



## Nyrada Inc. Whistleblower Policy

### 1. APPLICATION AND SCOPE

This Whistleblower Policy (**Policy**) details the framework for receiving, investigating and addressing allegations of Reportable Conduct (see section 4 for the definition of "Reportable Conduct") where that Reportable Conduct concerns the activities of Nyrada Inc (**Nyrada**) or current and former directors, officers, agents, employees and contractors of Nyrada (**Nyrada Personnel**). If this Policy differs from applicable law, Nyrada will apply whichever is more stringent.

This policy is underpinned by the Company's values.

### 2. OBJECTIVES AND PURPOSE

You may have concerns about conduct within Nyrada which appears to you to be illegal, unethical or otherwise improper, but you may feel apprehensive about raising your concerns because of the fear of possible adverse repercussions to you. This might be the case for example if the concerns relate to conduct of your immediate manager.

The aim of this policy is to make you feel confident about raising your concerns internally, by offering a reporting and investigative mechanism that is confidential, independent and protects you from reprisal or disadvantage.

The objectives of this Whistleblower Policy are to:

- provide any person making an allegation of Reportable Conduct (**Whistleblower**) with a clear framework within which to make that allegation as a Protected Disclosure;
- ensure any reports of Reportable Conduct are dealt with appropriately;
- provide Whistleblowers with a clear understanding of how allegations will be handled;
- protect Whistleblowers from victimisation and retaliation;
- support Whistleblowers throughout the reporting process;
- afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

To support its stated objectives, this Policy provides a framework for Whistleblowers to make a Protected Disclosure by:

- a) providing reasonable protections for a Whistleblower who, acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true, raises concerns about Reportable Conduct (see section 4 of this Policy for examples); and
- b) ensuring allegations of Reportable Conduct are properly and lawfully investigated and addressed.

### 3. PROTECTED DISCLOSURES

A “**Protected Disclosure**” is a report of Reportable Conduct made in accordance with this Policy. Nothing in this Policy is intended to abrogate or diminish any additional or alternative protections which may be available at law.

To be protected under this Policy, a Whistleblower must:

- a) be acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true;
- b) make the disclosure in accordance with this Policy; and
- c) not themselves have engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct.

Nyrada promotes a culture that encourages the reporting of Reportable Conduct and where a Whistleblower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by Nyrada as a result of having made the report. The Whistleblower must, at all times during the reporting process, continue to comply with this Policy.

In circumstances where, for any reason, the identity of the Whistleblower is known outside of the investigation process, Nyrada will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory action where it has sufficient authority to do so. Nyrada has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistleblower.

In some jurisdictions, in addition to the protections provided for under this Policy, a person making an allegation of Reportable Conduct may be protected by local law from civil and/or criminal proceedings, and, against retaliatory or discriminatory action as a result of having made an allegation protected by applicable local law. Whistleblowers should be aware that, in some jurisdictions, making an allegation to a government authority without using Nyrada’s internal procedure may result in the loss of whistleblower protection available under this Policy.

### 4. REPORTABLE CONDUCT

This Policy supports the reporting of allegations of serious wrongdoing (**Reportable Conduct**) by Nyrada, Nyrada Personnel or the independent auditors. Reportable Conduct includes, but is not limited to the following:

- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation;
- a serious breach of the Company’s policies and procedures;
- offering or accepting a bribe;
- use of Company’s funds or Company resources in a manner that falls within the scope of Reportable Conduct;
- damage/sabotage, violence, drug & alcohol sale/use;
- risks to the health and safety of workers;
- unethical conduct;
- bullying, discrimination, harassment or abuse;
- victimising someone for reporting Reportable Conduct;
- recrimination against someone because they participated in an investigation or review;
- any instruction to cover up or attempt to cover up serious wrongdoing.

This Policy extends to serious wrongdoing that occurs before or after the commencement of this Policy and is not limited to the above examples.

The Board of the Company should be informed of any Reportable Conduct incidents.

## 5. MAKING A REPORT

A Protected Disclosure may be made using the reporting channels outlined below. The availability of each channel depends on whether the Whistleblower is external or internal to Nyrada (see sections 5.1 and 5.2, respectively).

### 5.1. External Whistleblowers

External Whistleblowers (e.g. Nyrada shareholders) can contact the Nyrada Whistleblower Protection Officer (“WPO”) – see section 5.3 of this Policy below for WPO contact information;

### 5.2. Internal Whistleblowers

Internal Whistleblowers may use any of the following channels of communication to make a report:

1. verbally or in writing (via email or Q-Pulse quality management system) to their immediate supervisor or department manager;
2. verbally or in writing to a Nyrada Whistleblower Protection Officer (**WPO**) – see section 5.3 of this Policy below for WPO contact information;

At any time, an employee who is unsure about whether to make a Protected Disclosure will be entitled to discuss the matter in confidence with their immediate supervisor or department manager or a WPO. In the event a Whistleblower does not formally make a Protected Disclosure, Nyrada may nevertheless be compelled to act on the information provided if that information reasonably suggests Reportable Conduct has occurred or may occur.

Where the Whistleblower believes Nyrada’s internal processes are inappropriate because:

- a) the alleged Reportable Conduct involves a WPO or an executive officer of Nyrada; or
- b) the Whistleblower considers the matter should not be referred to a WPO; then

the Whistleblower may make that report to the Chair of the Audit and Risk Committee.

### 5.3. Nyrada’s Whistleblower Protection Officers

Each WPO is appointed by the Audit and Risk Committee of Nyrada to:

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

Nyrada’s WPOs are:

- Chief Executive Officer, James Bonnar

The WPOs may be contacted:

- via email at [james.bonnar@Nyrada.com](mailto:james.bonnar@Nyrada.com);
- in person; or
- via post to the attention of “The Whistleblower Protection Officers” at PO Box 824, Turramurra NSW 2074,

If a complainant is uncertain how to contact a WPO, they may seek clarification from their supervisor or manager.

#### **5.4. Consequences of making a false report**

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal (in the case of employees).

The disciplinary action will depend on the severity, nature and circumstance of the false report.

### **6. CONFIDENTIALITY AND PRIVACY**

Nyrada will make all reasonable efforts to ensure the identity of a Whistleblower remains confidential throughout the investigation process. Nyrada will not disclose a Whistleblower's identity unless:

- the Whistleblower consents to the disclosure of their identity;
- disclosure of the Whistleblower's identity is compelled by law;
- disclosure is necessary to prevent a serious threat to any person's health or safety; or
- it is necessary to protect or enforce the Group's legal rights or interests or to defend any claims.

Whistleblowers can report anonymously. Any supervisor or manager who receives a Whistleblower report must not disclose that report to anyone other than a WPO or the Chair of the Audit and Risk Committee. Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred will be regarded as a disciplinary matter and will be dealt with in accordance with the Group's disciplinary procedures.

Where a Protected Disclosure is made anonymously through the independent Whistleblower Service, Nyrada will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistleblower being identified.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

### **7. INVESTIGATION**

A Whistleblower's report may only be investigated and acted upon following referral to a WPO. Any other person (such as a supervisor or manager) who receives a report of Reportable Conduct must immediately refer it to a WPO, take no further action and keep the report confidential.

Once received, all allegations of Reportable Conduct pursuant to this Policy must be referred to the WPOs and include, at a minimum, the following details:

- the date the Whistleblower made the report;
- the date and substance of the Reportable Conduct;
- the identity and level of seniority of the alleged wrongdoer;
- the level of risk associated with the alleged wrongdoing.

All Protected Disclosures will ultimately be reported to the Audit and Risk Committee, either as part of the Whistleblower Register, or as standalone agenda items in circumstances where the WPOs determine this is warranted or necessary.

The WPOs (or the Chair of the Audit and Risk Committee if applicable) will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required, and, if so, determine the appropriate investigation process, including:

- the nature and scope of the investigation;
- who will conduct the investigation and whether that person should be external to Nyrada;
- the nature of any technical, financial or legal advice that may be required;
- a timeframe for the investigation (having regard to the allocated level of risk).

The Whistleblower will, if Nyrada deems it appropriate and permissible to do so, be informed on a continuing basis as to the nature and progress of the investigation.

Nyrada may be required to refer an allegation of Reportable Conduct to the Police or other agency (e.g. the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)). In such circumstances, Nyrada may not be able to keep a Whistleblower informed on the progress of a Protected Disclosure.

### **7.1. Investigation Findings**

Nyrada will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this Policy.

The person leading any investigation will report their findings to the relevant WPO (or directly to the Chair of the Audit and Risk Committee if the WPOs have been circumvented due to a conflict as contemplated by this Policy) and advise the recommended course of action (if any) that Nyrada should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of the Group.

A WPO and the Chair of the Audit and Risk Committee will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WPO may notify the Whistleblower of the conclusion of the investigation and the action taken.

### **7.2. Record Keeping and Accountability**

Nyrada's Chief Financial Officer is the officer responsible for:

- a) establishing and maintaining the Whistleblower Service;
- b) generating and distributing the Whistleblower Service details to the WPOs;
- c) communicating this Policy and the Whistleblower Service details to Nyrada personnel; and
- d) otherwise ensuring maintenance and adherence to this Policy.

Nyrada will establish and maintain a record of all reports of Reportable Conduct received, the investigation process undertaken, and any actions taken to resolve the matter ("**Whistleblower Register**").

The WPOs will:

- a) coordinate and support the impartial investigation of Protected Disclosures;
- b) submit a quarterly summary report to the Audit and Risk Committee, which provides statistics of:
  - the number of reports received, per quarter;
  - for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
  - for each report, the time taken to investigate it;
  - the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).

The Chair of the Audit and Risk Committee shall periodically review the Whistleblower Register to ensure that proper processes are being followed.

## **8. VICTIMISATION**

Nyrada is committed to ensuring that any person who reports Reportable Conduct, acts as a witness or participates in any way with respect to a report of Reportable Conduct is not victimised.

Nyrada will thoroughly investigate reports of victimisation. If proven, those who have victimised a person may be subject to management action (including disciplinary action or dismissal).

## 9. SUPPORT

The WPO can initiate or coordinate support for employees who have or are in the process of making a report.

## 10. TRAINING

The Company will provide training to:

- (a) all staff about this policy and their rights and obligations under it; and
- (b) the WPO and manager who may receive whistleblower reports about how to respond to them.

## 11. POLICY REVIEW AND AMENDMENT

The Audit and Risk Committee of Nyrada will monitor and annually review the effectiveness of this Policy.

This Policy can only be amended with the approval of the Audit and Risk Committee of Nyrada. Any amendments to this Policy shall be effected by the posting of an updated version of the document on Nyrada's website at [www.Nyrada.com](http://www.Nyrada.com).

This version of the Policy was approved by the Directors of Nyrada, effective on 30 June 2021.

### Version Control

Version	Date	Author	Changes
1.0	11/12/2019	S van Boheemen	Initial draft
2.0	30/06/21(effective)	Automic Group	Updated 4 <sup>th</sup> Edition