidentiality, they can lodge a complaint with Stryker Australia, ASIC, APRA or the ATO, for investigation.

The Whistleblower Protection Officer is responsible for discussing the measures for ensuring confidentiality of the Whistleblower and their identity for example, people may be able to guess the discloser's identity if:

- The discloser has previously mentioned to other people that they are considering making a disclosure
- The discloser is one of a very small number of people with access to the information, or
- The disclosure relates to information that a discloser has previously been told privately and in confidence.

In addition to these measures, the Whistleblower Protection Officer may also consider additional options to maintain confidentiality, for example:

- The discloser may be referred to in a gender-neutral context
- External service providers may be used for the investigation
- The discloser may be contacted to help identify certain aspects of their disclosure that could inadvertently identify them

## **2. Compensation and other remedies**

A discloser (or any other employee or person) can seek compensation and other remedies through the courts if:

- They suffer loss, damage or injury because of a disclosure; and
- Stryker Australia failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

It is encouraged that disclosers to seek independent legal advice if they are seeking compensation.

## **3. Civil, criminal and administrative liability protection**

A discloser is protected from any of the following in relation to their disclosure:

- Civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- Criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
- Administrative liability (e.g. disciplinary action for making the disclosure).

Please note that protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure. Misconduct includes any breach of the law, Stryker Australia Code of Conduct or the individual's employment contract.

#### **4. Protection from detriment or unfair treatment**

Protections are in place under this Policy to protect a discloser, or another person, from detriment or threat of detriment in relation to a disclosure. Additionally, Stryker Australia's Corporate, HR and Compliance Policies protect all employees from detriment and/or unfair treatment.

Detrimental conduct includes, but is not limited to, the following:

- Dismissal of an employee
- Injury of an employee in his or her employment
- Alteration of an employee's position or duties to his or her disadvantage
- Discrimination between an employee and other employees of Stryker Australia
- 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, or
- Any other damage to a person.

Examples of actions that are not detrimental conduct include:

- Manager completing Stryker Australia's performance and remuneration review with the employee
- Fair and reasonable feedback on performance being provided to the employee
- Changes to role and task responsibilities as per business requirements
- Managing a discloser's unsatisfactory work performance, if the action is in line with Stryker Australia's performance management framework
- Administrative action in response to a Whistleblowing disclosure to protect the discloser from detriment for example, changes to reporting structure, location or responsibilities

#### **Stryker Australia Protections for Whistleblowers**

Stryker Australia will protect Whistleblowers from detriment including, but not limited to, the ways outlined below:

- Disclosures will be handled and investigated by internal qualified staff (Senior roles within HR and Legal who have confidentiality obligations above a regular employee) in accordance with this Policy
- Unless consent has been provided by the Whistleblower to share their identity, all personal information or reference to the discloser witnessing an event will be kept confidential by the Eligible Recipient who received the disclosure
- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence
- All documents and other materials relating to disclosures will be stored securely as per Stryker Australia Corporate Policies 7 and 11, with access limited to those directly involved in managing and investigating the disclosure. Where consent to share the Whistleblower's identity has not been provided, the Whistleblower's name will not be shared in documentation accessible beyond those permitted under this policy. Documents relating to the investigation will not be sent to an email address that can be accessed by other staff and will only be sent to secure printers that allow printing release by identified users.

- The Whistleblower Protection Officer will conduct a case by case assessment on the likely risk of detriment including reviewing the frequency, nature and relationships involved along with the potential impacts, to be able to better identify how to avoid detriment and implement strategies to protect the Whistleblower.
- Stryker Australia's Performance Review Policy drives a culture of integrity and facilitates the removal of employees that do not align with Stryker Australia leadership values which may reduce the likely risk of detriment occurring
- The Whistleblower Protection Officer will utilize existing Stryker Australia policies that may protect Whistleblowers from detriment, including, but not limited to
  - Stryker Australia Antibullying & Anti-Harassment Policy
  - Stryker Australia Code of Conduct
  - Ethics Hotline (Corporate Policy 10) which includes language expressly prohibiting any form of retaliation against reporters
- Managers at Stryker Australia are key in setting the culture across their employees and reporting back any concerns to appropriate personnel. Managers are required to train and acknowledge the Stryker Australia Code of Conduct; Antibullying and Anti-Harassment Policy; Corporate and other relevant policies. They are in regular contact with HR for guidance on the Fair Work Act and relevant HR policies and may be involved in additional best practice training

In addition, the Whistleblower Protection Officer has full discretion to implement actions to further enhance protection.

### **Stryker Australia Support for Whistleblowers**

All Stryker Australia employees and Whistleblowers have access to the Stryker Australia Employee Assistance Program free of charge. In addition to this, the Whistleblower Protection Officer may leverage the following existing Stryker Australia Policies and Procedures to further support or protect the Whistleblower where applicable:

- Working from Home Policy
- Flexible Work Arrangement Policy
- Extended paid or unpaid leave
- Options to move the discloser into a role of equivalent level and remuneration

### **What to do if detriment is suspected?**

If an individual believes they have experienced detriment in breach of this Policy, Stryker Australia encourages them to speak to the Whistleblower Protection Officer or other eligible recipients. However, they may also seek independent legal advice or contact regulatory bodies, such as ASIC, APRA, ATO or Fair Work Commission if they believe they have suffered detriment.

If Stryker Australia becomes aware of suspected detriment to the Whistleblower or other relevant parties, the Whistleblower Protection Officer may deem it appropriate to open a separate investigation following relevant HR process.

### **Fair treatment for individuals mentioned in a disclosure**

Stryker Australia will ensure the fair treatment of employees mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure by following the below:

- Disclosures will be handled confidentially

- Each disclosure will be assessed and may be the subject of an objective, fair and independent investigation where the objective is to determine whether there is enough evidence to substantiate or refute the matters reported
- An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken
- In addition to Stryker Australia Corporate, HR and Compliance Policies and Procedures, the Whistleblower Protection Officer will, at their discretion, apply any additional protections they deem appropriate
- Any employee may contact the Stryker Australia Employee Assistance Program Support Services

## **MORE INFORMATION**

- External Stryker Website: <https://www.stryker.com/au/en/about/our-locations.html>
- For current Stryker Australia employees: see internal SharePoint
- References to this Policy will appear in relevant communication in 2020
- Employee Assistance Program: 1300 361 008 (Accessible 24 hours, 7 days a week)
- Whistleblower Key Contacts:
  - Whistleblower Oversight Officer: Maurice Ben-Mayor, President SSP
  - Whistleblower Investigation Officer: Carol Mazzella, Senior Regional Counsel
  - Whistleblower Protection Officer: Erin Cramlet, Senior Director - HR
  - For further information on the Whistleblower Policy: Kris Arnott, Regional Counsel or Jenny Chau, Compliance Officer

**APPENDIX 1: STRYKER AUSTRALIA WHISTLEBLOWER TEAM**

