

CORPORATE GOVERNANCE PLAN

HEARMEOUT LIMITED
ACN 614 043 177

Adopted by the Board with effect from 1 January 2020

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HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

BOARD CHARTER

1. Purpose

This Board Charter sets out the role and responsibilities of the Board within the framework of the prevailing ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**), laws, regulations and the Constitution of the Company.

2. Role of the Board

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Company's Constitution.

3. The Board's relationship with management

- 3.1 The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer (CEO)/Managing Director (MD) (or, in the absence of a CEO/MD, an executive Director).
- 3.2 Specific limits on the authority delegated to the CEO/MD and the executive team must be set out in the Delegated Authorities approved by the Board.
- 3.3 The role of management is to support the CEO/MD and implement the running of the general operations and financial business of the Company, including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.
- 3.4 In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Company group to facilitate the carrying out of their duties as Directors.

4. Role of the CEO/MD

The CEO/MD is responsible for:

- (a) the executive management of the Company's operations;
- (b) the policy direction of the operations of the Company;
- (c) the efficient and effective operation of the Company; and
- (d) ensuring all material matters affecting the Company are brought to the Board's attention, such that the Board is fully informed to discharge its responsibilities effectively.

5. Specific responsibilities of the Board

In addition to matters it is expressly required by law to approve, the Board has reserved the following matters to itself:

- (a) driving the strategic direction of the Company, ensuring appropriate resources (financial and human) are available to meet objectives and monitoring management's performance (including the progress and development of the Company's strategic plan);
- (b) appointment, and where necessary, the replacement, of the CEO/MD and other senior executives and the determination of their terms and conditions including remuneration and termination;

- (c) approving the Company's remuneration framework;
- (d) determining the size, composition and structure of the Board, and the process for evaluating its performance;
- (e) ensuring an adequate system is in place for the proper delegation of duties for the effective operation of the day-to-day running of the Company without the Board losing sight of the direction that the Company is taking;
- (f) monitoring the timeliness and effectiveness of reporting to shareholders, and ensuring that the Company's obligations to shareholders are understood and met;
- (g) reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters;
- (h) approving and monitoring the progress of major capital expenditure, capital management, significant acquisitions and divestitures and material contracts;
- (i) approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored;
- (j) approving the annual, half-yearly and quarterly accounts;
- (k) setting the Company's values and standards, and instilling a culture of acting lawfully, ethically and responsibly;
- (l) approving significant changes to the organisational structure;
- (m) approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends;
- (n) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them;
- (o) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (p) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- (q) ensuring the health, safety and well-being of employees in conjunction with the senior management team, including developing, overseeing and reviewing the effectiveness of the Company's occupational health and safety systems to assure the well-being of all employees; and
- (r) any other matter considered desirable and in the interests of the Company.

6. Composition of the Board

- 6.1 The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- 6.2 The number of Directors on the Board shall be determined in accordance with the Company's Constitution and the requirements of the *Corporations Act 2001* (Cth) (Corporations Act).
- 6.3 In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board,

to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

- 6.4 The composition of the Board is to be reviewed regularly against the Company's Board skills matrix prepared and maintained by the Remuneration and Nomination Committee to ensure the appropriate mix of skills, diversity and expertise is present to facilitate successful strategic direction.
- 6.5 Where practical, the majority of the Board should be comprised of non-executive Directors. Where practical, at least 50% of the Board should be independent.
- (a) An independent Director is a director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.
- (b) In considering whether a Director is independent, the Board should consider the definition of what constitutes independence as detailed in Box 2.3 of the ASX Recommendations as set out in Annexure A (**Independence Tests**).
- 6.6 Prior to the Board proposing the re-election of non-executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.
- 6.7 The Company must disclose the length of service of each Director in, or in conjunction with, its Annual Report.
- 6.8 The Company must disclose the relevant qualifications and experience of each Board member in, or in conjunction with, its Annual Report.

7. Director responsibilities

- 7.1 Where a Director has an interest, position, association or relationship of the type described in the Independence Tests, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion.
- 7.2 Directors must disclose their interests, positions, associations or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- 7.3 Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential, active or perceived conflicts of interest.
- 7.4 Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.

No member of the Board (other than a MD) may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

8. The role of the Chair

- 8.1 The Chair is responsible for the leadership of the Board, providing the necessary direction to ensure the Board is effective, setting the agenda of the Board, conducting the Board meetings,

ensuring then approving that an accurate record of the minutes of Board meetings is held by the Company and conducting the shareholder meetings.

- 8.2 Where practical, the Chair should be a non-executive Director. If a Chair ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- 8.3 Where practical, the CEO/MD should not be the Chair of the Company during his term as CEO/MD or in the future.
- 8.4 The Chair must be able to commit the time to discharge the role effectively.
- 8.5 The Chair is responsible for ensuring that all the Directors receive timely and accurate information so that they can make informed decisions on matters of the Company.
- 8.6 The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- 8.7 In the event that the Chair is absent from a meeting of the Board, then the Board shall appoint a Chair for that meeting in an acting capacity

9. Board Committees

- 9.1 Once the Board is of a sufficient size and structure, reflecting that the Company's operations are of a sufficient magnitude, to assist the Board in fulfilling its duties the Board must establish the following committees, each with written charters:
 - (a) Audit and Risk Management Committee; and
 - (b) Remuneration and Nomination Committee.
- 9.2 The charter of each Committee must be approved by the Board and reviewed following any applicable regulatory changes.
- 9.3 The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- 9.4 Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- 9.5 The Company must disclose the members and Chair of each Committee in, or in conjunction with, its Annual Report.
- 9.6 The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- 9.7 The Company must disclose in, or in conjunction with, its Annual Report, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period and the individual attendances of the members at those Committee meetings.
- 9.8 Where the Board does not consider that the Company will benefit from a particular separate committee:
 - (a) the Board must carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee; and
 - (b) the Company must disclose in, or in conjunction with, its Annual Report:
 - (i) the fact a Committee has not been established;
 - (ii) if a Remuneration Committee has not been established, the processes it employs for setting the level and composition of remuneration for Directors

and senior executives and ensuring that such remuneration is appropriate and not excessive

- (iii) if a Nomination Committee has not been established, the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively; and
- (iv) if an Audit and Risk Management Committee has not been established, the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

10. Board meetings

- 10.1 The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there must be two Directors present at a meeting to constitute a quorum.
- 10.2 The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required to fulfil its responsibilities.
- 10.3 Non-executive Directors may confer at scheduled times without management being present.
- 10.4 Draft minutes of each Board meeting shall be prepared by the Company Secretary and sent to the Chair and other Directors within 14 days after the meeting.
- 10.5 The Company Secretary shall ensure that the business at Board and Committee meetings is accurately captured in the minutes.
- 10.6 The Company Secretary shall co-ordinate the timely completion and distribution of Board and Committee papers for each meeting of the Board and any Committee.
- 10.7 Minutes of meetings must be approved at the next Board meeting.
- 10.8 Further details regarding Board meetings are set out in the Company's Constitution.

11. The Company Secretary

- 11.1 When requested by the Board, the Company Secretary will facilitate the flow of information of the Board between the Board and its Committees and between senior executives and non-executive Directors.
- 11.2 The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- 11.3 The Company Secretary is to facilitate the induction and professional development of Directors.
- 11.4 The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.

- 11.5 The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- 11.6 All Directors have access to the advice and services provided by the Company Secretary.
- 11.7 The Company Secretary is to conduct and report matters of the Board, including the despatch of Board agendas, Board papers and minutes.
- 11.8 The Company Secretary is to ensure that compliance systems relating to the ASX Listing Rules and the Corporations Act are maintained and that the Company and Board adhere to such compliance systems.
- 11.9 The Company Secretary is to lodge regulatory announcements with the ASX.
- 11.10 The Board has the responsibility for the appointment and removal, by resolution, of the Company Secretary.

12. Appointing directors

- 12.1 It is the policy of the Company, that when considering the appointment of new Directors, the Company should:
- (a) undertake appropriate checks before appointing a person put forward to shareholders as a candidate for election; and
 - (b) provide shareholders with all material information in its possession relevant to the decision on whether or not to elect or re-elect a Director.
- 12.2 Appropriate checks would usually include checks as to the person's character, experience, education, criminal record and bankruptcy history.
- 12.3 The following information about a candidate standing for election or re-election as a director should be provided to security holders to enable them to make an informed decision on whether or not to elect or re-elect the candidate:
- (a) biographical details, including their relevant qualifications and experience and the skills they bring to the Board;
 - (b) details of any other material directorships currently held by the candidate;
 - (c) in the case of a candidate standing for election as a director for the first time:
 - (i) confirmation that the Company has conducted appropriate checks into the candidate's background and experience;
 - (ii) if those checks have revealed any information of concern, that information;
 - (iii) details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party; and
 - (iv) if the Board considers that the candidate will, if elected, qualify as an independent director, a statement to that effect;
 - (d) in the case of a candidate standing for re-election as a director:
 - (i) the term of office currently served by the director; and
 - (ii) if the Board considers the director to be an independent director, a statement to that effect; and

- (e) a statement by the Board as to whether it supports the election or re-election of the candidate and a summary of the reasons why.
- 12.4 A candidate for appointment or election as a non-executive director should provide the Board or nomination committee (if applicable) with the information above and a consent for the Company to conduct any background or other checks the Company would ordinarily conduct.
- 12.5 Candidates for appointment, election or re-election as a director should also provide details of their other commitments and an indication of time involved, and should specifically acknowledge to the Company that they will have sufficient time to fulfil their responsibilities as a director.
- 12.6 If the Company makes a provisional appointment of a director or senior executive, or puts a resolution to members electing a director, subject to receipt of satisfactory outstanding checks, then it will require the director or senior executive to give an unequivocal undertaking to resign should the Company receive an outstanding check that it considers is not satisfactory (this is particularly so for a director, since once they are appointed or elected, they can generally only be removed from office against their will by a resolution of security holders).

13. Access to advice

- 13.1 All Directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.
- 13.2 All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- 13.3 The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair and is reasonably entitled to rely on such advice. A copy of any such advice received is to be made available to all members of the Board.

14. Foreign Directors

- 14.1 In the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that:
 - (a) such documents are translated into the Director's native language; and
 - (b) a translator is present at all Board and shareholder meetings.
- 14.2 In this case, "key corporate documents" includes the Company's Constitution, prospectuses, product disclosure statements, corporate reports and continuous disclosure announcements.

15. Performance review

- 15.1 The Remuneration and Nomination Committee shall conduct an annual performance review of the Board that:
 - (a) compares the performance of the Board with the requirements of its Charter;
 - (b) critically reviews the mix of the Board; and
 - (c) suggests any amendments to this Board Charter as are deemed necessary or appropriate.

ANNEXURE A – FACTORS RELEVANT TO INDEPENDENCE OF DIRECTOR

Examples of interests, positions and relationships that might raise issues about the independence of a director of the Company include if the director:

- (1) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (2) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- (3) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- (4) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- (5) has close personal ties with any person who falls within any of the categories described above (these ties may be based on family, friendship or other social or business connections); or
- (6) has been a director of the Company for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

HEARMEOUT LIMITED
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(COMPANY)

CODE OF CONDUCT

1. Introduction

- 1.1 The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility.
- 1.2 This Code of Conduct (Code) addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board and will be published on the Company's website.
- 1.3 This Code applies equally to all Directors, officers, employees, contractors and consultants (collectively called **Staff**) of the Company and its related entities. It forms part of the Company's corporate policies and procedures and is available to all staff.

2. Purpose

- 2.1 The Code is intended to assist as a guide to promote lawful and ethical behaviour throughout the Company and to encourage Staff to act honestly, in good faith and in the best interests of the Company at all times.
- 2.2 All stakeholders are entitled to expect the highest professional standards from Staff of the Company. Sound ethical practices will contribute to enhancing the Company's reputation and ensure a sustainable business into the future.
- 2.3 It is the Company's expectation that all Staff will:
- (a) act in accordance with the Company's statement of values (set out in Annexure A);
 - (b) act in in the best interests of the Company;
 - (c) act honestly and with high standards of personal integrity;
 - (d) comply with all laws and regulations that apply to the Company and its operations;
 - (e) act lawfully, ethically and responsibly;
 - (f) treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
 - (g) deal with customers and suppliers fairly;
 - (h) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
 - (i) not take advantage of the property or information of the entity or its customers for personal gain or to cause detriment to the entity or its customers;
 - (j) not take advantage of their position or the opportunities arising therefrom for personal gain; and
 - (k) report breaches of this Code to the appropriate person or body within the Company.

- 2.4 Compliance with this Code and the Company's other policies will also ensure compliance with the *Corporations Act 2001* (Cth) (**Corporations Act**) and will contribute to the good corporate governance of the Company.

3. Compliance with duties and laws

3.1 Staff must:

- (a) exercise due care, skill and diligence in the performance of their respective duties and roles;
- (b) comply with and observe all laws and regulations that apply to the Company in the countries in which it operates;
- (c) respect the customs and business practices of the countries in which the Company operates without compromising the Code principles; and
- (d) be familiar with and comply with all policies and procedures of the Company.

- 3.2 All Directors will undertake diligent analysis of all proposals placed before the Board, demonstrate commercial reasonableness in decision-making and will act with a level of skill expected from Directors and key executives of a publicly-listed company.

4. Requirement to act honestly and ethically

4.1 Staff must:

- (a) conduct themselves with the highest standards of honesty and personal integrity;
- (b) act fairly and impartially in all dealings;
- (c) comply with the ethical and technical requirements of relevant regulatory and professional bodies;
- (d) act in a manner that is not fraudulent, dishonest or corrupt and not encourage or promote such behaviour in others with whom they are dealing; and
- (e) not knowingly participate in any illegal or unethical behaviour.

5. Requirement to act in the Company's best interests

5.1 Staff must at all times:

- (a) act in the best interests of the Company;
- (b) not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation or to bring discredit upon the Company; and
- (c) not make improper use of their position within, or in relation to, the Company, including by:
 - (i) taking improper advantage of their position or opportunities arising from their position for potential gain;
 - (ii) using property or information of the Company or its stakeholders for personal gain or to cause detriment to the Company or its stakeholders; or
 - (iii) the soliciting or receiving of benefits from third parties for personal advantage or material gain.

- 5.2 In particular, Directors must discharge their duties at the highest levels of honesty and integrity, acting in good faith and in the best interests of the whole Company, having regard to their position, and the organisation's goals and objectives. This entails taking personal responsibility for all issues over which they have control, and for reporting any observed breaches of laws or regulations. It also requires that the Directors do not act in ways which would lead others to question their commitment to the Company.

6. Conflicts of interest – general

- 6.1 Staff must ensure that they are not in a position where their personal interests are or could be in conflict with the interests of the Company. Potential for conflict arises when it is likely that a Staff member could be influenced, or perceived to be influenced, by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision-making may constitute corrupt conduct.
- 6.2 Some situations that may give rise to a conflict of interest include where the Staff member has:
- (a) financial interests in a matter the Company deals with or the Staff member is aware that his or her friends or relatives have a financial interest in the matter;
 - (b) directorships/management of outside organisations;
 - (c) membership of boards of outside organisations;
 - (d) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (e) secondary employment, business, commercial, or other activities outside of the workplace which impact on the Staff member's duty and obligations to the Company;
 - (f) access to information that can be used for personal gain; and
 - (g) offer of an inducement.
- 6.3 The Staff member may often be the only person aware of the potential for conflict. It is the responsibility of Staff members to avoid any conflict from arising that could compromise their ability to perform their duties impartially.
- 6.4 In the event that a member of Staff has or becomes aware of an actual or perceived conflict between personal interests and the interests of the Company, the Staff member must immediately notify the Company Secretary. This is also the case where a member of Staff is uncertain whether a conflict exists.

7. Conflicts of interest – Board

- 7.1 All Directors have an obligation to be independent in judgment and actions and as Directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board.
- 7.2 In circumstances where personal interests may conflict with those of the Company, or its stakeholders, steps must be taken by each Director to eliminate or manage such conflict.
- 7.3 Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director and the interests of the Company. Whether an interest is material or not is covered by the materiality threshold set by the Board.
- 7.4 The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest then the Director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Director concerned will be minuted by the Company Secretary. Directors are not required to absent themselves when either:
- (a) the conflict of interest relates to an interest common to all Company members; or

- (b) the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

8. Confidentiality and Inside Information

- 8.1 Staff who are in possession of commercially sensitive or otherwise confidential information regarding the Company must not disseminate it to colleagues unnecessarily, and must not disclose the information to third parties.
- 8.2 All individuals are prohibited by law from trading in the Company's securities if they possess inside information not released to the ASX. Staff must comply with the Company's Securities Trading Policy and Continuous Disclosure Policy (available on the Company's website).

9. Gifts, entertainment and benefits

- 9.1 Staff must not seek, accept, provide, offer or cause to be provided any bribes, kickbacks, gifts, entertainment, payments, gratuities or other benefits (collectively Benefits) where the Benefit is being provided:
 - (a) to obtain or retain business;
 - (b) to influence decision making; or
 - (c) to otherwise obtain or retain a business advantage that is not legitimately due.
- 9.2 Low value gifts and entertainment which are appropriate in the circumstances, do not have the potential to embarrass the Company and are consistent with local customs and traditions are permissible but must be reported to the Company Secretary for inclusion in a gifts register.
- 9.3 Gifts or entertainment must not be accepted where acceptance could create an obligation of the Company to third parties.
- 9.4 The making of facilitation payments to expedite routine services or administrative actions is illegal in a number of countries and every effort should be made to resist such payments. Requests for facilitation payments must be reported to the Staff member's manager who must consult with the Company Secretary on the appropriate action to be taken with the request.
- 9.5 The Company's Anti-Bribery and Corruption Policy sets out the minimum standards to which all Staff must adhere to at all times, as well as information and guidance on how to recognise and deal with bribery and corruption issues.

10. Use of Company assets

- 10.1 The Company's assets are critical to its business and future success. The Company's assets can include, for example, office and plant equipment. Employees cannot make personal use of assets without permission.
- 10.2 There will be no unreasonable expenditure on benefits such as gifts or entertainment for employees or outside parties.

11. Standards of behaviour

- 11.1 The Company is an equal opportunity employer and discrimination or harassment of any kind will not be tolerated. Such discrimination or harassment may constitute an offence under legislation

and will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

- 11.2 The Company is committed to providing a work environment in which every Staff member is treated fairly and with respect.
- 11.3 The Company is committed to developing, maintaining and supporting a diverse workforce. Diversity may result from a range of factors including gender, age, race, family responsibilities, religion, cultural heritage, lifestyle, education, physical ability, sexual orientation, socio-economic background or other factors.
- 11.4 Staff must maintain the highest levels of professional conduct in their interactions with each other and with stakeholders and in representing the Company and must ensure a standard of behaviour consistent with these principles.

12. Competition

The Company competes fairly in the situations and markets in which it operates. It does not use coercive or misleading practices. Furthermore, the Company does not falsify or wrongly withhold information.

13. Environment, health and safety

- 13.1 The Company must take into account the impact of environmental and health and safety issues when making business decisions and, in particular, in complying with local laws.
- 13.2 The Company will ensure a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

14. Breach of the Code

- 14.1 Staff are under the obligation to ensure that the Code is not breached. Should a Staff member notice any violations of this Code, he or she must notify the Company Secretary. If the Company Secretary is not available, breaches must be reported to the Chair of the Company.
- 14.2 The Directors must ensure that reporting of any breaches of this Code undergoes thorough investigation and that appropriate action is taken by the Company. Any alleged breach of the Code will be dealt with promptly and in fairness.
- 14.3 The Directors must ensure that any Staff member reporting any alleged breach of this Code will not be disadvantaged in any way. Staff must not use the reporting mechanism maliciously or mischievously.

15. Questions

All questions arising from this Code should be directed to the Company Secretary.

16. Review

This Code will be formally reviewed by the Board each year to check that it is operating effectively and whether any changes are required.

ANNEXURE A – STATEMENT OF VALUES

The Company is committed to conducting all of its business activities in accordance with the stated values below.

Values	Description
Value	Our primary objective is to deliver maximum shareholder value whilst acting lawfully, ethically and responsibly.
Integrity	We act honestly and with integrity in all our dealings, both internally and externally. We commit to only dealing with business partners who demonstrate similar ethical and responsible business practices.
Respect	We respect all people, their ideas and cultures and our words and actions must reflect this respect.
Safety	We are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.
Excellence	The Company strives for excellence, seeking to apply the highest standards and provide the highest quality and most reliable products to its customers.
Creativity	The Company welcome new ideas from its Staff. The Company encourages the pursuit of innovation and creativity.

The Board will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with staff.

HEARMEOUT LIMITED
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(COMPANY)

AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER

1. Membership

The Audit and Risk Management Committee (**Committee**) will consist of at least three members. Members will be appointed by the Board where possible from amongst the Non-Executive Directors, a majority of whom, where possible, will also be independent. The Board may remove and replace members of the Committee by a majority of the Board then in office.

In addition, the Committee will comprise:

- (a) members who can all read and understand financial statements and are otherwise financially literate;
- (b) at least one member with financial expertise either as a qualified accountant or other financial professional with experience in financial and accounting matters; and
- (c) at least one member who has an understanding of the industry in which the Company operates.

Note: An “independent” director is a director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally. See Annexure A.

2. Chair

The Committee will appoint an independent Director, other than the Chair of the Board, to be the Chairman of the Committee (**Chair**).

3. Secretary

The Company Secretary will be the Secretary of the Committee (**Secretary**).

4. Other attendees

- 4.1 The MD (or person in an equivalent role) as well as other members of senior management may be invited to be present for all or part of the meetings of the Committee, but will not be members of the Committee.
- 4.2 Representatives of the external auditor are expected to attend each meeting of the Committee and at least once a year the Committee shall meet with the external auditors without any management staff or executives present.

5. Quorum

A quorum will be a majority of members.

6. Meetings

Committee meetings will be held not less than two times a year so as to enable the Committee to undertake its role effectively. In addition, the Chair will be required to call a meeting of the Committee if requested to do so by any member of the Committee, the MD, or the external auditor.

7. Authority

- 7.1 The Committee is authorised by the Board to investigate any activity within its charter. The Committee will have access to management and auditors with or without management present and has rights to seek explanations and additional information. Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as members of the Committee, except where the Board determines that such access would be adverse to the Company's interests. The Committee is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Committee.
- 7.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary to complement the technical abilities of the existing members.
- 7.3 The Committee is required to make recommendations to the Board on all matters within the Committee's charter.
- 7.4 The Committee may initiate special investigations as it thinks fit, or as directed by the Board in relation to its responsibilities.

8. Reporting procedures

The Committee will keep minutes of its meetings. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair of the Committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee. All minutes will be entered into a minute book maintained for that purpose and will be available for inspection by any Director.

9. Reliance on professional or expert advice and information

Each member of the Committee will be entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Company whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional advisor or expert in relation to matters that the member believes on reasonable grounds to be within the advisor's or expert's professional or expert competence; or
- (c) another Director or officer of the Company in relation to matters within the Director's or officer's authority.

10. Responsibilities of the Committee

The Committee is responsible for reviewing the integrity of the Company's financial reporting, overseeing the independence of the external auditors and the function of internal control procedures (**Audit Limb**) and oversight of the Company's risk management and control framework (**Risk Limb**). An explanation of the roles and duties of each limb is set out below.

11. Audit Limb

11.1 Financial statements

The Committee shall:

- (a) before it approves the entity's financial statements for a financial period, receive from its Chief Executive Officer (**CEO**) and Chief Financial Officer (**CFO**) a declaration (partly

for the purposes of section 295A of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Declaration**) that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal controls which is operating effectively;

- (b) review the audited annual and half-yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval, focusing particularly on:
 - (i) the appropriateness of the accounting principles adopted by the management in the financial statements and the integrity of the Company's financial reporting;
 - (ii) any changes in accounting policies and practices;
 - (iii) major areas of judgement;
 - (iv) significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
 - (v) compliance with accounting policies and standards; and
 - (vi) compliance with legal requirements;
- (c) assist the Board in fulfilling its statutory and fiduciary responsibilities relating to the performance of the Company's external auditors and their appointment and removal; and
- (d) ensure that the Company has in place and is implementing an appropriate process to verify the integrity of any periodic corporate report it releases to the ASX, which is not audited or reviewed by an external auditor (including the annual Directors' reports, quarterly activities reports, quarterly cash flow reports, integrated reports and sustainability reports), including any process set out in the Shareholder Communication Policy.

11.2 **Related party transactions**

The Committee shall monitor and review the propriety of any related party transactions.

11.3 **External audit function**

The Committee shall:

- (a) recommend to the Board procedures for the selection and appointment of the external auditor and for the rotation of external audit partners;
- (b) recommend to the Board the appointment of the external auditor;
- (c) annually review the appointment of the external auditor, their independence, the audit fee, and any questions of resignation or dismissal;
- (d) discuss with the external auditor before the audit commences the nature and scope of the audit;
- (e) meet privately with the external auditor on at least an annual basis;
- (f) determine that no management restrictions are being placed upon the external auditor;

- (g) discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- (h) review the external auditor's management letter and management's response;
- (i) review any regulatory reports on the Company's operations and management's response;
- (j) pre-approve any non-audit services (i.e. any services provided other than in connection with the audit or review of financial statements) to be rendered by the Company's external auditor, including the terms and the fees; and
- (k) ensure that the CFO reports to the Committee on a periodic basis regarding any non-audit services provided by the auditor and the level of fees paid for providing such services.

11.4 **Internal audit function**

Where there is no internal audit function, the Committee should monitor the need for an internal audit function having regard to the size, geographic location and complexity of the Company's operations.

Where there is an internal audit function, the Committee should review and assess key areas relating to the internal audit of the Company. In particular, the Committee should:

- (a) approve the appointment of any internal auditor. Where the internal auditor is an executive of the Company, or where the internal auditor is an external contractor, approve the appointment and the internal auditor's terms of engagement;
- (b) review and assess the scope and adequacy of any internal audit and any internal audit plan, work program and resources;
- (c) assess the performance and objectivity of any internal audit procedures that may be in place;
- (d) review and monitor management's responsiveness to the internal audit findings, including implementing any changes recommended by the internal auditor; and
- (e) on a regular basis, meet with any internal auditor without the presence of management.

11.5 **Communication**

The Committee shall:

- (a) provide, through regular meetings, a forum for communication between the Board, senior financial management, staff involved in internal control procedures and the external auditors;
- (b) enhance the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public; and
- (c) establish procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports (including the ability to submit complaints and reports anonymously).

11.6 **Assessment of effectiveness**

The Committee shall:

- (a) evaluate the adequacy and effectiveness of the Company's administrative, operating and accounting policies through active communication with the Board and the external auditors; and
- (b) arrange for the annual review of this Charter by the Board.

12. Risk Limb

12.1 Responsibility

- (a) The Committee is responsible for the development, oversight and review of the Company's risk management and control framework.
- (b) Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the MD having ultimate responsibility to the Board for the risk management and control framework.

12.2 Primary objectives

The primary objectives of the risk management system at the Company are to ensure:

- (a) all major sources of potential opportunity for any harm to the Company (both existing and potential) are identified, analysed and treated appropriately, whether to the Company as a whole or to specific business activities within the Company;
- (b) business decisions throughout the Company appropriately balance the risk and reward trade off;
- (c) regulatory compliance and integrity in reporting are achieved; and
- (d) senior management, the Board and investors understand the risk profile of the Company.

12.3 Risk Management System

In line with these objectives the risk management system covers:

- (a) operational risk;
- (b) financial reporting;
- (c) compliance and regulations; and
- (d) system and information technology process risk.

12.4 Oversight

The Committee shall:

- (a) oversee the establishment and implementation by the Board of a system for identifying, assessing, monitoring and managing material risk throughout the Company. This system will include the Company's internal compliance and control systems;
- (b) annually review the Company's risk management systems to ensure the exposure to the various categories of risk are minimised prior to endorsement by the Board;
- (c) ensure that the Company's systems of internal control include procedures for reporting immediately to management and/or the Board any major control weaknesses that are identified;
- (d) oversee procedures for whistleblower protection;

- (e) evaluate the Company's exposure to fraud;
- (f) require reports concerning material actual and suspected breaches of the law, including fraud and theft, and systems to manage this risk;
- (g) take an active interest in ethical considerations regarding the Company's policies and practices;
- (h) monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest;
- (i) identify and direct any special projects or investigations deemed necessary;
- (j) ensure the appropriate engagement, employment and deployment of all employees under statutory obligations;
- (k) ensure a safe working culture is sustained in the workforce;
- (l) determine the Company's risk profile describing the material risks, including both financial and non-financial matters, facing the Company; and
- (m) regularly review and update the risk profile.

12.5 **Monitoring risk**

Arrangements put in place by the Committee to monitor risk management include:

- (a) monthly reporting to the Board in respect of operations and the financial position of the Company;
- (b) quarterly rolling forecasts prepared;
- (c) circulation of minutes of relevant committees to the Board and the Chair of each respective committee; and
- (d) a report to the Board by each committee to be provided on an annual basis.

12.6 **Material business risks and reporting**

- (a) Given the nature of the Company's business it is subject to general risks and certain specific risks. Some of these risks include, but are not limited to, the following:
 - (vii) liquidity risk;
 - (viii) operating risks;
 - (ix) loss of key personnel;
 - (x) reliance on strategic partners; and
 - (xi) capital requirements.
- (b) The analysis and evaluation criteria are used to continually assess the impact of risks upon the Company's business objectives. The Committee is responsible for the development of risk mitigation plans and the implementation of risk reduction strategies. The annual business planning process includes careful consideration of internal and external risk profile of the Company.
- (c) The MD and CFO (or equivalent) will report monthly to the Board on the areas they are responsible for, including material business risks and provide an annual written report

to the Board summarising the effectiveness of the Company's management of material business risks.

- (d) The Company's business risk management process provides a comprehensive, integrated approach for carrying out risk management activities. This process will allow the Committee to minimise the potential impact of business risks in achieving objectives to create and protect shareholder value.

12.7 Integrity of financial reporting

The Company's CEO and CFO (or equivalent) must provide the Declaration in writing to the Board that:

- (a) the financial statements of the Company and its controlled entities (where appropriate) for each half and full year present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with accounting standards;
- (b) the financial statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- (c) the Company's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

Note: Under section 295A(4) of the Corporations Act a person performs a chief executive function in relation to the Company if that person is the person who is primarily and directly responsible to the Directors for the general and overall management of the Company.

In addition, in the event that there is not a CFO in place, section 295A(6) of the Corporations Act provides that a person performs a chief financial officer function in relation to the Company if that person is the person who is primarily responsible for financial matters in relation to the Company and directly responsible for those matters to either the Directors or the person who performs the chief executive function in relation to the Company.

The persons fulfilling these respective roles will be identified by the Board with the appropriate declarations made as required.

13. Disclosure

If an Audit and Risk Management Committee has not been established, the Company will disclose the processes the Board employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner, and the process it employs for overseeing the Company's risk management framework.

14. Review

This Charter will be reviewed annually by the Board to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board, and that the risk management framework deals adequately with contemporary and emerging risks (such as conduct risk, digital disruption, cyber-security, privacy, data breaches, sustainability and climate change).

The Board will disclose, in relation to each reporting period, whether such a review has taken place.

Any proposed changes to this Policy will be approved by the Board.

ANNEXURE A – FACTORS RELEVANT TO INDEPENDENCE OF DIRECTOR

Examples of interests, positions and relationships that might raise issues about the independence of a director of the Company include if the director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (b) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- (d) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- (e) has close personal ties with any person who falls within any of the categories described above (these ties may be based on family, friendship or other social or business connections); or
- (f) has been a director of the Company for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. Membership

The Remuneration and Nomination Committee (**Committee**) shall be appointed by the Board from among the Non-Executive Directors of the Company and shall consist of not less than three members with the majority being independent Directors where possible¹. The Board may remove and replace members of the Committee by a majority of the Board then in office.

Note: The Company may need to alter the composition of this Committee depending on the number of independent Directors at any time.

2. Chair

The Committee shall appoint an independent Director as the chair of the Committee (**Chair**).

3. Secretary

The Company Secretary shall be the secretary of the Committee (**Secretary**).

4. Quorum

A quorum shall be two members.

5. Meeting frequency

Committee meetings will be held not less than once a year to enable the Committee to undertake its role effectively.

6. Reporting procedures

The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment and change before being signed by the Chair and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the Committee meeting along with any recommendations of the Committee.

7. Reliance on professional or expert advice and information

Each member of the Committee will be entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Company whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional advisor or expert in relation to matters that the member believes on reasonable grounds to be within the advisor's or expert's professional or expert competence; or
- (c) another Director or officer of the Company in relation to matters within the Director's or officer's authority.

8. Duties

The duties of the Committee are set out below.

8.1 Remuneration Duties

The remuneration duties of the Committee are to:

- (a) assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for Directors and senior executives compliant with all applicable laws, rules and regulations and clearly distinguishing the structure of non-executive director's remuneration from that of executive directors and senior executives;
- (b) assess the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
- (c) have regard to the guidelines in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* when formulating remuneration policies and practices;
- (d) obtain the best possible advice in establishing salary levels;
- (e) set policies for senior executives' remuneration establishing a clear relationship between performance and remuneration;
- (f) review the salary levels of senior executives based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel and make recommendations to the Board on any proposed increases;
- (g) propose, for full Board approval, the terms and conditions of employment for the MD (or person in an equivalent role);
- (h) review the Company's recruitment, retention and termination policies and procedures for senior management;
- (i) review and make recommendations to the Board on the Company's incentive schemes and any issues made pursuant to such schemes, including any performance hurdles associated with such issues, in light of legislative, regulatory and market developments;
- (j) keep under review the status of performance hurdles for any securities issued under a Company incentive scheme;
- (k) review, manage and disclose the policy (if any) under which participants to an employee incentive scheme of the Company may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the employee incentive scheme;
- (l) where applicable, reviewing any votes cast against adoption of the Company's remuneration report at its annual general meeting and making any recommendations to the Board in relation to any additional compliance obligations arising from the results of such votes;
- (m) where considered necessary, engage a remuneration consultant to advise the Board in relation to any increased disclosure required to be made due to the results of votes cast against adoption of the Company's remuneration report; and
- (n) review and make recommendations to the Board on the Company's superannuation arrangements.

8.2 Nomination Duties

The nomination duties of the Committee are to:

- (a) develop and regularly review a policy on Board structure, including size and composition to allow for an appropriate mix of skills, diversity and experience;
- (b) develop criteria for Board membership;
- (c) regularly review the composition of the Board against the Company's Board skills matrix to ensure the appropriate mix of skills, diversity and expertise is present to facilitate successful strategic direction;
- (d) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board;
- (e) identify and screen specific candidates for nomination including undertaking appropriate checks before appointing senior executives (including the CFO) and individuals put forward to shareholders as a candidate for election, as a Director, including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate);
- (f) ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. For these purposes, a senior executive is a member of key management personnel (as defined in the Corporations Act), other than a Director;
- (g) ensure there is an appropriate induction and orientation program in place;
- (h) make recommendations to the Board for Committee membership;
- (i) ensure there is an appropriate Board succession plan in place;
- (j) ensure the regular review of performance of the Board and its members;
- (k) develop with Directors an appropriate training and development program;
- (l) oversee management's succession planning including the MD and his or her direct reports;
- (m) assist the Chair in advising Directors about their performance and possible retirement; and
- (n) review the policy in respect of tenure, remuneration and retirement of Directors.

The Company's current policy and practice regarding remuneration of non-executive Directors and executive Directors is set out in Annexure A.

9. Director Agreements

Agreements with Directors will usually take the form of a letter of appointment in the case of a non-executive director and a service contract in the case of an executive director or other senior executive.

The agreement should ideally be with the director or senior executive personally rather than an entity supplying their services (e.g. under a consultancy agreement between the listed entity and an entity associated with the director or senior executive agreeing to provide his or her services as a director or senior executive). This is to ensure that the director or senior executive is personally accountable to the Company for any breach of the agreement. The exception is where the Company is engaging a bona fide professional services firm to provide the services of a CFO, company secretary or other senior executive on an outsourced basis. In that case, it is acceptable for the agreement to be between the entity and the professional services firm.

In the case of a non-executive director, the agreement should include:

- (a) the requirement to disclose the director's interests and any matters which could affect the director's independence;
- (b) the requirement to comply with key corporate policies, including the entity's code of conduct, its anti-bribery and corruption policy and its trading policy;
- (c) the requirement to notify the entity of, or to seek the entity's approval before accepting, any new role that could impact upon the time commitment expected of the director or give rise to a conflict of interest;
- (d) the entity's policy on when directors may seek independent professional advice at the expense of the entity (which generally should be whenever directors, especially nonexecutive directors, judge such advice necessary for them to discharge their responsibilities as directors);
- (e) indemnity and insurance arrangements;
- (f) ongoing rights of access to corporate information; and
- (g) ongoing confidentiality obligations

10. Disclosure

The Company must disclose the policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives in the annual report and as otherwise required by law.

If the Board considers the Company will not benefit from the establishment of a remuneration committee, the Company will disclose the fact that it does not have a remuneration committee and explain the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

If the Board decides that they are able to deal efficiently and effectively with Board composition and succession issues without establishing a separate nomination committee, the Company will disclose the fact that it does not have a nomination committee and explain the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

11. Review

This Charter will be reviewed annually by the Committee with any proposed changes to be approved by the Board.

ANNEXURE A – REMUNERATION POLICY

Non-Executive Director Remuneration

Non-Executive Directors are normally remunerated by way of fees, in the form of cash, non-cash benefits, superannuation contributions or salary sacrifice into equity and do not normally participate in schemes designed for the remuneration of executives.

Shareholder approval must be obtained in relation to the overall limit set for non-executive Directors' fees.

The maximum aggregate remuneration approved by shareholders for Non-Executive Directors is \$300,000 per annum. The Directors set the individual Non-Executive Directors fees within the limit approved by shareholders.

Non-Executive Directors are not provided with retirement benefits.

Executive Remuneration

The Company's remuneration policy is designed to promote superior performance and long term commitment to the Company. Executives and employees receive a base remuneration which is market related, and may be entitled to performance based remuneration which is determined on an annual basis.

Overall remuneration policies are subject to the discretion of the Board and can be changed to reflect competitive and business conditions where it is in the interests of the Company and shareholders to do so.

Executive remuneration and other terms of employment are reviewed annually by the Board having regard to the performance, relevant comparative information and expert advice.

The Board's remuneration policy reflects its obligation to align executive remuneration with shareholder interests and to retain appropriately qualified executive talent for the benefit of the Company. The main principles of the policy are:

- (a) remuneration reflects the competitive market in which the Company operates;
- (b) individual remuneration should be linked to performance criteria if appropriate; and
- (c) executives should be rewarded for both financial and non-financial performance.

The total remuneration of executives consists of the following:

- (a) salary – executives receive a fixed sum payable monthly in cash;
- (b) cash at risk component – the executives are eligible to participate in a cash bonus plan if deemed appropriate;
- (c) share and option at risk component – executives may participate in share, performance rights and option schemes generally made in accordance with thresholds set in plans approved by shareholders if deemed appropriate. However, the Board considers it appropriate to retain flexibility to issue shares, performance rights and options to executives outside of approved schemes in exceptional circumstances; and
- (d) other benefits – executives may, if deemed appropriate by the Board, be provided with a fully expensed mobile phone and other forms of remuneration.

HEARMEOUT LIMITED
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RISK MANAGEMENT POLICY

1. Board role and delegation

The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

2. Audit and Risk Committee role

The Audit and Risk Committee will submit particular matters to the Board for its approval or review. Among other things it will:

- (a) oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements;
- (b) assist management to determine whether it has any material exposure to economic, environmental and/or social sustainability risks (as those terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations) and, if it does, how it manages, or intends to manage, those risks;
- (c) assist management to determine the key risks to the businesses and prioritise work to manage those risks; and
- (d) review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

3. Responsibility

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back at each Audit and Risk Committee at least annually.

4. Processes

The Company's process of risk management and internal compliance and control includes:

- (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practises are in place that are directed towards achieving the following objectives:

- (a) compliance with applicable laws and regulations:

- (b) preparation of reliable published financial information; and
- (c) implementation of risk transfer strategies where appropriate eg insurance.

5. Annual review and disclosure

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

The Company must disclose at least annually whether the Board (or a committee of the Board) has completed a review of the Company's risk management framework to satisfy itself that it continues to be sound.

If an Audit and Risk Management Committee has not been established, the Company will disclose that fact and the process it employs for overseeing the entity's risk management framework.

6. Disclosure of material exposure

The Company will disclose if it has any material exposure to environmental and/or social risks (as those terms are defined in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations) and, if it does, how it manages, or intends to manage, those risks.

HEARMEOUT LIMITED
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PERFORMANCE EVALUATION POLICY

1. Nomination Committee role

The Nomination Committee will arrange a performance evaluation of the Board, its Committees, individual Directors and senior executives on an annual basis as appropriate. To assist in this process an independent advisor may be used.

2. Annual review

The Nomination Committee will also conduct an annual review of the role of the Board and examine ways of assisting the Board in performing its duties more effectively. The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

A similar review may be conducted for each Committee by the Board with the aim of assessing the performance of each Committee and identifying areas where improvements can be made.

When evaluating the performance of individual Directors, the Nomination Committee (or in its absence, the Board) may have regard to:

- (a) contribution to Board discussion and function;
- (b) degree of independence including relevance of any conflicts of interest;
- (c) availability for, and attendance at, Board meetings and other relevant events;
- (d) contribution to Company strategy;
- (e) membership of, and contribution to, any Board committees; and
- (f) suitability to Board structure and composition.

If it is considered that action must be taken in relation to a Director's performance, the remainder of the Board must consult with each other to determine whether a Director should be counselled to resign, not seek re-election, or in exceptional circumstances, whether a resolution for the removal of a Director be put to shareholders.

3. Remuneration Committee role

The Remuneration Committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

4. Annual disclosure

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

HEARMEOUT LIMITED
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(COMPANY)

CONTINUOUS DISCLOSURE POLICY

1. Continuous disclosure

- 1.1 The Company is committed to:
- (a) ensuring that shareholders and the market are provided with full and timely information about its activities;
 - (b) preventing the selective or inadvertent disclosure of material price sensitive information;
 - (c) complying with the continuous disclosure obligations contained in the ASX Listing Rules and the applicable sections of the Corporations Act 2001 (Cth); and
 - (d) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.
- 1.2 This Continuous Disclosure Policy (Policy) covers financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.
- 1.3 The Company Secretary manages this Policy. This Policy will develop over time as best practice and regulations change and the Company Secretary will be responsible for communicating any amendments. This Policy will be reviewed by the Board annually.

2. Guiding principles

2.1 General

The Company will:

- (a) immediately notify the market via an announcement to the ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities or influence an investment decision on the Company's securities; and
- (b) ensure that it does not communicate material price sensitive information to an external party except where that information has previously been disclosed to the ASX.

2.2 ASX disclosure carve-outs

Disclosure is not required where all of the three following requirements are met:

- (a) one or more of certain conditions contained in ASX Listing Rule 3.1A are satisfied being:
 - (i) it would be a breach of a law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for the internal management purposes of the entity; or
 - (v) the information is a trade secret; and

- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

2.3 **“Material” information**

- (a) Information is considered material if there is a substantial probability that the information would influence investors in deciding whether to invest in or divest the Company’s securities. In particular, results of economic studies and earnings forecast guidance will not be provided to select groups of market participants where this has not been released to the market in general.
- (b) Whether information is material and required to be disclosed is an objective test and the fact that an officer of the Company may honestly believe that information is not material will not avoid a breach of ASX Listing Rule 3.1 if that view is ultimately found to be incorrect.

2.4 **“Aware” of information**

The Company is deemed to have become aware of information where a Director or executive officer has, or ought to have, come into possession of the information in the course of performance of his or her duties as a Director or executive officer.

2.5 **“Immediately”**

The requirement in ASX Listing Rule 3.1 to disclose information to the ASX immediately does not mean instantaneously, but means “promptly and without delay”, doing it as quickly as it can be done in the circumstances and not deferring, postponing or putting it off for a later time.

2.6 **Correct or prevent a false market**

The Company is also required, under ASX Listing Rule 3.1B, to disclose information if asked to do so by the ASX, to correct or prevent a false market.

3. Communication protocols

3.1 **Reporting of material information**

- (a) The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:
 - (i) information is determined by the Board, Company Secretary or other employee of the Company as being of a type or nature that may warrant disclosure to the ASX;
 - (ii) if not known by the MD (or person in an equivalent role), all information should be reported to the MD;
 - (iii) the MD will determine the nature and extent of the information and consult with the Board and Company Secretary to determine the form and content of any ASX release;
 - (iv) the MD will agree on the text of the proposed release and will be responsible for ensuring that the Company establishes a vetting procedure to ensure that the announcements are factual and do not omit any material information, including where necessary seeking input and review from advisers and parties proposed to be named in the announcement. The MD will also be responsible for ensuring that Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. The Company Secretary may also be

required to draft the release for review and will liaise with the MD and Chair to ensure all announcements are made in a timely manner;

- (v) depending on the nature of the release, the sensitivity of the information and the availability of the Board, the MD and Chair will then determine whether the Board, as a whole, should be involved in the review of the proposed release; and
 - (vi) the Company Secretary will then release the proposed release to the market, and ensure that the website is updated.
- (b) The Company will not release publicly any information required to be disclosed through the ASX until confirmation of release by the ASX to the Company's announcements platform.
 - (c) The Company will ensure that the Board receives copies of all material market announcements promptly after they have been made.

3.2 **Authorised spokespersons**

- (a) Only authorised persons are allowed to make public statements to external parties, shareholders, investors, stockbrokers, analysts or the media in relation to any matters affecting the Company. Currently, those persons authorised are:
 - (i) the Chair;
 - (ii) the MD (or, in the absence of a MD, an executive Director); or
 - (iii) their delegates nominated for that purpose.
- (b) The authorised persons in clause 3.2(a) above may clarify information that the Company has publicly released but will not comment on material price sensitive issues that have not been disclosed to the market generally.
- (c) Any staff member who receives a request for comment from an external third party is to refer the enquiry to the MD.

3.3 **Distribution of information**

- (a) All information released to the ASX will be promptly placed on the Company's website within 24 hours.
- (b) Any substantive written material or presentations made to institutions, stockbrokers or shareholders, which do not contain material information, will be placed on the Company's website prior to such presentations and will be sent to ASX.

3.4 **Management responsibilities**

- (a) The Company's officers, employees and contractors must be made aware of this Policy. Employees or contractors must disclose any information which comes to their attention and is believed to potentially be material to the Company Secretary or MD.
- (b) Officers, employees and contractors must be made aware of the "no comment policy" to external parties on any matters which may be material to the Company.

3.5 **Trading halts**

The Company may request a trading halt to maintain orderly trading in the Company's securities. The Company Secretary will manage the process in consultation with the Chair, MD and Directors as required.

4. Contact with the market

4.1 General

- (a) Key executives interact regularly with the market on the Company's activities in a number of ways, including briefings, market announcements, regular updates on industry issues, one-on-one briefings, meetings and educational sessions.
- (b) In addition, the Company occasionally provides background and technical information to institutional investors and stockbroking analysts to support announcements made to the ASX about the Company's on-going business activities.
- (c) At all times when interacting with external individuals, investors, stockbroking analysts and market participants, the representatives of the Company should adhere to the guiding principles set out in this Policy.

4.2 Open briefings to institutional investors and stockbroking analysts

- (a) The Company may hold open briefings (i.e. where all members of a relevant group are invited) with shareholders, investors and/or stockbroking analysts to discuss information that has been released to the market.
- (b) Representatives of the Company are under the obligation of this Policy and should not disclose any material price sensitive information that has not been announced to the market generally.
- (c) With regards to open briefings, the Company will place any written briefing and presentation materials onto its website at the conclusion of the briefing, and for the purposes of this Policy, public speeches and presentations by the Company's Chair or MD will be classed as 'open briefings'.

4.3 One-on-one briefings with stockbroking analysts, institutional investors and shareholders

- (a) It is in the interests of the Company's shareholders that stockbroking analysts have a thorough understanding of the Company's business operations and activities. In addition, other professional investors may seek to better understand certain aspects of the Company's strategy.
- (b) From time to time, the Company participates in one-on-one briefings with various investment professionals. At these briefings the Company may provide background and technical information to assist these people in their understanding of the Company's business activities. The Company's policy is that no previously undisclosed material price sensitive information will be disclosed at those briefings.
- (c) For the purposes of this Policy a one-on-one briefing includes any communication between the Company and a stockbroking analyst including, for example, phone calls or e-mails made to the Company's MD. Any written materials to be used at open or one-on-one briefings with institutional investors or stockbroking analysts will be reviewed by the MD to ensure all information has previously been disclosed to the market. Where this is not the case, the information will be disclosed in the manner outlined above.

4.4 Review of analyst reports

- (a) The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities. However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.
- (b) The Company will not provide non-disclosed material price sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracies. Any correction of factual inaccuracies by the Company does not imply

endorsement of the content of those reports.

4.5 **Periods prior to release of financial results**

During the time between the end of the financial year or half-year and the release of the actual results, the Company will not discuss financial performance, broker estimates and forecasts and, particularly, any pre-result analysis with stockbroking analysts, investors or the media unless the information to be discussed has already been disclosed to the ASX.

4.6 **Managing market speculation and rumours**

- (a) Market speculation and rumours, whether substantiated or not, have a potential to impact the Company's share price. Speculation may also contain factual errors that could materially affect the Company.
- (b) The Company's general policy on responding to market speculation and rumours is that "the Company does not respond to market speculation or rumours". However, the Company may issue a statement in relation to market speculation or rumour where and when it considers it necessary.
- (c) Speculation may result in the ASX formally requesting disclosure by the Company on the matter, in which case the Company will respond to the request.
- (d) The Company Secretary shall monitor major national and local, newspapers, social media sites and enquiries from journalists and analysts for any signs that price sensitive information may have leaked or ceased to be confidential, in which case, the Company Secretary shall notify the MD to consider whether a trading halt is required in order to maintain an orderly market until such time as an announcement can be released by the Company.

4.7 **Breach of this Policy**

- (a) All Directors, officers and employees must adhere to the Company's disclosure obligations and this Policy.
- (b) Breaches of this Policy will be subject to disciplinary action, which may include termination of employment.

4.8 **Review**

This Policy will be periodically reviewed by the Board to check that it is operating effectively and whether any changes are required to this Policy.

HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

SHAREHOLDER COMMUNICATIONS POLICY

1. Purpose

- 1.1 The Board aims to ensure that shareholders are informed of all major developments.
- 1.2 Communication between the Board, the shareholders and the broader investment community is encouraged, subject to compliance with the continuous disclosure obligations contained in the ASX Listing Rules and the Corporations Act 2001 (Cth) (Corporations Act), and the Company's Continuous Disclosure Policy.
- 1.3 Information is communicated to shareholders as set out in this Policy.

2. Reports to shareholders

- 2.1 The Annual Report is made available on the Company website as well as through ASX announcements. A copy is sent to shareholders who specifically request a copy. The Board ensures that the Annual Report includes relevant information about the operations of the Company during the year, changes in the state of affairs of the Company and details of future developments, in addition to the other disclosures required by the Corporations Act and the ASX Listing Rules.
- 2.2 The Half-Yearly Report contains summarised financial information and a review of the operations of the Company during the period. Half-yearly reviewed financial statements prepared in accordance with the requirements of Accounting Standards and the Corporations Act are lodged with the Australian Securities and Investments Commission and the ASX. The Half-Yearly Report is sent to any shareholder who requests them.
- 2.3 At the end of each quarter an update of activities and cash flow and any other significant items will be issued to the market. The Quarterly Activities Report and the Quarterly Cash Flow Report for Entities Subject to Listing Rule 4.7B (Appendix 4C) will be lodged with the ASX by the last business day in January, April, July and October each year. Each Quarterly Report will be placed on the Company website as soon as practicable after it has been released to the ASX.

3. Verifying periodic corporate reports

- 3.1 The Company is committed to providing securityholders and other external stakeholders with timely, consistent and transparent corporate reporting. The process which is followed to verify the integrity of the Company's periodic corporate reports is tailored based on the nature of the relevant report, its subject matter and where it will be published. However, the Company seeks to adhere to the following general principles with respect to the preparation and verification of its corporate reporting:
- (a) periodic corporate reports should be prepared by, or under the oversight of, the relevant subject matter expert for the area being reported on;
 - (b) the relevant report should comply with any applicable legislation or regulations;
 - (c) the relevant report should be reviewed (including any underlying data), with regard to ensuring it is not inaccurate, false, misleading or deceptive; and
 - (d) where required by law or by the Company's policies, relevant reports authorised by release by the appropriate approver required under that law or policy.

4. ASX announcements

- 4.1 Significant developments affecting the Company may be the subject of an ASX announcement under the Company's Continuous Disclosure Policy. Regular reports are also released through the ASX and the media.
- 4.2 All announcements and other information released to the ASX will be available on both the ASX website and the Company's website as soon as practicable after release.

5. Annual General Meetings

- 5.1 The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. In preparing for general meetings of the Company, the Company will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and is not ambiguous.
- 5.2 The Company will use general meetings as a tool to effectively communicate with shareholders and allow shareholders a reasonable opportunity to ask questions of the Board and to otherwise participate in the meeting.
- 5.3 The external auditor of the Company will be asked to attend each Annual General Meeting of the Company and be available to answer shareholder questions about the conduct of the audit and the preparation of the Auditor's Report.
- 5.4 Important issues are presented to the shareholders as single resolutions. The shareholders are also responsible for voting on the appointment of Directors.
- 5.5 All substantive resolutions at the Annual General Meeting will be decided by a poll rather than a show of hand. This does not apply to procedural resolutions. Whether a poll is called on procedural resolutions is generally a matter for the Chair of the meeting.

6. Analyst, investor and media briefings

- 6.1 Analyst and media briefings may be conducted at various times throughout the year. Any materials distributed at such briefings will be posted on the Company website and lodged with the ASX prior to the time of the briefing.
- 6.2 Investor meetings, site visits and one-on-one briefings with the financial community and/or institutional investors or analysts may be held from time to time. At those meetings the Company will not disclose any information that a reasonable person might regard as being price sensitive unless such information has previously been released to the market through the ASX or is otherwise already in the public domain.
- 6.3 If information that a reasonable person might regard as being price sensitive and which has not previously been released to the market through the ASX is inadvertently released at any meeting, then the Company will release such information to the ASX immediately.

7. Website

- 7.1 The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the Company.
- 7.2 In particular, where appropriate, after confirmation of receipt by the ASX, the following will be posted to the Company website:
- (a) relevant announcements made to the market via the ASX;

- (b) media releases;
- (c) investment updates;
- (d) Company presentations and media briefings;
- (e) copies of Quarterly Reports for the preceding 18 months; and
- (f) copies of Annual Reports for the preceding three years and a copy of the most recent Half-Yearly Report.

8. Opting in to receive electronic communication

- 8.1 As part of the Company's investor relations program, shareholders may register with the Company on its website at <http://home.hearmeoutapp.com/> by providing their name and email address to receive email notifications when an announcement is made by the Company.
- 8.2 The default option for receipt of a copy of the Annual Report is via the Company's website, however all shareholders have the option of receiving, free of charge, a printed copy of the Annual Report or alternatively may elect to receive the Annual Report via email by notifying the Company's Share Registry of this election.

9. Shareholder enquiries

- 9.1 Shareholders and the investing public may at any time make a request for Company information to the extent such information is publicly available.
- 9.2 Shareholders should direct any enquiries through the Company website at <http://home.hearmeoutapp.com/> or alternatively, shareholders may contact the Company Secretary on +61 8 6377 8043.
- 9.3 For enquiries regarding their shareholdings, shareholders may contact the Company's Share Registry on the details below:

Automic Registry Services

Phone: 1300 288 664 (within Australia)
+61 (2) 9698 5414 (outside Australia)
Web: <https://investor.automic.com.au/#/home>
Email: hello@automic.com.au
Postal Address: GPO Box 5193
Sydney NSW 2001

10. Other information

While the Company aims to provide sufficient information to shareholders about the Company and its activities, it understands that shareholders may have specific questions and require additional information. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the website) for shareholders to make their enquiries.

11. Authorised spokesperson

In the first instance, the Chairman should make all public statements on behalf of the Company. If the Chairman is not available, then public statements can be made by the Managing Director (or person in an equivalent role).

12. Review

This Policy will be formally reviewed by the Board each year to check that it is operating effectively and whether any changes are required.

HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

DIVERSITY POLICY

1 Introduction

- 1.1 The Company and all its related bodies corporate are committed to workplace diversity.
- 1.2 The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.
- 1.3 Diversity includes, but is not limited to, gender, marital and family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, socio-economic background, cultural background, perspective and experience.
- 1.4 To the extent practicable, the Company will address the recommendations and guidance provided in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, where appropriate to the Company
- 1.5 The Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Diversity Policy forms a direction of the Company with which an employee is expected to comply.

2 Objectives

- 2.1 The Diversity Policy provides a framework for the Company to achieve:
- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
 - (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
 - (c) improved employment and career development opportunities for women;
 - (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
 - (e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,
- (collectively, the **Objectives**).
- 2.2 The Diversity Policy does not impose on the Company, its directors, officers, agents or employees any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

3 Responsibilities

The Board's Commitment

- 3.1 The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of the Company and on the Board.

- 3.2 The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the Diversity Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.
- 3.3 The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement. Measurable Objectives the Board set (if considered appropriate) may include:
- (a) achieving specific numerical targets for the proportion of women on the Board, in senior executive roles and in the Company's workforce generally within a specified timeframe;
 - (b) achieving specific numerical targets for female representation in key operational roles within a specified timeframe with the view to developing a diverse pipeline of talent that can be considered for future succession to senior executive roles;
 - (c) achieving specific targets for the "Gender Equality Indicators" in the Workplace Gender Equality Act; or
 - (d) if the Company was in the S&P / ASX 300 Index at the commencement of the reporting period, the Measurable Objective for achieving gender diversity in the composition of the board will be no less than 30% of the Directors of each gender within a specified period.
- 3.4 The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

Strategies

- 3.5 The Company's diversity strategies include:
- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
 - (b) reviewing succession plans to ensure an appropriate focus on diversity;
 - (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
 - (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including workplace development programs, mentoring programs and targeted training and development;
 - (e) developing a culture which takes account of domestic responsibilities of employees; and
 - (f) any other strategies the Board develops from time to time.

4 Monitoring and Evaluation

- 4.1 The Chair will monitor the scope and currency of this Diversity Policy.
- 4.2 The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.
- 4.3 Measurable Objectives as set by the Board will be included in the annual key performance indicators for the CEO / MD (or person in an equivalent role) and senior executives.
- 4.4 In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.
- 4.5 This Diversity Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required.

5 Reporting

- 5.1 The Board will include in the Annual Report each year:
- (a) the Measurable Objectives, if any, set by the Board;
 - (b) progress against these Measurable Objectives; and
 - (c) either:
 - (i) the respective proportions of women and men on the Board, in senior executive positions (including how the Company has defined “senior executive for these purposes) and across the whole Company; or
 - (ii) if the Company is a “relevant employer” under the Workplace Gender Equality Act, the Company’s most recent “Gender Equality Indicators”, as defined under that Act.

HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction and scope

This Policy provides supplementary guidance to the clear statement in the Company's Code of Conduct which prohibits acts of bribery and corruption. The Company and its related bodies corporate (collectively, the **Company**) has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings.

This Policy applies to all employees, executive management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) as well as temporary and contract staff (including subcontractors) (**Representatives**). Representatives must ensure that they do not become involved, in any way, in the payment of bribes or kickbacks, whether in the public or commercial sector. This Policy sets out the minimum standards to which all Representatives of the Company must adhere to at all times. It is the responsibility of the Representatives to understand and comply with this Policy.

Amongst the key principles of the Policy, it should be noted that:

- (a) the Company has zero appetite towards bribery, corruption and facilitation payments;
- (b) the giving, receiving, offering, promising, requesting or authorising of a bribe is expressly prohibited;
- (c) business activities must be transparent, sufficiently documented and above suspicion;
- (d) the Company has a Whistleblower Policy available for any concerns to be raised; and
- (e) appropriate due diligence is to be conducted to identify and manage any bribery and corruption risks.

The Company is committed to ensuring that the Representatives behave in a manner that is consistent with the law and the Company's values. Serious criminal and civil penalties and significant reputational damage may be incurred if Representatives are involved in bribery or corruption.

2. Objective

The objective of this Policy is to:

- (a) set out the responsibilities in observing and upholding the Company's position on bribery and corruption;
- (b) reflect the Company's values; and
- (c) provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

3. Anti-bribery and corruption policy

3.1 What is bribery and corruption?

Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (e.g. bribing a public official) or private sector (e.g. bribing the employee of a customer). Bribery

can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:

- (a) gifts and excessive or inappropriate entertainment, hospitality, travel and accommodation expenses;
- (b) payments, whether by employees or business partners such as agents or consultants;
- (c) other 'favours' provided to public officials or customers, such as engaging a company owned by a public official or customer's family; and
- (d) the uncompensated use of company services, facilities or property.

Bribery is a serious criminal offence and can damage the Company's reputation and standing in the community.

Corruption is the misuse or abuse of a power for personal gain. This includes but is not limited to, money laundering, embezzlement or corruption of justice.

3.2 **Policy details**

No Representative of the Company is permitted to pay, offer, accept or receive a bribe in any form. A Representative must never:

- (a) offer, pay or give anything of value to a public official in order to obtain business or anything of benefit to the Company. "Public official" should be understood very broadly, and this means anyone paid directly or indirectly by the government or performing a public function, including officials of state owned enterprises and public international organisations;
- (b) attempt to induce a public official, whether local or foreign, to do something illegal or unethical;
- (c) pay any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a public official. You should therefore be careful when selecting third parties, such as agents, contractors, subcontractors and consultants;
- (d) offer or receive anything of value as a "quid pro quo" in relation to obtaining business or awarding contracts. Bribery of "public officials" is a serious matter, but bribery of those working in the private sector is also illegal and contrary to the Company's Code of Conduct;
- (e) establish an unrecorded (slush) fund for any purpose;
- (f) otherwise use illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- (g) make a false or misleading entry in the company books or financial records;
- (h) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback;
- (i) so-called "facilitation" or "grease" payments are prohibited. Such payments should not be made to public officials, even if they are nominal in amount and/or common in a particular country;
- (j) do anything to induce, assist or permit someone else to violate these rules; and
- (k) ignore, or fail to report, any suggestion of a bribe.

As well as complying with the specific prohibitions in this Policy, Representatives must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

3.3 **Agents and intermediaries**

- (a) Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on the Company's behalf.
- (b) Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit or receive improper payments on behalf of the Company. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.
- (c) All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk. This may include, in particular, cases where a third party is engaged to act on behalf the Company:
 - (i) to solicit new business;
 - (ii) to interact with public officials; or
 - (iii) in other high risk situations.
- (d) Representatives must also be aware of factors which suggest the third party may pose a high corruption risk, and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

3.4 **Gifts, entertainment and hospitality**

The Company prohibits the offering of acceptance of gifts, entertained or hospitality in circumstances which would be considered to give rise to undue influence. All Representatives must notify the Company Secretary or CEO/MD (or, in the absence of a CEO/MD, an executive Director) of any gifts and/or benefits, either offered or accepted and valued at AUD\$250 or more, to safeguard and make transparent their relationships and dealings with third parties.

3.5 **Charitable and political donations**

- (a) The Company does not make political donations or payments.
- (b) Charitable donations can in some circumstances be used as a disguise for bribery, e.g. where a donation is provided to a 'charity' which is controlled by a public official who is in a position to make decisions affecting the Company. Therefore, whilst the Company supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances. It must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

3.6 **Mergers and acquisitions**

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- (a) an entity's control environment: policies, procedures, employee training, audit environment and whistleblower issues;
- (b) any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti- corruption law or

policies;

- (c) the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- (d) an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;
- (e) travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- (f) an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- (g) an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

4. Reporting bribery and suspicious activity

- (a) If you become aware of any actual or suspected breach of this Policy or if you are ever offered any bribe or kickback, you must report this to the Company Secretary or the CEO/MD (or, in the absence of a CEO/MD, an executive Director). Processes are in place to ensure that such complaints are investigated and appropriate action taken. The Company will not permit retaliation of any kind against any Representative for making good faith reports about actual or suspected violations of this Policy. These process apply to all Representatives of the Company.
- (b) Whistleblowing reports should be made in accordance with the Company's Whistleblower Protection Policy. Matters which may be reported to the Company Secretary or CEO/MD (or, in the absence of a CEO/MD, an executive Director) include (but are not limited to):
 - (i) conduct which is inconsistent with the Company stated vision, its Code of Conduct, policies and procedures;
 - (ii) violation of law;
 - (iii) abuse of company resources and assets;
 - (iv) danger to health and safety of any individual;
 - (v) deliberate concealment of information;
 - (vi) fraud, corruption, bribery, extortion and theft;
 - (vii) financial misconduct;
 - (viii) unfair discrimination; and
 - (ix) attempt to suppress or conceal information relating to any of the above.
- (c) The Company expects all Representatives whether full-time, part-time or temporary acting in good faith to report unethical or fraudulent conduct without fear or favour.
- (d) Customers and suppliers are also encouraged to report unethical and fraudulent activities and (in the case of customers) activities that could constitute, or could be

perceived to be, collusion or price fixing.

- (e) Representatives have an obligation to report suspected or potential breaches of this Policy to their supervisor, the Company Secretary or the CEO/MD (or, in the absence of a CEO/MD, an executive Director). All information and reports to a supervisor, the Company Secretary or the CEO/MD (or, in the absence of a CEO/MD, an executive Director) will be dealt with in a responsible and sensitive manner.

5. Documentation and recordkeeping

- (a) As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.
- (b) The Company and its subsidiaries must keep accurate and complete records of all business transactions:
 - (i) in accordance with generally accepted accounting principles and practices;
 - (ii) in accordance with the Company's accounting and finance policies; and
 - (iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) All business transactions are to be recorded honestly and accurately, and any errors or falsification of documents must promptly reported to the appropriate member of the management team, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.

6. Consequences of breaching this Policy

- (a) Bribery and the related improper conduct addressed by this Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- (b) A breach of this Policy may also expose Representatives and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.
- (c) Breach of this Policy by Representatives will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

7. Roles and responsibilities

- (a) It is the responsibility of all Representatives to know and adhere to this Policy.
- (b) The Company Secretary and CEO/MD have direct responsibility for the Policy, for maintaining it and for providing advice and guidance on its implementation.
- (c) All business unit managers (if applicable) are directly responsible for implementing the Policy within their business areas, and for adherence by their staff.
- (d) The Board must ensure that managers and employees likely to be exposed to bribery and corruption are trained to recognise and deal with such conduct in accordance with this Policy.

8. Compliance

- (a) Representatives are required to familiarise and fully comply with this Policy.
- (b) Any Representative who fails to comply with the provisions as set out above or any amendment thereto, may be subject to appropriate disciplinary or legal action.

- (c) The Company's policies, standards, procedures and guidelines comply with legal, regulatory and statutory requirements.
- (d) This Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to.
- (e) This Policy may be amended from time to time in the sole discretion of the Company.

9. Related Documents

- (a) Code of Conduct.
- (b) Whistleblower Policy.

10. Enquiries

Enquires about this Policy should be directed to the Company Secretary.

HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

WHISTLEBLOWER POLICY

Adopted by the Board on 12 December 2019

1. Introduction and Purpose

The Company (and its related bodies corporate) (collectively, the **Company**) is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This policy encourages reporting of such matters and provides effective protection from victimisation or dismissal to those reporting by implementing systems for confidentiality and report handling.

This policy is available to officers and employees of the Company via the Company's website at <http://home.hearmeoutapp.com/>.

The purpose of this policy is to:

- (a) encourage more disclosures of wrongdoing;
- (b) help deter wrongdoing, in line with the Company's risk management and governance framework;
- (c) ensure individuals who disclose wrongdoing covered by the policy can do so safely, securely and with confidence that they will be protected and supported;
- (d) ensure disclosures are dealt with appropriately and on a timely basis;
- (e) provide transparency around the Company's framework for receiving, handling and investigating disclosures;
- (f) support the Company's values, code of conduct and/or ethics policy;
- (g) support the Company's long-term sustainability and reputation;
- (h) meet the Company's legal and regulatory obligations; and
- (i) align with the ASX Corporate Governance Principles and Recommendations (which applies to listed companies) and relevant standards.

This policy is an important and practical tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.

The Company encourages employees (and non-employees) who are aware of possible wrongdoing to have the confidence to speak up.

2. Qualifying for protection as a whistleblower under the Corporations Act

In addition to any protections under this policy, an 'eligible whistleblower' qualifies for protection as a whistleblower under Part 9.4AAA of the Corporations Act 2001 (Cth) (**Corporations Act**) if

they have made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient'. These terms are discussed below.

These protections may include, if eligible, identity protection, protection of disclosures to the discloser's lawyer, civil criminal and administrative liability protection, detrimental conduct protection and compensation and other remedies. Some of these are discussed in this policy. Similar protections are provided in the tax whistleblower regime under the Taxation Administration Act 1953 (Cth).

The protections under the Corporations Act apply not only to internal disclosures, but to disclosures to legal practitioners for the purposes of obtaining legal advice in relation to the protections under the Corporations Act, certain regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act. These matters are further discussed in this policy.

3. Who does this policy apply to?

Under the Corporations Act, an eligible whistleblower is any of the following (**Eligible Whistleblower** or **Discloser**):

- (a) an officer or employee of the Company (both current or former and includes interns, secondees, managers and directors);
- (b) a supplier (including their employees) of goods or services to the Company (both current and former);
- (c) an associate of the Company; and
- (d) a relative, dependant or spouse of any of the above.

4. What matters does this policy apply to?

Under the Corporations Act, a disclosable matter is information in which the Eligible Whistleblower has reasonable grounds to suspect that the information (**Disclosable Matters**):

- (a) concerns misconduct, or an improper state of affairs or circumstances in relation to the company or any of its related bodies corporate;
- (b) indicates that the company, a related body corporate or any of their officers or employees have engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following:
 - (i) the Corporations Act;
 - (ii) the ASIC Act;
 - (iii) the Banking Act 1959;
 - (iv) the Financial Sector (Collection of Data) Act 2001;
 - (v) the Insurance Act 1973;
 - (vi) the Life Insurance Act 1995;
 - (vii) the National Consumer Credit Protection Act 2009;
 - (viii) the Superannuation Industry (Supervision) Act 1993;
 - (ix) an instrument made under an Act referred to above; or
 - (x) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

- (xi) represents a danger to the public or the financial system; or
- (xii) is prescribed by the Corporation Regulations.

Examples of Disclosable Matters may include:

- (a) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- (b) fraud, money laundering or misappropriation of funds;
- (c) offering or accepting a bribe;
- (d) financial irregularities;
- (e) failure to comply with, or breach of, legal or regulatory requirements; and
- (f) 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 a contravention of a particular law.

Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a Disclosable Matter, even if it does not involve a breach of a particular law.

A Discloser can still qualify for protection even if their disclosure turns out to be incorrect.

5. What matters do not apply to this policy?

Disclosures that are not about a Disclosable Matters do not qualify for protection under the Corporations Act (or the Tax Administration Act, where relevant).

In particular, 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 under the Corporations Act.

Personal work-related grievances are those that relate to the Discloser's current or former employment and have, or tend to have, implications for the Discloser personally, but does not have any other significant implications for the entity (or another entity), and does not concern conduct, or alleged conduct, about a Disclosable Matter.

Examples of grievances that may be personal work-related grievances include:

- (a) an interpersonal conflict between the Discloser and another employee;
- (b) a decision that does not involve a breach of workplace laws;
- (c) a decision about the engagement, transfer or promotion of the Discloser;
- (d) a decision about the terms and conditions of engagement of the Discloser; or
- (e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

However, a personal work-related grievance may still qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the

public, or the disclosure relates to information that suggests misconduct beyond the Discloser's personal circumstances;

- (c) the Discloser suffers from or is threatened with detriment for making a disclosure; or
- (d) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

The Company encourages employees to seek legal advice about their rights and protections under employment or contract law, and to resolve their personal work-related grievance.

6. Who can receive a disclosure that qualifies for protection?

To be eligible for the protections under the Corporations Act, an Eligible Whistleblower must report the Disclosable Matter directly to any of the following (**Eligible Recipients**):

- (a) an officer or senior manager of the Company or a related body corporate;
- (b) an auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate;
- (c) an actuary of the Company or a related body corporate;
- (d) a person authorised by the Company to receive disclosures that may qualify for protection under Part 9.4AAA of the Corporations Act;
- (e) the Australian Securities and Investments Commission (**ASIC**);
- (f) the Australian Prudential Regulation Authority (**APRA**);
- (g) a journalist or parliamentarian, but only in the circumstances described in section 7 of this policy; or
- (h) a person prescribed by Corporations Regulations to be an eligible recipient.

For the purposes of the above:

- (a) an 'officer' includes a director or company secretary of the Company; and
- (b) a 'senior manager' is a senior executive within the Company, other than a director or company secretary of the Company, who:
 - (i) makes or participates in making decisions that affect the whole, or a substantial part, of the business of the Company; or
 - (ii) has the capacity to significantly affect the Company's financial standing.

A Discloser may wish to seek additional information before formally making a disclosure, in which case they may contact any of the above Eligible Recipients or an independent legal adviser.

With regards to reporting Disclosable Matters to ASIC, please refer to ASIC Information Sheet 239 *How ASIC handles whistleblower reports* which can be accessed using the link below.

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

7. Public interest disclosures and emergency disclosures

Disclosures can be made to a journalist or parliamentarian and qualify for protection under the Corporations Act if the disclosure is a 'public interest disclosure' or an 'emergency disclosure'.

A 'public interest disclosure' is the disclosure of information to a journalist or a parliamentarian, where:

- (a) at least 90 days have passed since the Discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (c) the Discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) before making the public interest disclosure, the Discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the Discloser intends to make a public interest disclosure.

An 'emergency disclosure' is the disclosure of information to a journalist or parliamentarian, where:

- (a) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) before making the emergency disclosure, the Discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the Discloser intends to make an emergency disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

It is important that a Discloser understands the criteria for making a public interest or emergency disclosure. In particular, please note that a disclosure must have previously been made to ASIC, APRA or another Commonwealth body prescribed by regulation. In the case of a public interest disclosure, at least 90 days must have passed in the previous disclosure.

A Disclosure should contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

8. How to make a disclosure?

8.1 Whistleblower Protection and Investigation Officers

An Eligible Whistleblower may report an alleged Disclosable Matter to the Whistleblower Protection Officer (**WPO**).

The WPO is responsible for:

- (a) protecting and safeguarding Disclosers and ensuring the integrity of the reporting mechanism set out in this Policy;
- (b) assessing the disclosure and determining whether it falls within this Policy; and
- (c) if the disclosure falls within this Policy, appointing a Whistleblower Investigation Officer (**WIO**).

In order to ensure proper process and to prevent actual or perceived unethical conduct, the offices of the WPO and WIO (together, the **Whistleblower Protection and Investigation Officers**) will not be held by the same person.

The WIO is responsible for ensuring that all investigations into reports of Disclosable Matters are conducted in accordance with this Policy, including:

- (a) coordinating the investigation into any report received from a Discloser; documenting and handling all matters in relation to the report and investigation;
- (b) finalising all investigations; and
- (c) ensuring that all investigations into reports of Disclosable Matters are conducted in accordance with this Policy.

Disclosers, whether employees or external parties, are encouraged to make a disclosure of Disclosable Matters to the Company, through the WPO, in the first instance. The Company would like to identify and address wrongdoing as early as possible. The Company's approach is intended to help build confidence and trust in its whistleblower policy, processes and procedures. However, Disclosers are entitled to disclose Disclosable Matters to external parties as set out in section 6 of this policy in addition or substitution of disclosure to the Company.

The name and contact details of the current WPOs are set out below.

Name	Position	Telephone	Email
Howard Digby	Non-Executive Director	+61 434 987 750	howarddigby@gmail.com
Peter Webse	Company Secretary	+61 409 328 199	peter.webse@pcscorporate.com.au

Reports may also be posted to HearMeOut Limited at PO Box 271, West Perth 6872 (marked to the attention of the WPOs).

A Disclosable Matter may also be reported to the Company's auditor, BDO Audit (WA) Pty Ltd, who can be contacted by email to dean.just@bdo.com.au (Attention: Dean Just, Partner, Audit & Assurance).

In the event the report is in respect of the WPO, or if any person is not comfortable speaking with the WPO on a particular matter, or if the WPO is unavailable and the matter is urgent, the Discloser should contact a member of the board of directors of the Company (**Board**) or another member of management personnel within the Group (**WPO Alternative**), who shall undertake the WPO's responsibilities under this Policy in relation to the matter to the extent of their capabilities.

If a WPO Alternative is advised of a Disclosable Matter from a Discloser they may disclose the matter to the WPO and the Board unless they consider there is good reason not to in the context of undertaking an investigation.

Generally, the WIO (appointed by the WPOs) will handle and investigate the matter. However, where the matter implicates the Whistleblower Protection and Investigation Officers the matter should be handled and investigated by a non-interested member of the Board, or failing one, an external consultant nominated by the chairman of the Board.

The Company does not currently have an independent whistleblowing service provider to directly receive disclosures of Disclosable Matters from Disclosers. However, independent whistleblowing services may be engaged by the Whistleblower Protection and Investigation Officers or the Company on a case by case basis if determined as necessary.

8.2 Anonymous disclosures

Disclosures of Disclosable Matters by a Discloser can be made anonymously and or confidentially and still be protected under the Corporations Act.

A Discloser may:

- (a) choose to remain anonymous while making a disclosure (as well as over the course of the investigation and after the investigation is finalised) by making a report through an anonymous phone call, email or letter;
- (b) choose to adopt a pseudonym for the purposes of their disclosure, and not use their true name, to remain anonymous;
- (c) refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations; and
- (d) request meetings with the WPO or WIO (as applicable) occur outside of business hours and the Whistleblower Protection and Investigation Officers must make themselves available for such meetings.

A Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the WPO or WIO (as applicable), so the Whistleblower Protection and Investigation Officers can ask follow-up questions or provide feedback.

8.3 What information do I need to provide in my report?

For a report to be investigated, it must contain enough information to form a reasonable basis for investigation. It's important therefore that the Discloser provide as much information as possible, in any form, about the alleged Disclosable Matter. This includes any known details about the events underlying the report including:

- (a) the date, time and location;
- (b) name of person(s) involved and possible witnesses to the events;
- (c) evidence of the events (e.g. documents, emails); and
- (d) steps you may have already taken to report the matter elsewhere or to resolve the concern.

If a report does not contain sufficient information to form a reasonable basis for investigation, the WIO will request additional information from you. If this additional information cannot be obtained and the investigation is unable to be carried out, the report will be closed and you will be informed.

8.4 False reports

Individuals who deliberately submit false reports will not be able to access the whistleblower protections under the Corporations Act. Deliberately submitting false reports is strongly discouraged.

Unsubstantiated allegations which are found to have been made maliciously, or with the knowledge of being false, could result in disciplinary action or a termination of service.

9. Legal protections for Disclosers

This section outlines the protections available to Disclosers who qualify for protection as a whistleblower, including the protections under the Corporations Act.

9.1 Identity protection (confidentiality)

Generally, a person cannot disclose the identity of a Discloser or information that is likely to lead to the identification of the Discloser (which they have obtained directly or indirectly because the Discloser made a disclosure that qualifies for protection under the Corporations Act Protections).

However, a person may disclose the identity of a Discloser:

- (a) to ASIC, APRA, or a member of the Australian Federal Police;
- (b) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
- (c) to a person or body prescribed by the Corporations Regulations; or
- (d) with the consent of the Discloser.

A person can disclose the information contained in a disclosure of Disclosable Matters without the Discloser's consent if:

- (a) the information does not include the Discloser's identity;
- (b) the Company has taken all reasonable steps to reduce the risk that the Discloser will be identified from the information; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal for a person to identify a Discloser or disclose information that is likely to lead to the identification of the Discloser, outside of the exceptions above. A Discloser can lodge a complaint with the Company about a breach of confidentiality to the WPO. They may also lodge a complaint with a regulator, such as ASIC or APRA, for investigation.

The Company has measures in place for ensuring confidentiality. The Company has established secure record-keeping and information sharing procedures and ensures that:

- (a) all personal information or reference to the discloser witnessing an event will be redacted;
- (b) the discloser will be referred to in a gender-neutral context;
- (c) where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
- (d) disclosures will be handled and investigated by qualified staff;
- (e) all paper and electronic documents and other materials relating to disclosures will be stored securely;
- (f) access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- (g) only a restricted number of people who are directly involved in handling and investigating a disclosure are made aware of a Discloser's identity (subject to the Discloser's consent) or information that is likely to lead to the identification of the Discloser;
- (h) communications and documents relating to the investigation of a disclosure are not sent to an email address or to a printer that can be accessed by other staff; and
- (i) each person who is involved in handling and investigating a disclosure is reminded that they should keep the identity of the Discloser and the disclosure confidential and that an unauthorised disclosure of a Discloser's identity may be a criminal offence.

The WPO must explain the procedures the Company has in place for ensuring confidentiality. The WPO must also explain that people may be able to guess the Discloser's identity if:

- (a) the Discloser has previously mentioned to other people that they are considering making a disclosure;
- (b) the Discloser is one of a very small number of people with access to the information; or
- (c) the disclosure relates to information that a Discloser has previously been told privately and in confidence.

9.2 Protection from detrimental acts or omissions

There are legal protections for protecting a Discloser, or any other person, from detriment in relation to a disclosure.

A person cannot engage in conduct that causes detriment to a Discloser (or another person), in relation to a disclosure of Disclosable Matters, if:

- (a) the person believes or suspects that the Discloser (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
- (b) the belief or suspicion is the reason, or part of the reason, for the conduct.

In addition, a person cannot make a threat to cause detriment to a Discloser (or another person) in relation to a disclosure of Disclosable Matters. A threat may be express or implied, or conditional or unconditional. A Discloser (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.

Examples of detrimental conduct include:

- (a) dismissal of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; or
- (j) any other damage to a person.

Some actions may not necessarily be detrimental conduct. These include:

- (a) administrative action that is reasonable to protect a Discloser from detriment (e.g. when the disclosure relates to wrongdoing in the Discloser's immediate work area); and
- (b) managing a Discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

It is important for a Company to ensure that a Discloser understands the reason for the Company's administrative or management action.

The Company will protect Disclosers from detrimental acts or omissions including by:

- (a) protecting their welfare;
- (b) assessing the risk of detriment against a Discloser and other persons (e.g. other staff who might be suspected to have made a disclosure) as soon as possible after receiving a disclosure;
- (c) providing support services (including counselling or other professional or legal services) as requested;
- (d) developing strategies to help a Discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- (e) allowing the Discloser to perform their duties from another location, reassign the Discloser to another role at the same level, make other modifications to the Discloser's workplace or the way they perform their work duties, or reassign or relocate other staff involved in the Disclosable Matter;
- (f) will ensure that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, a Discloser; and
- (g) having complaints about determinant investigated as a separate matter by an officer who is not involved in dealing with disclosures and the investigation findings will be provided to the Overseeing Committee.

Where an allegation of determinantal conduct has occurred, the Company will investigate and address the detrimental conduct by taking disciplinary action or:

- (a) allow the Discloser to take extended leave;
- (b) develop an alternative career development plan for the Discloser, including new training and career opportunities; or
- (c) the Company could offer compensation or other remedies.

A Discloser may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment.

9.3 Compensation and other remedies

A Discloser (or any other employee or person) can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of a disclosure; and
- (b) the Company failed to take reasonable precautions and exercise due diligence to prevent a person from causing the detriment.

Disclosers' are encouraged to seek independent legal advice before disclosing Disclosable Matters.

9.4 Civil, criminal and administrative liability protection

A Discloser is protected from any of the following in relation to their disclosure:

- (a) civil liability (e.g. any legal action against the Discloser for breach of an employment

contract, duty of confidentiality or another contractual obligation);

- (b) 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
- (c) administrative liability (e.g. disciplinary action for making the disclosure).

However, the above protections do not grant immunity for any misconduct a Discloser has engaged in that is revealed in their disclosure.

10. Handling and investigating a disclosure

10.1 Handling a disclosure

All reports will be promptly considered and, if warranted, investigated with appropriate corrective action being taken.

The WPOs will notify the Discloser to acknowledge receipt of their report within five (5) business days, if the Discloser can be contactable.

The WPOs will need to assess each disclosure to determine whether it falls within this Policy. If the WPOs determine the disclosure falls within this Policy (i.e. it is a Disclosable Matter), they must appoint a WIO.

10.2 Investigating a disclosure

Once appointed, the WIO will need to determine:

- (a) the nature and scope of the investigation;
- (b) whether additional internal or external investigators are required;
- (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
- (d) the timeframe for the investigation.

In conducting an investigation, the WIO will:

- (a) document and investigate reports of Disclosable Matters as soon as practicable after the report is lodged;
- (b) review all supporting documentation and obtain further information as required to appropriately and fully investigate the report;
- (c) consider any possible remedy or action that may be required; and
- (d) immediately notify the Board if the report of Disclosable Matters concerns allegations of serious misconduct.

When assessing disclosures the WIO should focus on the substance, rather than the motive of the disclosure. It is also important for the WIO and Company not to assume that disclosures about conduct or behaviour that appear to have had a personal impact on a Discloser are somehow less serious. The Discloser's experience may indicate a larger or systemic issue. For example, bullying or harassment experienced by the Discloser may be representative of a more general culture of bullying or harassment in the Company or may indicate an environment where other misconduct is occurring. In circumstances where it may be unclear whether a disclosure qualifies for protection, the Whistleblower Protection and Investigation Officers, and the Company, could elect to treat the Discloser as though they were protected as a whistleblower under the Corporations Act (or the Taxation Administration Act, where relevant).

When an investigation needs to be undertaken, the process will be thorough, objective, fair and independent, while preserving the confidentiality of the investigation. The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported.

The WIO must ensure that all investigations follow best practice. Investigations will be objective, fair and independent, while preserving the confidentiality of the investigation. The investigation process may vary depending on the nature of the disclosure as determined by the investigating person.

Investigations will ensure fair treatment of employees of the Company and its related bodies corporate who are mentioned in the report of Disclosable Matters or to whom such disclosures relate. This includes without limitation affording such person's due process and a right to be heard on the matter during the conduct of the investigation and before making any adverse finding against them.

There are limitations of the Company's investigation process. The Company may not be able to undertake an investigation if it is not able to contact the Discloser (e.g. if a disclosure is made anonymously and the Discloser has refused or omitted to provide a means of contacting them).

Without the Discloser's consent, the Company cannot disclose information that is contained in a disclosure as part of its investigation process—unless:

- (a) the information does not include the Discloser's identity;
- (b) the Company 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
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

In practice, a Discloser may be asked for consent to a limited disclosure (e.g. disclosure to the entity's Whistleblower Protection and Investigation Officers).

To protect a Discloser's identity from being revealed and to protect them from detriment, the Company could investigate a disclosure by conducting a broad review on the subject matter or the work area disclosed. In addition, it could investigate an anonymous disclosure, even if it cannot get in contact with the Discloser, if the Discloser has provided sufficient information to the Company and the Company removes information that is likely to lead to the identification of the Discloser.

To ensure fairness and independence, investigations will be independent of the Discloser, the individuals who are the subject of the disclosure, and the department or business unit involved.

If required, the Company may undertake investigations jointly with an external investigation firm (e.g. when additional specialist skills or expertise are necessary).

10.3 Keeping a Discloser informed

The WIO will provide Disclosers with updates at various stages—for example when the investigation process has begun, while the investigation is in progress and after the investigation has been finalised. Updates will be provided monthly through the Discloser's desired means of communication. At the end of the investigation, the Discloser will be notified of the outcome of the findings. The method for documenting and reporting the findings will depend on the nature of the disclosure. There may be circumstances where it may not be appropriate to provide details of the outcome to the Discloser.

10.4 Outcome

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the WIO. The WIO cannot be subject to legal liability for the report they produce.

The outcome of the investigation may result in disciplinary action including but not limited to dismissal. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

10.5 Review

The Company is not obliged to reopen an investigation and it can conclude a review if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation.

If a Discloser is not satisfied with the outcome of the investigation they can:

- (a) escalate their matter to the Board; or
- (b) lodge a complaint with a regulator, such as ASIC, APRA or the ATO.

11. Ensuring fair treatment of individuals mentioned in a disclosure

The Company will ensure the fair treatment of its employees who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure.

An employee who is the subject of a disclosure of Disclosable Matters will be advised about:

- (a) 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—for example, if the disclosure is to be the subject of an investigation or if the disclosure is serious and needs to be referred to ASIC, APRA or the Federal Police; and
- (b) the outcome of the investigation (but they will not be provided with a copy of the investigation report).

Where possible (as determined by the WIO) the Board will be afforded oversight and monitoring of investigations.

The Company may determine the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided that they inform the individual before making any adverse finding against them. In some circumstances, informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be concerns that the individual may destroy information or the disclosure needs to be referred to ASIC, APRA, the ATO or the Federal Police.

12. Training

It is important that all levels of management within an entity, particularly line managers, receive appropriate training in how to effectively deal with disclosures.

The Company will provide for the training of employees about this policy and their rights and obligations under it, as well as managers and others who may receive reports of Disclosable Matters about how to respond to them.

The Company will monitor employees' understanding of this policy on a periodic basis.

This policy is intended to be widely disseminated to and easily accessible by its officers and employees.

Specialist training should be provided to staff members who have specific responsibilities under this policy.

Australian entities with overseas-based related entities need to ensure that people in their overseas-based operations also receive appropriate training, since disclosures made to the Company's overseas-based eligible recipients and disclosures about the Company's overseas-based entities and their officers and employees may qualify for protection.

13. Other matters

13.1 Privacy

The Company will ensure that it has in place appropriate information technology resources and organisational measures for securing the personal information they receive, handle and record as part of this policy.

13.2 General reporting

The Company Secretary will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided to:

- (a) the Board at the end of any month where a report has been received by the Authorised Person from the Company Person (or at a frequency to be determined by Board from time to time); and
- (b) the Audit and Risk Committee (or the Board until such time that the Audit and Risk Committee is established by the Board).

13.3 Review of this policy

The Company is committed to monitoring the effectiveness of its policy, processes and procedures.

The Board will use the reports provided under this Policy to monitor and review regularly the effectiveness of the whistleblower protection program described in this Policy.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.

This Policy may be amended by resolution of the Board.

HEARMEOUT LIMITED
ACN 614 043 177
(COMPANY)

SECURITIES TRADING POLICY

1. Introduction

- 1.1 The shares of HearMeOut Limited (**Company**) are listed on the Australian Securities Exchange (**ASX**).
- 1.2 This policy outlines:
- (a) when Directors, senior management and other employees of the Company may deal in Company Securities;
 - (b) when Directors, senior management and other employees of the Company may deal in securities of another publicly traded entity (because they may obtain inside information about another entity's securities while performing their duties for the Company); and
 - (c) procedures to reduce the risk of insider trading.

2. Defined Terms

In this policy:

Black Out Periods means:

- (a) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;
- (b) two weeks prior to, and 48 hours after the release of the Half Year Financial Report of the Company;
- (c) two weeks prior to, and 48 hours after the release of the Company's quarterly reports (if applicable); and
- (d) such other periods as the Company may notify from time to time, for example, where the Company was considering a major transaction that could have a material effect on the stock price.

Clearance Officer means persons appointed by the Company from time to time who are responsible for processing the securities dealing clearance.

Company Securities includes shares, debentures, rights, options and any other financial products of the Company traded on any stock exchange.

Designated Person means a Director or person having authority for planning, directing and controlling the activities of the Company, directly or indirectly, whether as an employee or consultant, and any other person who, from time to time, is notified by the Company that they are deemed a designated person.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Securities Dealing Clearance Request means the form set out as Attachment B to this policy.

3. Insider Trading

- 3.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is illegal for the person to:
- (a) deal in the securities;
 - (b) procure another person to deal in the securities; or
 - (c) give the information to another person (also known as "tipping") who the person knows, or ought reasonably to know, is likely to:
 - (i) deal in the securities; or
 - (ii) procure someone else to deal in the securities.
- 3.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or Director engages in insider trading.
- 3.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is Inside information?

- 4.1 Inside information is information that:
- (a) is not generally available; and
 - (b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.
- 4.2 Information is generally available if it:
- (a) is readily observable;
 - (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
 - (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4(a) or 4(b) above.

5. What is Dealing in Securities?

Dealing in securities includes:

- (a) applying for, acquiring, or disposing of, securities;
- (b) entering into an agreement to apply for, acquire, or dispose of, securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

6. When Employees May Deal

An employee (who is not a Designated Person) may deal in Company Securities or the listed securities of another entity if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.

7. When Employees May Not Deal

An employee (who is not a Designated Person) may not deal or procure another person to deal in Company Securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.

8. When a Designated Person May Deal

8.1 A Designated Person may only deal in Company Securities if he or she has complied with clause 11 below.

8.2 A Designated Person may deal in the securities of another publicly traded entity if he or she does not have information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

9. When a Designated Person May Not Deal

9.1 Subject to clause 10, a Designated Person may not deal or procure another person to deal in Company Securities:

- (a) during Black Out Periods;
- (b) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities;
- (c) if he or she has not complied with paragraph 11 below.

9.2 A Designated Person may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

10. Exceptional Circumstances

10.1 A Designated Person, who is not in possession of inside information in relation to Company Securities, may be given clearance by a Clearance Officer to sell or otherwise dispose of Company Securities during a Black Out Period in any of the following exceptional circumstances:

- (a) if the Designated Person is in severe financial hardship. A Designated Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities;
- (b) if the Designated Person is required by a court order, or there are other enforceable undertakings, for example in a bona fide family settlement, to transfer or sell the Company Securities or there is some other overriding legal or regulatory requirement for the Designated Person to do so;
- (c) in any other circumstances that may be deemed exceptional by the Chairman of the Company (or the Board if the Chairman is involved).

10.2 The Designated Person seeking clearance must satisfy a Clearance Officer or the Chairman or the Board (as applicable) that the Designated Person is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company Securities is the only reasonable course of action available.

11. Securities Dealing Clearance

- 11.1 Before dealing in Company Securities, a Designated Person must submit a Securities Dealing Clearance Request.
- 11.2 A Clearance Officer may only give clearance during periods that are not Black Out Periods or in any of the exceptional circumstances listed in clause 10. However, a Clearance Officer may not give clearance during those periods or circumstances if:
- (a) there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Person knows about the matter) when the Designated Person requests clearance or proposes to deal in Company Securities; and
 - (b) a Clearance Officer has any other reason to believe that the proposed dealing breaches this policy.
- 11.3 Any clearance given by a Clearance Officer shall be for a specified duration as determined by a Clearance Officer.
- 11.4 A Clearance Officer must keep a written record of:
- (a) any information received from a Designated Person in connection with this policy; and
 - (b) any clearance given under this policy.

12. Dealings by Associated Persons and Investment Managers

If a Designated Person may not deal in the Company Securities, he or she must take all reasonable and necessary steps to prevent any dealing in the Company Securities by:

- (a) any associated person (including family or nominee companies and family trusts); or
- (b) any investment manager on their behalf or on behalf of any associated person.

13. Excluded Trading

Notwithstanding clauses 9(a) and 9(c) but subject to clause 9(b), the following types of trading are excluded from the operation of this policy:

- (a) transfers of Company Securities already held by a Designated Person into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where a Designated Person is a trustee, trading in Company Securities by that trust provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Black Out Period is taken by the other trustees or by the investment managers independently of the Designated Person;
- (d) undertakings to accept, or acceptance of, a takeover offer;
- (e) trading under an offer or invitation made to all or most of the Company Security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board of the Company. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (f) a disposal of Company Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
- (g) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Black Out Period and the Company has been in an exceptionally long Black Out Period or the Company has had a number of consecutive Black Out Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so; and
- (h) trading under a non-discretionary trading plan for which prior written clearance has been provided by a Clearance Officer and where:
 - (i) the Designated Person did not enter into the plan or amend the plan during a Black Out Period; and
 - (ii) the trading plan does not permit the Designated Person to exercise any influence or discretion over how, when, or whether to trade.

14. Communicating Inside Information

- 14.1 If an employee (including a Designated Person) has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the employee must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:
- (a) deal in Company Securities or those securities of the other entity; or
 - (b) procure another person to deal in Company Securities or the securities of the other entity.
- 14.2 An employee must not inform colleagues (except a Clearance Officer) about inside information or its details.

15. Hedging Prohibition

- 15.1 A member of the Key Management Personnel must not enter into an arrangement with anyone if that arrangement would have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that:
- (a) has not vested in the member; or
 - (b) has vested in the member but remains subject to a holding lock.
- 15.2 Without limiting paragraph 15(a), remuneration that is not payable to a member until a particular day is, until that day, remuneration that has not vested in the member.

16. Acknowledgement of this Policy

Each employee (including a Designated Person) shall be required to provide to the Company an acknowledgement of this policy in the form in Attachment A.

17. Breach of Policy

A breach of this policy by an employee (including a Designated Person) may lead to disciplinary action. It may also be a breach of the law.

18. Assistance and Additional Information

Employees (including Designated Persons) who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact a Clearance Officer.

Attachment A

FORM OF ACKNOWLEDGEMENT BY EMPLOYEE

- (a) I have read and understood the document titled "Securities Trading Policy" of HearMeOut Limited (the **Securities Trading Policy**).
- (b) I agree to be bound by, and to comply with, the Securities Trading Policy.
- (c) I acknowledge and agree that the Securities Trading Policy forms part of the terms of my appointment as an employee/director/consultant of HearMeOut Limited.

.....

Signature

Name:

Date:

To be returned to the Company Secretary on completion.

Attachment B

Securities Trading Policy

Clearance Request

In accordance with the Securities Trading Policy of HearMeOut Limited (**Company**), before dealing in any Company Securities you are required to obtain clearance.

Please forward this request to a Clearance Officer.

Name: _____

Position: _____

Location: _____

Telephone: _____

Facsimile: _____

I request permission to trade the following securities which are proposed to be held by myself personally and/or other parties with whom I have an interest as follows:

Type of Security	Number of Securities	Buy/Sell/Exercise & Hold/Exercise & Sell

I confirm that:

- (a) it is not a Black Out Period;
- (b) I am not in possession of Inside Information;
- (c) I will not deal in the above securities until I am notified that clearance is approved; and
- (d) I may be refused permission to deal without explanation.

Signed: _____ Date: _____

This form is valid for a period of three business days from the date of approval. After this time, clearance will lapse and a further request will need to be completed. This form will be returned to you with the period of validation completed if approval has been granted.

For completion by a Clearance Officer:

Approval for the above dealing has been:

cleared for a period of three business days

refused

Signed: _____ Date: _____

Name: _____