

Whistleblower Policy

Stryker Australia and New Zealand

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Purpose of this policy

The purpose of this Policy is to set out the policy and processes adopted by Stryker Australia Pty Ltd and Stryker New Zealand Ltd (collectively referred to in this Policy as “**Stryker South Pacific**” or “**SSP**”) in responding to reports of any suspected unethical, unlawful or fraudulent conduct within SSP, and relating to the support and protection of those who make such reports.

This Policy is not intended to override existing Stryker Corporate policies. In the event of any inconsistency between the provisions of this *SSP Whistleblower Policy* and the *Global Whistleblower Policy* (accessible [here](#)), the provisions of the *SSP Whistleblower Policy* will prevail in relation to its application in Australia and New Zealand.

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

Scope and application

This Policy applies to all eligible Whistleblower complaints about SSP. For the purposes of this Policy, a “**Whistleblower**” is a current or former SSP officer, employee, supplier, associate, contractor or consultant who reports actual or suspected serious wrongdoing (which also constitutes a “Disclosable Matter”; see below) within SSP. Some examples of serious wrongdoing include: fraud and corruption (including activity executed to prevent the detection and investigation of offences); serious risks to public health and/or safety of the environment; gross mismanagement or malpractice (including unlawful discriminatory or grossly negligent conduct). A Whistleblower can also be a spouse, relative, or dependent of one of these people.

A Whistleblower complaint should meet the following criteria:

- the Whistleblower must have reasonable grounds to suspect that the information provided concerns and relates to a Disclosable Matter (see below); and,
- the Disclosure must be made to an eligible recipient (see below).

Policy statement

SSP is committed to the highest standards of legal, ethical and moral behaviour and to investigating reports made in accordance with this policy in good faith, and that are not trivial, vexatious, malicious or false.

SSP is committed to providing a supportive environment in which directors, employees, volunteers, contractors and consultants are encouraged to report potential or actual serious wrongdoing within SSP relating to fraud, corruption, illegal activities, gross mismanagement and malpractice, without fear of victimisation or reprisal.

SSP is committed to supporting and protecting its directors, employees, volunteers, contractors and consultants who make such reports. No person should be personally disadvantaged for making a report of potential or actual serious wrongdoing in good faith.

Who can receive a disclosure as an eligible recipient?

Individuals are entitled to protection as a Whistleblower under the *Corporations Act 2001* (Cth), the *Taxation Administration Act 1953* (Cth) and the *Protected Disclosures (Protection of Whistleblowers) Act 2022* (NZ), if the disclosure is made to any one of the following eligible recipients:

- Stryker's Ethics Hotline (utilising the independent third-party whistleblower platform Navex);
- SSP Whistleblower Investigation Officer;
- SSP Leadership Team (*outlined below);
- SSP's Internal and External auditor;
- Regulators in Australia and Appropriate Authorities in New Zealand** (eg., Australian Securities and Investments Commission (**ASIC**); Australian Prudential Regulatory Authority (**APRA**); the Australian Tax Office (**ATO**); NZ Companies Office or Inland Revenue Department); or
- Journalists or members of the Australian or state or territory parliaments (parliamentarians) for public interest and emergency disclosures (provided certain criteria are met). You should seek independent legal advice before making disclosures to a journalist or parliamentarian.

* The group of individuals who are leaders of the organisation; who work directly with the SSP President and are responsible for the business activities carried out by SSP.

** Appropriate Authorities in New Zealand are listed in Schedule 2 of the *Protected Disclosures (Protection of Whistleblowers) Act 2022* (NZ).

SSP would like to **identify and address wrongdoing as early as possible** and encourages individuals to reach out via Stryker's Ethics Hotline which uses the third-party platform, Navex (see below).

Disclosable matters

What type of matters can I make a disclosure about?

To qualify for protection under this Policy, the complaint must relate to a Disclosable Matter and be made in good faith. A "**Disclosable Matter**" is a matter which the Whistleblower has reasonable grounds to suspect involves misconduct, serious wrongdoing or an improper state of affairs in relation to SSP.

The following are examples of what is a Disclosable Matter:

- theft, dealing in, or use of, illicit drugs, violence or threatened violence or criminal damage of property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe (eg., from a supplier);
- not complying with legal or regulatory requirements or TGA product recall guidelines; or
- 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.

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 or breach of duties under the *Corporations Act 2001* (Cth) or *Companies Act 1993* (NZ); or
- conduct which constitutes an offence against, or a contravention of, the above statutes or instruments made under them, or other financial sector laws enforced by regulators in Australia and New Zealand.

Non-Disclosable Matters

A personal work-related grievance is not a Disclosable Matter. Work related grievances will only qualify if they have other significant implications for SSP, or when they relate to a Disclosable Matter.

When will a personal work-related grievance be a Disclosable Matter?

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

- such grievances include information about a Disclosable Matter;
- 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 in Australian or New Zealand law.

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. However, these grievances can still be raised to SSP for review under our HR policies as they may be protected under other legislation, such as the *Fair Work Act 2009* (Cth). Employees may raise work-related grievances by speaking to a HR Representative, SSP Management, Fair Work Commission or Fair Work Ombudsman.

Procedure

Whistleblower Investigation Officer

SSP 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 in all disclosures made under this Policy to determine:

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

Who do I make my whistleblower complaint to?

Individuals are encouraged to make disclosures to Stryker's Ethics Hotline *utilising the independent third-party whistleblower platform Navex* (see details below). Disclosures can also be made to:

- SSP Whistleblower Investigation Officer;
- SSP Leadership Team;
- SSP's Internal auditor;
- SSP's External auditor (Ernst & Young - Audit Partner, Anton Ivanyi)
- Regulators in Australia and Appropriate Authorities in New Zealand* (eg., Australian Securities and Investments Commission (**ASIC**); Australian Prudential Regulatory Authority (**APRA**); the Australian Tax Office (**ATO**); NZ Companies Office or Inland Revenue Department); or
- Journalists or members of the Australian or state or territory parliaments (parliamentarians) for public interest and emergency disclosures (provided certain criteria are met). You should seek independent legal advice before making disclosures to a journalist or parliamentarian.

Ethics Hotline (Navex) contact details

Website	Stryker's Ethics Hotline (ethicshotline.stryker.com)
Phone	Australia: 1800 763 983 New Zealand: 0800-002341 General: (800) 461-9330

* Appropriate Authorities in New Zealand are listed in Schedule 2 of the *Protected Disclosures (Protection of Whistleblowers) Act 2022* (NZ).

All disclosures will be kept confidential and the Whistleblower will have the option to consent or decline to have their name shared with the investigators.

Anonymous disclosures will still be protected under the law in Australia and New Zealand and therefore individuals can choose to remain anonymous throughout the process. If a Discloser chooses to remain anonymous, it should be noted that this may hinder SSP's ability to effectively conduct the investigation. If individuals choose to remain anonymous, SSP encourages them to maintain ongoing two-way communication so SSP can ask follow-up questions, and/or provide feedback.

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 SSP Whistleblower Investigation Officer in consultation with the Whistleblower to determine if:

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

The Whistleblower Investigation Officer is responsible for ensuring that:

- 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 endeavour 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. In *New Zealand*, SSP will endeavour to acknowledge receipt, consider and deal with the disclosure within 20 working days of receiving 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 corresponding statutory 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 SSP 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;
- SSP 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); and
- it is reasonably necessary for investigating the issues raised in the disclosure.

The Whistleblower Investigation Officer, in conjunction with the Whistleblower Protection Officer where necessary, 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, Compliance 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, SSP may appoint the Whistleblower Protection Officer or an authorised delegate to support and help protect a Whistleblower. SSP 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 SSP Whistleblower Protection Officer is to:

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

Protections for Whistleblowers

Eligible recipients, including SSP, will use their best endeavours to keep the identity of Whistleblowers confidential. Whistleblowers may also receive:

- protection from detrimental acts or omissions;
- compensation and remedies; and
- protection from civil, criminal and administrative liability.

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 unlawful for SSP to identify a discloser, or disclose information that is likely to lead to the identification of the discloser, except for in the following situations:

- mandatory notification to regulators in Australia (*eg.*, ASIC and APRA) or New Zealand (*eg.*, NZ Companies Office and Reserve Bank of New Zealand); the police; the Australian Tax Office or the Inland Revenue Department (NZ) or to a person, or body, prescribed by regulations;
- discussion with a legal practitioner for the purposes of obtaining legal advice or representation; or
- with the consent of the discloser.

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

- the information does not include the discloser's identity;
- SSP 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 may lodge a complaint with SSP or a relevant regulator in Australia or New Zealand.

The Whistleblower Protection Officer is responsible for discussing 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 consider additional options to maintain confidentiality, for example: external service providers may be used for the investigation; and 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 or other remedies through the courts if:

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

Disclosers are encouraged 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).

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 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'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 SSP
- 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 SSP'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 SSP'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.

Protections for Whistleblowers from detrimental treatment

SSP 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, Legal or Compliance) or external qualified investigators, 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 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 to 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.

- SSP's Performance Review Policy drives a culture of integrity and facilitates the removal of employees that do not align with SSP leadership values which may reduce the likely risk of detriment occurring.
- The Whistleblower Protection Officer will utilise existing Stryker policies that may protect Whistleblowers from detriment, including, but not limited to:
 - Stryker Antibullying & Anti-Harassment Policy
 - Stryker Code of Conduct
 - Ethics Hotline (Corporate Policy 10) which includes language expressly prohibiting any form of retaliation against reporters.
- Managers at SSP 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 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.

a. SSP Support for Whistleblowers

All SSP employees and Whistleblowers have access to the Stryker Employee Assistance Program free of charge. In addition to this, the Whistleblower Protection Officer may leverage the following existing Stryker 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.

b. What to do if detriment is experienced?

If an individual believes they have experienced detriment in breach of this Policy, SSP encourages them to speak to the Whistleblower Protection Officer or other eligible recipients. However, they may also seek independent legal advice or contact a regulator if they believe they have suffered detriment. If SSP 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.

c. How will SSP ensure fair treatment for individuals mentioned in a disclosure?

SSP 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 implementing the following measures:

- disclosures will be handled confidentially;
- each disclosure will be assessed and may be the subject of an independent investigation where the objective of the investigation is to determine whether there is sufficient 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 Corporate, HR and Compliance Policies and Procedures, the Whistleblower Protection Officer will, at their discretion, apply any additional protections they deem appropriate; and,
- any employee may contact the Stryker Employee Assistance Program Support Services (which is free of charge and confidential).

More information

- For current SSP employees: see internal SharePoint
- Employee Assistance Program: 1300 361 008 (Accessible 24 hours, 7 days a week)
- Whistleblower Key Contacts:
 - SSP Whistleblower Investigation Officer: SSP Compliance Director (or their authorised delegate, *e.g.*, SSP Compliance Officer)
 - Whistleblower Protection Officer: SSP Senior Regional Counsel or SSP Senior Director, HR (or each of their authorised delegates)
 - For further information on the Whistleblower Policy: SSP Senior Regional Counsel or SSP Compliance Director