

Whistleblower Policy

Agilent Technologies Australia (M) Pty Ltd ABN 67 004 559 540

Agilent Technologies Australia Pty Ltd ABN 29 088 510 605

1. Purpose of the Policy and Scope

As a global company, Agilent enjoys the diversity of cultural and individual perspectives held by our employees. Yet we have a common bond that unites us – our enduring set of values. Our values are the basis for every decision we make and every action we take, no matter where we are located. They form the foundation of our standards of business conduct, which define how we approach our work in a complex business environment. Every employee is expected to uphold Agilent's values. (for more information, please see [Standard of Business Conduct](#)).

This Whistleblower Policy is put in place to ensure that you can speak up if you see or suspect conduct that violates our Standard of Business Conduct, our policies or the laws and regulations that apply to our business.

This policy applies to employees and officers of Agilent, and any other people who have connection to Agilent, such as contractors, suppliers, and associates of Agilent, or a relative, dependent, or spouse of these individuals.

2. Matters that should be reported

Any matter that you have reasonable grounds to believe is misconduct, violates our Standard of Business Conduct, our policies or the laws and regulations as applied to Agilent should be reported in accordance with this policy. However, personal work-related grievances are generally excluded from this policy.

Examples of reportable conducts include:

- Theft
- Bribes and kickbacks
- Unlawful discrimination
- Harassment
- Conflict of Interest
- Falsification of documents
- Inappropriate personal use of Agilent resources
- Inappropriate gifts and entertainment
- Any other suspected violations of Agilent's SBC, including violation of applicable laws, rules and regulations

'Personal work-related grievances' include (i) any interpersonal conflict at work, (ii) a decision relating to engagement, transfer, or promotion, (iii) a decision relating to terms and conditions of engagement, (iv) a decision to terminate the employment contract or take a disciplinary action. Personal work-related grievances should be raised to your direct manager or human resources, and will be handled in accordance with [Open Door Policy](#).

3. Making a Report

Agilent has an [Open Door Policy](#) that allows you to report your concerns to any level of management. Typically your direct manager is your first point of contact. If you are uncomfortable speaking with your

manager or other members of management (or if you have shared your concern with a manager and feel your concern is not being addressed appropriately), you may contact your local Human Resources Department or one of the following resources:

Legal Department

<https://relations.corporate.agilent.com/legal/ask-legal-question.shtml>

Compliance

helpline.legal-compliance@agilent.com

Global Human Resources

http://www.hr.agilent.com/yellowpages/index_ab_selectgeo.asp

The Compliance Hotline

<https://agilent.alertline.com/gcs/welcome>

The graphic features a large blue 'L' shape on the left. To its right, the text 'Agilent Compliance Hotline' is displayed in blue. Below the text is a 2x2 grid of four images: a woman working at a computer, a person in silhouette looking at a mobile device, a man talking on a phone, and a close-up of a person's face wearing glasses. Below the grid, the tagline 'It's there when you need it.' is written in blue.

Safe + Secure + Anonymous + Confidential + Available 24/7

compliance@agilent

1 877 247 6680

If you know of or suspect a violation of Agilent's Standards of Business Conduct—or applicable laws or regulations—**don't keep it to yourself.** Agilent offers a way for you to speak up without fear of retaliation.

Agilent does not tolerate retaliation against our employees for reporting concerns.

4. Investigation of Reportable Conduct

Agilent will investigate all good-faith reports of matters raised under this policy. Agilent conducts those investigations with the highest degree of confidentiality, in compliance with local laws, and in prompt manner using qualified personnel. The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate.

- Agilent Compliance is notified when a concern is received through the secure server.
- When indicated, Agilent then commences an appropriate investigation.
- The information in your report is shared with appropriate investigation team members, and the concern is investigated promptly and discreetly.

Anonymity

You can choose to make reports anonymously. You are encouraged to share your identity so that Agilent can find the best way to address the reports, but you are not required to do so. Even if you choose to make reports anonymously, they will be assessed in the same manner as if you had revealed your identity. However, there will be some practical limitations in conducting proper investigation.

5. Protection of Whistleblowers

(a) Fairness: Protection against detrimental conduct

There will be no detrimental conduct against you for making a report under this policy. Detrimental conduct includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavorable treatment.

(b) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, Agilent may share your identity as a whistleblower or information likely to reveal your identity if:

- you consent;
- the concern is reported to the Australian Securities and Investments Commission ("**ASIC**"), the Australian Prudential Regulation Authority ("**APRA**"), the Tax Commissioner or the Australian Federal Police ("**AFP**"); or
- the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

As a part of investigation, Agilent may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

Any disclosures of your identity or information likely to reveal your identity will only be made to a person who reasonably has a need to investigate, report on, or respond to, the matters raised by you.

(c) Non-retaliation Policy

Agilent has non-retaliation policy – please refer to **Annexure A** for further details.

(d) Legislative Protections

You are entitled other protections provided by law:

The *Corporations Act 2001* (Cth) ("**Corporations Act**") gives special protection to whistleblowers for matters concerning breaches of the Act – please refer to **Annexure B** for further details.

The *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**") gives special protection to whistleblowers for matters concerning breaches of Australian tax law – please refer to **Annexure C** for further details.

Investigation Feedback

Wherever possible, and if your identity is known, you will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

6. General Note

If you are an employee, officer, or contractor of Agilent, you must comply with this policy at all times. However, this policy does not constitute a part of any agreement between any person and Agilent, nor does it constitute terms and conditions of employment agreement.

This policy is made available to employees and officers of Agilent via Agilent's intranet and Agilent's website.

7. Adoption of Policy

Board of Directors of Agilent Technologies Australia (M) Pty Ltd approved and adopted this policy on 16 December 2019 and takes effect from that date.

Board of Directors of Agilent Technologies Australia Pty Ltd approved and adopted this policy on 16 December 2019 and takes effect from that date.

**For clarification, this policy only applies to Agilent Technologies Australia (M) Pty Ltd and Agilent Technologies Australia Pty Ltd, and shall not affect other Agilent entities outside Australia.*

Policy Owner: Agilent Compliance Team

Annexure A – Agilent’s Non-retaliation policy



AGILENT POLICY AGAINST RETALIATION

Agilent’s Standards of Business Conduct

1. Non-Retaliation Policy

We recognize that reporting any misconduct, including violations of the SBC can be stressful to the employee making the report. Agilent strictly prohibits retaliation against anyone who makes a good faith report about a known or suspected violation of the SBC and against anyone who assists in an investigation into such matters.

We want you to feel as comfortable as possible in coming forward, secure in the knowledge that you are doing the right thing, even if the report is not—or cannot be—substantiated. Sometimes it may seem easier to say nothing or look the other way if you suspect something is wrong, but doing nothing is, in fact, an action that can have serious consequences for Agilent and even for an individual. Always do your part to raise concerns promptly so they can be addressed. Be assured that the information you provide will be shared only with those who need the information to investigate and resolve the issue.

Agilent’s Employee Handbook

2. Protection against Retaliation

Applicable law also prohibits retaliation against any employee by another employee or by Agilent for reporting, filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by Agilent or a federal or state enforcement agency. Please report any retaliation to your manager, any other Agilent manager, your Human Resources Manager, or a Human Resources Management Support Consultant. Any report of retaliatory conduct will be promptly investigated. If a report of retaliation is substantiated, appropriate disciplinary action, up to and including involuntary termination, will be taken.

3. Managers Responsibility to Reported Incidents

Every reported incident of harassment will be thoroughly and promptly investigated by management with the cooperation of the employee. Management shall respect the confidences and sensitivities of all persons involved in the incident. The concerned employee will be afforded protection from retaliation and the result of any investigation of alleged harassment shall promptly be communicated to the employee. Where charges of employee harassment are substantiated, appropriate corrective action will be taken. Appropriate action might range from counseling to termination.

January 30, 2016

(https://agilent.alertline.com/clientInfo/7387/AGILENT_POLICY_ON_RETALIATION.pdf)

Annexure B - Special protections under the Corporations Act 2001 (Cth)

The *Corporations Act 2001* (Cth) gives special protection to reports on misconduct or improper state of affairs relating to Agilent if the following conditions are met:

1. the whistleblower is or has been:
 - a. an officer or employee of Agilent;
 - b. an individual who supplies goods or services to Agilent,
 - c. an employee of the individual who supplies goods or services to Agilent;
 - d. an individual who is an associate of Agilent;
 - e. a relative, dependent or dependent of the spouse of any individual referred to at (a) to (d) above;
or
 - f. an individual whose role or relationship with Agilent is prescribed by the Corporations Regulations from time to time as being 'eligible whistleblower'
2. the report is made to:
 - a. ASIC;
 - b. APRA; or
 - c. a Commonwealth authority prescribed or the purpose under the Corporations Act; and
3. the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to Agilent. This may include a breach of legislation, including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of Agilent to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

The protections provided by the Corporations Act when these conditions are met are:

1. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure. However, the discloser can still be pursued for having made a false disclosure and in connection with the discloser's own conduct which is revealed by the matters highlighted in the disclosed information (i.e. the discloser's own conduct in the misconduct, improper affairs or other circumstances which are revealed by the protected disclosure);
2. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
3. in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;

4. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
5. a whistleblower's identity cannot be disclosed to a court or tribunal except where considered necessary; and
6. the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a legal practitioner for the purpose of obtaining legal advice or representation in relation to the report.

Annexure C - Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to reports on a breach of any Australian tax law by Agilent, or misconduct in relation to Agilent' tax affairs, if the following conditions are satisfied:

1. the whistleblower is or has been:
 - a. an officer or employee of Agilent;
 - b. an individual who supplies goods or services to Agilent
 - c. an employee of the individual who supplies goods or services to Agilent;
 - d. an individual who is an associate of Agilent; or
 - e. a spouse, child, dependent or dependent of a spouse of an individual referred to at any of paragraphs (a) to (d) above; or
 - f. an individual whose role or relationship with Agilent is prescribed by the Taxation Administration Regulations from time to time as being 'eligible whistleblower';
2. the report is made to:
 - a. a registered tax agent or BAS agent (within the meaning of the Tax Agent Services Act 2009) who provide tax agent services (within the meaning of that Act) or BAS services (within the meaning of the that Act) to Agilent; or
 - b. any other employee or officer of Agilent who has functions or duties relating to tax affairs of the company; and
3. if the report is made to a recipient above, the whistleblower:
 - a. has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Agilent or an associate of Agilent; and
 - b. considers that the information may assist above report recipients to perform functions or duties under taxation laws in relation to Agilent or an associate of Agilent; and
4. if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the above report recipient to perform functions or duties under taxation law in relation to Agilent or an associate of Agilent.

The protections given by the Taxation Administration Act when these conditions are met are:

1. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure. However, the discloser can still be pursued for having made a false disclosure and in connection with the discloser's own conduct which is revealed by the matters highlighted in the disclosed information (i.e. the discloser's own conduct in the misconduct, improper affairs or other circumstances which are revealed by the protected disclosure);
2. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
3. where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;

4. unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
5. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
6. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
7. the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.