

Altium Whistleblower Policy & Procedure

PURPOSE

Altium is committed to the highest standards of conduct and ethical behaviour in all our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Altium encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Altium businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

This Policy and Procedure (**Policy**) covers the processes for dealing with disclosures made by employees and stakeholders of suspected improper conduct within the Altium Group in a confidential and secure manner and is intended to apply to whistleblowers in all countries in which Altium operates.

This Policy should be adhered to in conjunction with Altium's Values, Code of Conduct, Anti Bribery & Corruption Policy and other relevant policies.

SCOPE

Altium is committed to making this Policy available for activities of concern held by the following individuals who are or have been:

- employees or Directors of the Altium Group, whether full-time, part-time or casual, at any level of seniority and wherever employed;
- employees or principals of organisations which have commercial relationships with Altium as customers, suppliers, advisers, agents or otherwise;
- consumers or resellers of Altium's products or services; or
- members of the communities in which Altium operates. Employees are reminded that the terms of their employment include an obligation to ensure that they behave ethically and act in accordance with the law and Altium's policies and procedures including the Code of Conduct at all times.

A disclosure made by a relative, spouse or dependent of an individual identified above will also be handled in accordance with this Policy and the protections in this Policy will apply to such individuals.

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WHAT IS A REPORTABLE CONDUCT?

It is not possible to provide an exhaustive list of the activities that should be reported for the purposes of this Policy. However, by way of general guidance, an individual may make a report under this Policy if they have reasonable grounds to suspect that an Altium director, officer, employee, contractor, supplier, or other person who has business dealings with Altium has engaged in conduct (**Reportable Conduct**) which:

- is dishonest, fraudulent or corrupt activity, including bribery;
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or in breach of any law or regulation);
- is misleading or deceptive (includes practices or representations which amount to improper or misleading accounting or financial reporting practices);
- is unethical or in breach of Altium's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching Altium's Code of Conduct or other policies or procedures);
- is potentially damaging to Altium, an Altium employee or a third party, such as unsafe work practices, health risks or abuse of Altium's property or resources;
- amounts to an abuse of authority;
- may cause financial loss to Altium or damage its reputation or be otherwise detrimental to Altium's interests;
- is a danger to the public or the financial system;
- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

WHO CAN I MAKE A REPORT TO?

Altium has the following channels for making a report if an individual becomes aware of any issue or behaviour which they consider to be Reportable Conduct:

Altium's employees or contractors working within an Altium team:

You may raise the matter with a ***Protected Disclosure Officer*** or with the external independent ***FairCall Service*** as outlined below.

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Any person may make a report to any of the following Protected Disclosure Officers:

Chief Financial Officer Martin Ive	Email: martin.ive@altium.com
Legal Counsel Natasha Davidson	Email: natasha.davidson@altium.com
Chair of Audit & Risk Management Committee	Email: raelene.murphy@altium.com

A report may alternatively be made to the external independent FairCall Service:

FairCall Telephone	Australia	1 800 500 965
	USA	1-800-243-1928
	UK	0808 234 7091
	Canada	1-800-236-5725
	Finland	0800 102 147
	Germany	0800-180-2165
	Japan	0120-901-391
	Netherlands	0-800-022-0649
	Poland	0-0-800-141-0025
	Russia	8-800-100-6478
	Sweden	020-109-320
	Switzerland	0800-555-242
	Ukraine	0-800-501742
	Vietnam	122-80-367 (Viettel Network only)
		120-32-582 (VNPT(VTI) Network only)
	China	Email only
FairCall email	All countries (excl China)	faircall@kpmg.com.au
	China	Altium@ethics-hotline.com
FairCall web		https://www.kpmgfaircall.kpmg.com.au/altium
FairCall post		The FairCall Manager KPMG Forensic PO Box H67 Australia Square Sydney NSW 1213
FairCall fax		+612 9335 7466

This is a free 24/7 external hotline and reporting service independently monitored by KPMG.

After receiving a disclosure, the FairCall operator will provide the details of the disclosure to an appropriate Protected Disclosure Officer. Where a disclosing individual provides their contact details to FairCall, those contact details will not be provided to the Protected Disclosure Officer without the disclosing individual's consent.

A report may be submitted anonymously by an individual if they do not wish to disclose their identity to the Protected Disclosure Officer or FairCall.

Under the Corporations Act an eligible whistleblower may also choose to make a public interest disclosure or an emergency disclosure to legal practitioners, regulatory bodies, and journalists and members of Parliament in certain circumstances. We recommend that you contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

WHAT SHOULD BE INCLUDED IN A WHISTLEBLOWERS REPORT

- Who is the perpetrator?
- What violation is taking place?
- What grounds are you basing your report on?
- When and where did the violation occur?
- How was/is the offence perpetrated?
- Is the offence ongoing?
- What are the implications of the offence for the company?
- What if any is the cost of the offence (if known or applicable)?

While Altium does not expect an individual making a report to have absolute proof of the reported conduct, a report should show the reasons for concerns and make full disclosure of the relevant details and supporting documentation.

ALTIUM'S INVESTIGATION OF REPORTABLE CONDUCT

Altium will assess and investigate all matters reported under this Policy as quickly as practicable after the matter has been reported. A Protected Disclosure Officer may, with the whistleblower's consent, appoint a person to assist in the investigation of a matter raised in a report.

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

If an internal investigator determines that there is an activity or conduct within Altium which is potentially illegal, the Chair of the Audit & Risk Management Committee may decide to engage an external investigator.

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In this event:

- The discloser will be afforded appropriate protection according to their local legislation (e.g. the Corporations Act) and Altium will, to the extent it can do so and is legally permitted, keep in confidence the identity of the discloser.
- The matter may be reported to the relevant regulatory authority or police agency.
- The identity of the disclosing individual will only be disclosed to the relevant regulatory authority or police agency on the basis that, where legally permitted, the individual's identity will be kept confidential.
- Disclosure of the identity of the disclosing individual to any other organisation or person will require the consent of the disclosing person.

Where appropriate, Altium will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to the considerations of the privacy of those against whom allegations are made).

Altium will take reasonable steps to reduce the risk that the disclosing individual will be identified as part of any process conducted under this Policy.

All information received from a disclosing individual, as well as the fact that a disclosing individual has made a disclosure and any record produced as part of an investigation, is held securely. Access will be restricted to those persons required to access the records for the purpose of this Policy or as part of Altium's information technology processes necessary to administer its IT platform or any third party hosting these records.

PROTECTION OF WHISTLEBLOWERS

Altium encourages the reporting of any unlawful or unethical behaviour and actively promotes ethical behaviour. Altium is committed to ensuring that individuals who report violations in good faith on reasonable grounds will always be treated fairly, with respect and will not suffer detrimental treatment or disadvantage as a result of making a report, even if the report is subsequently determined to be incorrect or is unsubstantiated provided there were reasonable grounds for making the report.

Altium will take all reasonable steps to ensure that an individual who makes a report does not suffer detrimental treatment and is not subject to any form of victimisation because they have a report in accordance with this Policy. Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment because the individual has made a report under this Policy.

A person who subjects an individual who has made a report under this Policy to detrimental treatment because they have made such a report will be in breach of this Policy and will be dealt with under Altium's disciplinary procedures. This is a serious matter which may expose the person to civil and criminal sanctions.

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The Corporations Act also gives special protection to disclosures by eligible whistleblowers about certain types of conduct which are made in accordance with the requirements of the Corporations Act. An individual is an eligible whistleblower if they are or have been:

- an employee or officer of an entity in the Altium Group; or
- a supplier of services or goods (whether paid or unpaid) to an entity in the Altium Group including an individual who is or has been employed by such a supplier, or are a relative, spouse or dependant of an individual identified above.

To be protected under the Corporations Act:

- The eligible whistleblower must have reasonable grounds to suspect that the information they are reporting:
 - i. concerns misconduct or an improper state of affairs relating to an entity in the Altium Group;
 - ii. constitutes an offence or contravention of certain nominated legislation; or
 - iii. represents a danger to the public or the financial system.

This would include most cases of reportable conduct under this Policy; and

- the report is made to:
 - i. the Australian Securities and Investments Commission;
 - ii. the Australian Prudential Regulation Authority;
 - iii. the auditor for an entity in the Altium Group, or a member of an audit team conducting an audit of the entity;
 - iv. a director, company secretary or senior manager of an entity in the Altium Group;
 - v. the Protected Disclosure Officers or the Altium FairCall Service; or
 - vi. a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections in the Corporations Act.

The Corporations Act also provides specific protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act.

Not all disclosures will be protected under the Corporations Act and disclosures relating to personal work-related grievances do not qualify for disclosure. Personal work-related grievances are those that relate to the disclosing individual's current or former employment and have, or tend to have, an implication for the disclosing individual personally, but do not have any other significant implications for the company or relate to any Reportable Conduct.

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The protections available under the Corporations Act to an eligible whistleblower include:

- The right to have their identity protected in accordance with the provisions of that legislation;
- The right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;
- The right to be protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure; from contractual or other remedies on the basis of the disclosure; and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation;
- The right to be protected from detrimental treatment or any form of victimisation in accordance with the provisions of that legislation. In particular, the Corporations Act makes it illegal (through a criminal offence and civil penalty) for someone to cause or threaten detriment to an individual because they believe or suspect that the individual has made, may have made, or could make a whistleblower disclosure;
- The right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced); and
- The right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

The protections do not grant immunity for any misconduct a disclosing individual has engaged in that is revealed in their disclosure.

FAIR TREATMENT OF EMPLOYEES

Altium is committed to ensuring the fair treatment of any employees or officers mentioned in a disclosure made pursuant to this Policy by:

- Maintaining the confidentiality of information contained in reports in accordance with the requirements of this Policy;
- Applying the investigation processes described in this Policy; and
- Providing access to human resources support, as necessary.

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GROUP REPORTING PROCEDURES

Reporting on Whistleblower activity will be a standing item on the Audit & Risk Management Committee meeting agenda. The Committee will receive copies of all whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chair of the Audit & Risk Management Committee.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy.

An instance of whistleblower reporting will be carefully documented with a confidential file established and actions and outcomes minuted by the Audit & Risk Management Committee. The Chair of the Audit & Risk Management Committee will have the ultimate responsibility to ensure all whistleblower complaints are resolved in a timely fashion. Should the matter require any further escalation the Chair of the Audit & Risk Management Committee will have the authority to report to the Altium Board or any external authority required by law.

AMENDMENT TO THIS POLICY

This policy cannot be amended without approval from Altium's Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of Altium.

AVAILABILITY AND ADMINISTRATION OF POLICY

This Policy is available to all officers and employees of the Altium Group through the Altium website:

<https://www.altium.com/company/investor-relations/publications-and-reports/key-documents>

Specialist training is mandatory for the employees responsible for key elements of the Policy.

Jon Vogen is responsible for overseeing the development and delivery of effective training regarding the Policy.

POLICY ESTABLISHED JANUARY 2019

REVIEWED & AMENDED 2 JULY 2021