

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 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.

SCOPE

Altium is committed to making this Policy and Procedure available for activities of concern held by the following:

- all employees and 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 we operate. 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.

WHAT IS A REPORTABLE CONDUCT?

You may make a report under this policy if you believe 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 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;
- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

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WHO CAN I MAKE A REPORT TO?

Altium has the following channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct:

Altium's employees or contractors working within an Altium team

You may raise the matter with your immediate supervisor or manager or directly to a Protected Disclosure Officer, as outlined below. A supervisor in receipt of a report must take the matter to a Protected Disclosure Officer or a senior executive within the division/business unit, in accordance with the protocols regarding confidentiality.

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

Chief Financial Officer Joe Bedewi	Email: joe.bedewi@altium.com
Legal Council Tim Hale	Email: tim.hale@altium.com
Chair of Audit & Risk committee Raelene Murphy	Email: raelene.murphy@altium.com

A report may be made via Altium FairCall Service

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

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

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

A report may be submitted anonymously if you do not wish to disclose your identity to the Protected Disclosure Officer or FairCall.

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)?

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.

In this event:

- The discloser will be afforded appropriate protection according to their local legislation 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 employee or stakeholder will only be disclosed to the relevant regulatory or police agency on the basis that, where legally permitted, the employee or stakeholder's identity will be kept confidential.
- Disclosure of the identity of the disclosing employee or stakeholder 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 investigations progress and/or outcome (subject to the considerations of the privacy of those against whom allegations are made).

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PROTECTION OF WHISTLEBLOWERS

Altium is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report on reasonable grounds are treated fairly and do not suffer any disadvantage.

Altium will not tolerate any reprisals against employees or stakeholders who have made a disclosure of any matter under this Policy where the discloser has acted on reasonable grounds and on a genuine belief or perception of wrongdoing. Altium will act in the best interests of a discloser to protect them from any victimisation, adverse reaction or intimidation, and commits to ensure confidentiality (to the extent permitted by law) and fairness in all matters raised under this Policy.

GROUP REPORTING PROCEDURES

The Audit and Risk 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 Chairman of the Audit and Risk Committee.

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

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.

POLICY ESTABLISHED JANUARY 2019