



Terumo Global Compliance Violations Reporting and Anti-Retaliation Policy

(Supplementary provisions for application for Terumo Australia)

Effective Date of this Policy: Dec 18th, 2019

Updated as of July 21st, 2022

As provided for in the "Terumo Global Compliance Violation and Anti-Retaliation Policy" (the "**Global Policy**"), Terumo Corporation ("TC") and Terumo Australia Pty Limited ("TAUS") (collectively "Terumo") hereby establish the following supplementary provisions (the "**Supplementary Provisions**") to be applicable in reference to the application of Global Policy to TAUS and in the Australian territory.

1. Eligible Reporters

Eligible Reporters shall mean and include anyone who is in one of the following relationships with TAUS:

- i. officers and employees;
- ii. consultants, secondees(s) and volunteers;
- iii. associates;
- iv. contractors, suppliers, agents and their employees; and
- v. Spouses, dependant and relatives of any of the above.

All the references to "Associate" or "Terumo Associate(s)" in the Global Policy shall refer to Eligible Reporter as defined above, and the provisions of the Global Policy along with these Supplementary Provisions shall apply accordingly.

2. Eligible Recipients

For any Reportable Issue to qualify as a Protected Disclosure, the Reportable Issue should be reported to any of the following Eligible Recipients:

- i. **Terumo Officers:** Any of the following named officer or senior manager of TAUS or Terumo Group:
 - a. Your direct manager;

- b. TAUS Human Resources Manager, who can be contacted on michelle_vrab@terumo.co.jp;
 - c. TAUS Risk and Compliance Officer, who can be contacted on compliance_australia@terumo.co.jp;
 - d. TAUS Managing Director, who can be contacted on Jeff_Soo@terumo.co.jp;
 - e. TC's Company Executive, whose details can be found on <https://www.terumo.com/about/management/>;
 - f. TAP Compliance Officer, who can be contacted Miho_Mizuguchi@terumo.co.jp;
 - g. Chief Legal Officer, who can be contacted on Miho_Mizuguchi@terumo.co.jp;
- ii. Other Eligible Recipients:**
- a. An auditor, or a member of an audit team conducting an audit of TAUS or a Terumo Group Company;
 - b. An actuary of TAUS or of a Terumo Group Company;
 - c. Designated officers of ASIC or APRA; and
 - d. A Journalist OR, a Member of Parliament of the Commonwealth, State, or Territory, in respect of emergency disclosures only.
 - e. At the Terumo Integrity Helpline available at www.terumointegrity.com
- iii.** As Terumo is committed to open communication, an Eligible Reporter is encouraged to make a Protected Disclosure to any of the Terumo Officers listed under clause 1(i) of these supplementary provisions, or at the Terumo Integrity Helpline.
- iv.** An Eligible Reporter may contact the TAP Compliance Officer or Chief Legal Officer to obtain additional information before making a Protected Disclosure.

3. Reportable Issues:

3.1 Reportable Issues in context of TAUS and Australian territory may still be reportable if the Eligible Reporter has reasonable grounds to suspect or for having his/her concern(s).

3.2 The examples provided in Article 2.2 of the Global Policy shall also include the following:

- i. Any misconduct, or improper state of affairs or circumstances in relation to TAUS or other Terumo Group Company;
- ii. Any misconduct or suspected situations of modern slavery in TAUS or other Terumo Group Company's operations or supply chains;
- iii. Any misconduct by officers or employees of TAUS or other Terumo Group Company, that constitutes an offence under any Commonwealth laws, and is punishable by 12 months or more of imprisonment;
- iv. Any offence under legislations administered by Australian Securities and Investment Commission (ASIC) or Australian Prudential Regulation Authority (APRA) namely the following:

ASIC:

- a. the Corporations Act 2001;
- b. the ASIC Act 2001;

APRA:

- c. the Banking Act 1959;
 - d. the Financial Sector (Collection of Data) Act 2001;
 - e. the Insurance Act 1973;
 - f. the Life Insurance Act 1995;
 - g. the National Consumer Credit Protection Act 2009;
 - h. the Superannuation Industry (Supervision) Act 1993; and
 - i. an instrument made under those Acts; and
- v. Any misconduct that may pose a danger to the public or the financial system.

3.3 Disclosures that are not about reportable issues do not qualify to be treated as Protected Disclosures.

4. Protected Disclosures:

4.1 Reportable Issue that qualifies the parameters set under the Whistle-blower Protection Laws of Australia i.e the Australian legislations that protects whistle-blowers including the Corporations Act 2001 (Cth) and Taxation Administration Act 1953 (Cth) shall be treated as Protected Disclosures. Only the Disclosures about Reportable Issues, made by Eligible Recipients to the Eligible Recipients shall be treated as Protected Disclosure.

4.2 Reports concerning personal work-related grievance of the Reporter does not qualify protections and are not Protected Disclosures.

4.3 Protected Disclosures may be made confidentially, securely, or anonymously, even outside of business hours and should still qualify to be treated as Protected Disclosure.

5. Protections:

5.1 The Eligible Reporters while making Protected Disclosures to the Eligible Recipients shall have protections available under the Whistleblowers Protection Laws of Australia.

5.2 Such protections include:

- i. Maintaining confidentiality of the identity of the Eligible Reporters as per Article 7 of these Supplementary Provisions;
- ii. No civil, criminal or administrative liability, for making a protected disclosure;
- iii. No detrimental acts or omissions, for making a Protected Disclosure;
- iv. No contractual or other remedy may be enforced and no contractual or other right may be exercised against the Eligible Reporter on the basis of the Protected Disclosure; and

- v. If the Protected Disclosure is to ASIC, APRA or the Commissioner of Taxation, or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act of Australia, the information shall not be admissible in evidence against the Eligible Reporter in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

However, an Eligible Reporter may be subject to civil, criminal or administrative liability for his/her conduct revealed in any Protected Disclosure.

- 5.3 If an Eligible Reporter have been victimized for making a Protected Disclosure or in the belief that the Eligible Reporter made a Protected Disclosure or may make a Protected Disclosure, there are possible remedies available through the courts, under the Whistle-blower Protection Laws including reinstatement, compensation, an order prohibiting the victimisation or an apology.
- 5.4 The victimiser who victimize any Eligible Reporter(s) may be ordered to pay substantial monetary fines or may even be imprisoned by the competent authorities.
- 5.5 An Eligible Reporter may still qualify for protections under this Article 5, even if the Protected Disclosure turns out to be incorrect.

6. How do TAUS ensure the fair treatment of the Eligible Reporters and the person named in the Reports?

- 6.1 In addition to the provisions in the Global Policy, in particular Article 2.7 and Article 2.8, depending on the facts involved in a Protected Disclosure and other circumstances, Terumo may consider to explore options such as granting paid leave(s), relocation to another area of business or a secondment arrangement while the disclosure is being investigated.
- 6.2 If the Eligible Reporter thinks that the person to whom he/she has made the Report has not dealt with the concern sufficiently or at all, the Eligible Reporter may raise the concern with TAP compliance officer at Miho_Mizuguchi@terumo.co.jp.
- 6.3 If any of the Eligible Reporter considers that he/she has been victimised as a result of making a Report, or in the belief that the Eligible Reporter made a Report, or may make a Report, the Eligible Reporter may do the following things.
 - i. If he/she is a TAUS employee, he/she may immediately report the details of victimization to TAUS Human Resources Manager.
 - ii. If he/she is an employee of other Terumo Group Company, he/she may immediately report the details of victimization to the respective head of Human Resources of the Terumo Group Company.
 - iii. If he/she is not an employee of Terumo, he/she may immediately report the details of victimization to Chief Legal Officer of Terumo.
 - iv. In case the Eligible Reporter chooses to make an anonymous report about the victimization, he/she may do so on the Terumo Helpline at www.terumointegrity.com.
 - v. If any third party having relationship with Terumo found retaliating or victimizing any Reporter, Terumo may, depending on the facts and circumstances of the matter, consider an appropriate disciplinary action against such third party,

including and not limited to terminating the relationship / engagement or appointment of such third party with Terumo, or taking other appropriate corrective actions.

7. Confidentiality

In addition to Article 2.6 of the Global Policy, TAUS will take following additional measures to protect the identity of the Eligible Reporters:

7.1 The identity of a Reporter (or information that is likely to lead to a Reporter being identified as a Reporter) will be kept confidential, except in the following circumstances:

- i. Where the Reporter consents to this information being disclosed;
- ii. For obtaining confidential legal advice or representation;
- iii. Where it is required or permitted to do so by law (for example where Terumo need to disclose this information to an external regulator such as ASIC, APRA, or the police, or are ordered to do so by a court); or
- iv. Where disclosing the information is required to prevent a serious and imminent threat to life, health or property.

7.2 During the investigation process, if it is imperative to disclose the identity of the Reporter to the investigator(s) (including to outside investigators) for the purposes of investigating the Report, TAUS will first seek the consent of the Reporter. In case that the Reporter refuses the consent, TAUS will not share the identity of the Reporter, but the Reporter should understand that, TAUS and the investigators may face difficulties investigating or internally addressing or correcting the alleged misconduct unless the Reporter provide consent to identify himself / herself and provide specific details of the alleged misconduct.

7.3 Any Terumo associate who receives information about the identity of a Reporter (whether directly or indirectly) must keep that information confidential (except in the circumstances permitted above), while making a Protected Disclosure, over the course of the investigation and after the investigation is finalised. If such Terumo associate does not keep that information confidential or discloses the information likely to lead to the Reporter being identified, the Terumo associate will be subject to disciplinary action, including possibility of termination of his/her employment.

7.4 Similarly, if the recipient is not a Terumo associate, and receives such information about the identity of a Reporter under an engagement or appointment, he/she must keep that information strictly confidential. If the recipient does not keep that information confidential or discloses the information likely to lead to the Reporter being identified, Terumo will take remedial measures as per the contractual terms of the engagement or appointment, and may terminate the relationship. In addition, the recipient may be subject to criminal and civil penalties, including substantial fines and / or jail under the applicable laws.

7.5 Files and records relating to disclosures shall be treated as confidential and will be stored securely.

8. Publication and availability of the Policy

- 8.1 The Global Policy along with these Supplementary Provisions is available on the TAUS website <https://www.terumo.com.au/policies-for-terumo-australia/>.
- 8.2 Terumo reserve the right to revise the Global Policy and/ or these provisions from time to time. The Reporters and other concerned person should review the policy periodically.
- 8.3 TAUS will offer training on the Global Policy and these Supplementary Provisions from time to time.