



## WHISTLEBLOWER POLICY

### Preamble

The Board of Directors is the governing body of Bionomics Limited (“Bionomics”).

The Board recognises the expectations of the Company’s shareholders, employees, partners and the community, and to this end, the Board is committed to best practice in corporate governance, compliance and ethical behavior.

The existence of an effective Whistleblower Policy is a strong indicator that Bionomics is complying with its legal and ethical obligations. Bionomics believes that a Whistleblower Policy is important to enable stakeholders to feel that their concerns about inappropriate conduct are being properly taken into account by the Company and that employees, contractors and other stakeholders are not being penalised, victimised or subject to retaliation for speaking up in accordance with this Policy.

### 1. Definitions

#### 1.1 Whistleblowing Information

*Whistleblowing Information* is defined as:

the disclosure of information the Whistleblower has reasonable grounds to suspect, concerns misconduct or an improper state of affairs or circumstances in relation to Bionomics, or a related body corporate of Bionomics, or an officer or employee of Bionomics “

#### 1.2 Whistleblower

*Whistleblower* is defined as:

“any current or former Bionomics officer, employee, director, contractor (or employee of that contractor) that supplies goods or services to Bionomics, an associate of Bionomics and any spouse, relative or dependant of one of the aforementioned people.

#### 1.3 Unacceptable Conduct

*Unacceptable Conduct* is defined as any conduct which:

- breaches any law;
- is dishonest, fraudulent or corrupt;
- is unethical, such as dishonestly altering Company records or data, adopting questionable accounting practices or willfully breaching any of Bionomics policies;
- breaches of the Code for the Responsible Conduct of Research;
- is potentially damaging to Bionomics or a Bionomics person, such as unsafe work practices or substantially wasting Company resources;
- may cause financial loss to Bionomics or damage its reputation or be otherwise detrimental to Bionomics interests; or
- an improper state of affairs or circumstances in relation to Bionomics, or a related body corporate of Bionomics, or an officer or employee of Bionomics.

For the avoidance of doubt, Unacceptable Conduct does not include personal work related grievances relating to a current or former staff member’s

employment that have implications for that person personally and not broader implications for Bionomics (eg interpersonal conflict between staff, or a decision relating to employment, promotion or disciplinary action).

#### **1.4 Eligible Recipients**

*Eligible Recipients* of Whistleblower Information are a director, Company Secretary or a senior manager of Bionomics or Bionomics auditor, or a member of the audit team of Bionomics.

#### **1.5 Whistleblower Investigation Officer**

*Whistleblower Investigation Officer* means the Company Secretary or his delegate.

#### **1.6 Detrimental Conduct**

*Detrimental Conduct* means any actual or threatened conduct that could cause a detriment to the Whistleblower as a result of making the disclosure, including: termination of employment; harassment, bullying or intimidation; personal or financial disadvantage; unlawful discrimination; harm or injury, including psychological harm; damage to reputation; or any other conduct that constitutes retaliation.

### **2. Who Does This Policy Apply To?**

Bionomics is committed to making this policy available to all Directors, employees, suppliers, customers, contractors and auditors of Bionomics Limited, directly or by making the Policy available on the Company's website.

### **3. Who Do I Report *Unacceptable Conduct* To?**

Whistleblower Information should be reported to an Eligible Recipient

The Eligible Recipient will make a record of all the relevant information provided by the Whistleblower. The Whistleblower's identity will remain confidential unless the Whistleblower consents to their identity being disclosed, or disclosure is authorised by law. If it is reasonably necessary to disclose a Whistleblower's identity for the purposes of an investigation, all reasonable steps will be taken to reduce the risk that the Whistleblower will be identified.

### **4. Disclosure Protected by the Corporation Act**

A Whistleblower cannot be subject to civil or criminal liability, have any contractual or other remedy or right exercised against them, be liable for defamation or have their contract terminated on the basis of the disclosure.

However, Whistleblowers must have reasonable grounds to believe the information being disclosed is true and must not make a report they know is false or misleading.

### **5. Investigating Reports of Unacceptable Conduct**

An Eligible Recipient will refer a report of Unacceptable Conduct to the Whistleblower Investigation Officer. The Whistleblower Investigation Officer will carry out a preliminary review of the information and will decide whether the allegations raised should be investigated. This may involve the use of external investigators or advisors such as when an allegation of fraud is raised, or the report involves a breach of the Australian Code for the Responsible Conduct of Research

The Whistleblower Investigation Officer will provide the Whistleblower with feedback on the progress and expected timeframes of the investigation, as appropriate.

## 6. How is an Investigation Carried Out?

The Whistleblower Investigation Officer will follow due process and natural justice. This would normally involve:

- undertaking a fair, independent and discreet investigation into the substance of the report to determine whether there is evidence to support the matters raised;
- respecting individual confidentiality;
- collecting all available data and verifying the reported information;
- in order to observe the rules of procedural fairness, interviewing any relevant person to understand their perspective;
- proceeding with due care and appropriate speed.

Where the Whistleblower has identified themselves, the Whistleblower Investigation Officer would be likely to begin by interviewing that person. However, *the Whistleblower's* identity will not be made known to other parties without their specific consent (subject to permitted disclosures as set out in Section 8).

## 7. Outcome of Investigations

The investigation may conclude with a verbal or written report. To the extent permitted under applicable laws, the Whistleblower may be informed of the findings of the investigation and any remedial action or steps that will be taken as a result of the investigation.

## 8. Protections for Whistleblowers

If a Whistleblower makes a report of Unacceptable Conduct under this Policy, Bionomics will ensure that the Whistleblower's identity is protected from disclosure. Bionomics will ensure that any records relating to a report of *Unacceptable Conduct* are stored securely and are able to be accessed only by authorised staff. Bionomics is committed to protecting and respecting the rights of any Whistleblower who reports Unacceptable Conduct honestly and in good faith.

Bionomics will not tolerate any Detrimental Conduct towards a Whistleblower. Such conduct is illegal and civil & criminal penalties apply. Bionomics will support Whistleblowers to ensure they are not subject to Detrimental Conduct, their confidentiality and privacy is protected and their wellbeing is maintained. Any retaliatory action or victimisation will be treated as serious misconduct and will be dealt with in accordance with Bionomics' disciplinary procedures.

A Whistleblower has protection from civil and criminal liability including;

- criminal prosecution (and the disclosure cannot be used against the Whistleblower in a prosecution, unless the disclosure is false)
- civil litigation (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation), or
- administrative action (including disciplinary action).

## 9. Policy Publication & Review

This Policy will be available on Bionomics website under the "Investors" then "Corporate Governance" tab.

In addition, this Policy will be supplied to all employees following approval by the Board, as part of ongoing legal compliance program training and to new employees as part of induction training.

This Policy will be reviewed in line with Audit & Risk Review Committee procedures.