

Whistleblower Policy

Sovereign Cloud Holdings Limited
(ACN 622 728 189)



1. Introduction

- 1.1 Sovereign Cloud Holdings Limited (ACN 622 728 189) (**Company**) has adopted this whistleblower policy (**Policy**) to demonstrate its commitment to the highest standard of conduct and ethical behaviour in its business activities and to promoting and supporting a culture of corporate compliance and honest and ethical behaviour, as reflected in the Company's values (available at <https://www.australiacloud.com.au>).
- 1.2 The Company encourages the reporting of suspected unethical, illegal, fraudulent, corrupt or dishonest conduct and shall ensure that those who promptly report may do so with confidence and without fear of intimidation, ramifications or adverse consequences.
- 1.3 The purpose of this Policy is to ensure the protection of those 'speaking-up' about misconduct (also known as "whistleblowers") and how the Company will respond to reports of misconduct.
- 1.4 This Policy should be read together with the following internal policies of the Company:
- (a) the anti-bribery and corruption policy (available at <https://www.australiacloud.com.au>);
 - (b) the securities trading policy (available at <https://www.australiacloud.com.au>); and
 - (c) the continuous disclosure policy (available at <https://www.australiacloud.com.au>).
- 1.5 A copy of this Policy is accessible to all officers and employees of the Company via the Company's website (available at <https://www.australiacloud.com.au>).
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2. Interaction with Whistleblowing Legislation

- 2.1 There are specific provisions under Australian legislation which provide whistleblowers with legal rights in relation to certain types of disclosures.
- 2.2 For the Company, the relevant legislation is sections 1317AA to 1317AJ of the *Corporations Act 2001* (Cth) (**Corporations Act**) and sections 14ZZT to 14ZZE of the *Taxation Administration Act 1953* (Cth) (together, the **Whistleblowing Legislation**). The protections under the Whistleblowing Legislation only apply to certain types of disclosures, known as **Qualifying Disclosures**. To assist the Company's staff to understand when those statutory protections are available, additional information about the Whistleblowing Legislation is set out in the Annexure and the Company have identified in this Policy where there are specific requirements under the Whistleblowing Legislation for a report to be a Qualifying Disclosure.
- 2.3 This Policy contains a summary of parts of the Whistleblowing Legislation. Further detail can be found in the text of the Whistleblowing Legislation. This Policy is not intended to override any rights or obligations which may arise under the Whistleblowing Legislation.

3. Reporting conduct

What is Reportable Conduct?

- 3.1 It is important that the Company is aware of any information which allows it to appropriately manage risks to its employees, its customers, its property, its business and its reputation.
- 3.2 If you have reasonable grounds to suspect that you have information concerning:
- (a) misconduct (which includes fraud, negligence, default, breach of trust and breach of duty) or an improper state of affairs in relation to the Company or any related body corporate of the Company; or
 - (b) misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company (**Tax Disclosures**),
- then this is **Reportable Conduct** for the purposes of this Policy. The Reportable Conduct described above would also be a 'disclosable matter' under the Whistleblowing Legislation. Disclosures that are not about 'disclosable matters' do not qualify for protection under the Whistleblowing Legislation.
- 3.3 In addition, you should also report any other conduct or activity which you reasonably believe poses a significant risk to the Company's employees, the community, or the Company's property, operations, or reputation. Reports in relation to such conduct will be treated by the Company as Reportable Conduct under this Policy even if the conduct reported is not a disclosable matter under the Whistleblowing Legislation.
- 3.4 Examples of Reportable Conduct under this Policy may include:
- (a) dishonest, corrupt, fraudulent or unlawful conduct or practices, including bribery;
 - (b) financial irregularities;
 - (c) unfair, dishonest or unethical dealings with a customer or third party;
 - (d) unethical or serious improper conduct including breaches of any legal or regulatory obligations, breaches of the Company's internal policies (such as the Company's anti-bribery and corruption policy) and engaging in misleading or deceptive conduct especially in relation to accounting or financial reporting practices;
 - (e) any other kind of serious impropriety; or
 - (f) any other conduct or act that may cause loss to the Company or which may otherwise be detrimental to the Company's interests including unsafe work practices or abuse of the Company's property or resources.
- 3.5 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. Some additional examples of Reportable Conduct have been included in the Annexure.

- 3.6 The Company expects all employee and officers to report any Reportable Conduct. Failure to report such conduct may result in disciplinary action.
- 3.7 A whistleblower is encouraged to reveal, at the outset, any personal interest or involvement they may have in the matter. A failure to disclose any personal interests will not prevent the reported disclosure being investigated pursuant to this Policy.

What matters should not be reported under this Policy?

- 3.8 Personal work-related grievances should not be reported under this Policy and are not protected under the Whistleblowing Legislation. Personal work-related grievances are those that relate to the whistleblower's current or former employment and have, or tend to have, implications for the whistleblower personally, but do not have any other significant implications for the Company (or another entity), or relate to any conduct, or alleged conduct, about a disclosable matter.
- 3.9 Some examples of matters which **should not** be reported under this Policy include:
- (a) a staff member's dissatisfaction with their pay (unless the staff member's grievance relates to discriminatory conduct);
 - (b) a staff member's failure to receive a promotion on grounds unrelated to discriminating conduct; and
 - (c) an interpersonal conflict between the whistleblower and another staff member.
- 3.10 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 Company 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 whistleblower's personal circumstances;
 - (c) the whistleblower suffers from or is threatened with detriment for making a disclosure; or
 - (d) the whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Who can make a report of Reportable Conduct?

- 3.11 The following people are eligible to make reports under this Policy:
- (a) an officer of the Company (which includes members of the Company's board of directors (**Board**) and the Company Secretary);
 - (b) an employee of the Company;
 - (c) an individual who supplies services or goods to the Company;
 - (d) an employee of a supplier of services or goods to the Company;
 - (e) an individual who is an associate of the Company (which includes directors and secretaries of both the Company and any related bodies corporate);

- (f) a spouse, child or other relative of an individual listed above;
- (g) a dependant of any individual listed above or of their spouse; or
- (h) someone who was formerly any of the above (e.g. a former employee of the Company).

3.12 Under the Whistleblowing Legislation, the persons listed above are all **eligible whistleblowers** (including in relation to Tax Disclosures).

How to report Reportable Conduct

3.13 Reports of known or suspected Reportable Conduct can be made confidentially and anonymously at any time (whether during or outside office hours) to the Chair, Cathie Reid (email: Cathie.Reid@icongroup.global; tel: +61 412 243 183).

3.14 Whistleblowers are encouraged to report any disclosure via the methods set out in section 3.13 above. The making of a report via any of those methods will mean that it has been made to an **eligible recipient** under the Whistleblowing Legislation. The role of an eligible recipient is to receive disclosures that qualify for protection.

3.15 Under the Whistleblowing Legislation, whistleblowers may also report such information to the following additional '**eligible recipients**':

- (a) an officer of the Company and related bodies corporate (including senior executives of the Company and the Board);
- (b) an auditor, or a member of an audit team conducting an audit of the Company or any related body corporate of the Company;
- (c) an actuary of the Company or any related body corporate of the Company;
- (d) any person authorised by the Company to receive disclosures (being those persons nominated in section 3.13 above); or
- (e) a senior manager of the Company or any related body corporate of the Company (noting that senior managers are generally those people who make, or participate in making of, significant business decisions of the Company).

3.16 A report must be made directly to an eligible recipient for the disclosure to qualify for protection under the Whistleblowing Legislation. The protections apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act).

3.17 Where the information to be reported is a Tax Disclosure, whistleblowers are still encouraged to report any disclosure to via the methods set out above in section 3.13.

3.18 Additionally, the Whistleblowing Legislation allows whistleblowers to make Tax Disclosures to the following '**eligible recipients**':

- (a) a registered tax agent or Business Activity Statement (**BAS**) agent who provides tax agent services or BAS services to the Company;
- (b) a senior manager of the Company as described above in section 3.15(e);
- (c) any other employee or officer (within the meaning of the Corporations Act) of the Company who has functions or duties that relate to the tax affairs of the Company.

- 3.19 Under the Whistleblowing Legislation, whistleblowers may also report disclosable matters to:
- (a) the Australian Securities and Investments Commission (**ASIC**);
 - (b) the Australian Prudential Regulation Authority (**APRA**);
 - (c) in relation to Tax Disclosures, the Commissioner of Taxation (**ATO**); or
 - (d) any other prescribed Commonwealth authority or regulator.
- 3.20 However, if a whistleblowing report is made to one of these regulators, the Company will not automatically become aware of that report and therefore may not be able to respond to it in accordance with this Policy.
- 3.21 Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are also protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter').

How to make a report

- 3.22 Disclosures are most useful when they include key information that offers actionable insight. Disclosures should include as much of the following information as possible if known by the person reporting the misconduct:
- (a) **What occurred** – Describe the act that is suspected or has been witnessed. It is useful to also describe what should have happened, so the report taker is clear about the nature of misconduct being described. Report what occurred, the sequence of events leading up to witnessing the act, steps observed, and any actions taken to confirm suspicions or observations.
 - (b) **How the misconduct was executed** – Describe any factors that may have enabled the misconduct or contributed to misconduct going undetected, being concealed or being previously unidentified.
 - (c) **Where it occurred** – Describe the physical location/address that the misconduct occurred, the work location of those perpetrating misconduct, or the location where the misconduct was observed.
 - (d) **When the misconduct occurred** – Include key dates of actions suspected or observed relating to the misconduct being disclosed. If a series of events occurred, offer these in chronological order if possible.
 - (e) **Who was involved** – Offer names and job titles of those associated with the misconduct if known or information that may help identify those that may have been associated with the misconduct. Also offer names of others that may have witnessed or played a role in the acts being reported.

No time limit on reports

- 3.23 There is no time limit associated with making whistleblowing reports. However, the sooner misconduct is reported and the more likely it is that reliable evidence will be able to be gathered as part of any investigation and the Company can address the matter.
- 3.24 There may be limitations regarding legal action that can be taken in response to proven allegations but this should not deter whistleblowers from making a disclosure

about misconduct they have reasonable grounds to believe occurred. All disclosures can assist the Company to refresh risk management monitoring, training and controls.

Anonymous reports

- 3.25 Whistleblowers are able to make an anonymous report and they will still be entitled to the protections set out in this Policy and under the Whistleblowing Legislation if the other requirements for making the disclosure are complied with.
- 3.26 However, if the whistleblower's identity is not provided when making a whistleblowing report this:
- (a) will prevent the Company from re-contacting the whistleblower confidentially to clarify or confirm information supplied;
 - (b) may impact on the Company's ability to proceed with investigation (for example, if there are gaps in information supplied that cannot be clarified directly in confidence with a whistleblower);
 - (c) will prevent the Company from updating the whistleblower on the Company's efforts taken in response to their disclosure; and
 - (d) may affect the Company's ability to take steps to protect the whistleblower from detriment.
- 3.27 If a whistleblower wants to maintain complete anonymity when making a disclosure, we suggest the whistleblower submits their disclosure on an anonymous basis via the methods outlined above in section 3.13, or if a disclosure is being made to any other 'eligible recipient' listed in sections 3.15 and 3.18 above:
- (a) submits their disclosure from a computer not connected to the Company's network;
 - (b) if making the disclosure by phone, calls from an unlisted number;
 - (c) if submitting an email, uses a private email address not one connected to the Company's network; and
 - (d) refrains from telling others that they have filed a whistleblowing disclosure.
- 3.28 In such circumstances, the Company recommends that the whistleblower maintain ongoing communication with the Company, so that the Company can ask follow-up questions or provide feedback. A whistleblower can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.
- 3.29 Even if a whistleblower does not make the report on an anonymous basis, the person receiving the report is not permitted to reveal the identity of the whistleblower, or information that is likely to lead to the identification of the whistleblower, except for in certain circumstances as set out in section 7 below.

Disclosures outside of the Company

- 3.30 Generally only reports that are made to the list of people or entities set out in sections 3.13, 3.15 and 3.18 above will ensure protections are afforded to the whistleblower making the report. Making reports to others outside the Company will not obtain the protection of the Whistleblowing Legislation or any other protections provided by this

Policy. This is because it is important to ensure that confidential information belonging to the Company is not disclosed outside of the Company.

- 3.31 There are two categories of disclosure that a whistleblower may make to a journalist or a member of parliament and still obtain the protections of the Whistleblowing Legislation. These are called 'public interest disclosures' and 'emergency disclosures', and further details are contained in the Annexure. A whistleblower should contact an independent legal practitioner before making any such disclosure.
- 3.32 Unless a disclosure is being made under those provisions, speaking to a journalist or a member of parliament about confidential information in relation to the Company without authorisation is not permitted and may be a disciplinary offence.

4. Investigation of Reportable Conduct

- 4.1 All reports made under this Policy will be reviewed and, where appropriate, will be investigated at the earliest opportunity. Any findings will be managed promptly and reported to the Company's audit and risk committee and the Board, as appropriate, having regard to the nature of the disclosure. The way a disclosure is managed depends on what it involves and will be dealt with on a case by case basis. The Company will assess each disclosure to determine whether it qualifies for protection, and whether a formal, in-depth investigation is required. The Company will ensure appropriate records and documentation in respect of an investigation are maintained, having regard to the nature of the disclosure.
- 4.2 Where appropriate, the Company will provide feedback to the whistleblower about the progress of the investigation and/or the outcome, subject to confidentiality considerations of the individuals allegedly engaging in Reportable Conduct. The frequency and timing of feedback may vary depending on the nature of the disclosure.
- 4.3 In order to ensure that any investigations and actions undertaken are fair and unbiased, it may be necessary to:
- (a) obtain specialist, independent advice including trained investigation staff from either inside the Company or refer the matter confidentially to a third-party investigation firm, if deemed appropriate having regard to the nature of the Reportable Conduct;
 - (b) appoint a person to assist in the investigation of a matter the subject of a report; or
 - (c) refer the matter to the police or law enforcement where disclosures refer to criminal behaviour.
- 4.4 In the conduct of an investigation, the Company may proceed as follows:
- (a) speak to anyone who may be affected or involved in the disclosure so that they are provided with the opportunity to respond to the allegation(s);
 - (b) consider these responses; and
 - (c) speak to witnesses (where there is a dispute as to the facts surrounding the allegations).

- 4.5 In certain circumstances, where the Company decides it is appropriate to do so, it may also place any persons affected by the report or the whistleblower on paid leave during part or all of the investigation.
- 4.6 Any whistleblowers who reveal their identity may be asked to participate in subsequent confidential interview(s) in relation to the claims made in the disclosure including to clarify facts supplied in order to proceed with further investigation.
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5. Fair treatment of employees that are the subject of a disclosure

- 5.1 The Company is also committed to ensuring the fair treatment of employees and other persons engaged by the Company who are mentioned in reports of Reportable Conduct, or to whom such disclosures relate. Fair treatment of those persons implicated in a misconduct disclosure includes but is not limited to the following:
- (a) the opportunity to be 'heard' on, and respond to the allegations as against them before any adverse findings are made against them; and
 - (b) the opportunity to have their responses considered by the Company and, in appropriate circumstances, investigated.
- 5.2 During any investigation into a disclosure of Reportable Conduct, the Company extends support and protection to employees, officers and others engaged by the Company and implicated in the report until such investigation has concluded and claims have been proven or dismissed. Any suspected adverse or detrimental treatment in this regard should be reported to the Company Secretary so that these matters may be addressed.
- 5.3 The Company will endeavour to respond promptly to any complaints raised by parties who are the subject of a disclosure where such party has concerns about unfair treatment in the context of assessment of, and investigation into, the Reportable Conduct.
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6. Proven misconduct

- 6.1 The Company reserves the right to institute performance management or take other disciplinary action, including termination of employment or engagement, in relation to those found to have committed corporate misconduct.
- 6.2 The Company also reserves the right to refer matters to law enforcement or regulatory bodies at any time should the misconduct in the Company's reasonable opinion warrant such a referral.
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7. Protection of whistleblowers

Protecting confidentiality

- 7.1 You may choose to make a report on an anonymous basis, however, as noted in section 3.26, there are a number of advantages in connection with the investigation process if you disclose your identity.
- 7.2 If you do disclose your identity and you are an 'eligible whistleblower' who is making a disclosure protected by the Whistleblowing Legislation via the methods set out in section 3.13 above or to other 'eligible recipients', the recipient has an obligation to

keep your identity confidential. This includes keeping information which could lead to the disclosure of your identity confidential, including by redacting your personal information, storing all paper and electronic documents and other materials relating to disclosures securely, referring to you in a gender-neutral context, and ensuring the handling and investigating of the disclosure by a restricted number of trained staff.

- 7.3 The Company has the legal right to share a whistleblower's identity if reasonably necessary to refer an incident to authorities (such as ASIC, APRA, and the Australian Federal Police or other prescribed body) who may wish to pursue the matter.
- 7.4 Under the Whistleblowing Legislation, it is also permissible to:
- (a) disclose information regarding the suspected or actual wrongdoing disclosed without revealing the whistleblower's identity or information that is likely to lead to the identification of the whistleblower;
 - (b) disclose information other than the whistleblower's identity if it is reasonably necessary for the purposes of the investigation and all reasonable steps are taken to reduce the risk that the whistleblower will be identified;
 - (c) disclose the identity of a whistleblower, or information likely to lead to his or her identification to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the disclosure; or
 - (d) disclose the identity of a whistleblower where such disclosure is made with the consent of the whistleblower.
- 7.5 In order to allow for a proper investigation of the matter, and to provide support to the whistleblower, the recipient of the disclosure may ask the whistleblower to consent to the disclosure of their identity to specific individuals, such as:
- (a) the Company Secretary and/or the Chair; and
 - (b) any other persons reasonably necessary for the purposes of investigating matters the subject of the disclosure.
- 7.6 If you are the recipient of a report from a whistleblower relating to Reportable Conduct you must not reveal the identity, or information that is likely to lead to identification, of the whistleblower without the written consent of the whistleblower or without the express permission from the Company Secretary to make the disclosure. Such action may constitute a criminal offence, and a whistleblower may lodge a complaint with a regulator, such as ASIC, APRA, or the ATO, for investigation.
- 7.7 Whistleblowers can be assured that any information released in breach of this Policy will be treated seriously and may result in disciplinary action, potentially including dismissal. A breach of this Policy may in certain circumstances also result in criminal sanctions.

General protections

- 7.8 The Company is committed to protecting and respecting the rights of a person who reports Reportable Conduct. The Company will not tolerate any detriment caused, or threatened to be caused against any person who has made or who is believed to have made a report regarding Reportable Conduct. Under the Whistleblowing Legislation, "detriment" is defined to include, without limitation, any of the following:
- (a) dismissal;

- (b) injuring an employee in their employment (for example, not giving an employee legal entitlements such as pay or leave);
- (c) changing an employee's job to their disadvantage;
- (d) offering a potential employee different (and unfair) terms and conditions for the job, compared to other employees;
- (e) discriminating between employees to the disadvantage of a whistleblower;
- (f) harassment or intimidation of a person;
- (g) harm or injury to a person, including psychological harm;
- (h) not hiring someone because they have been a whistleblower;
- (i) damage to a person's property, reputation, business or financial position; or
- (j) any other damage to a person.

7.9 The Company will endeavour to protect whistleblowers from detriment, and take steps to do so having regard to the particular circumstances. For example, the Company may allow the whistleblower to work remotely, re-assign the whistleblower or other staff member(s) involved in the disclosable matter, or make other modifications to the whistleblower's workplace or the way they perform their work duties.

7.10 Any victimisation, retaliation or detriment caused or threatened to be caused in reprisal for a report regarding Reportable Conduct being made under this Policy will be treated as misconduct and may result in disciplinary action, which may include dismissal (or termination of engagement).

7.11 If you experience or discover any such detrimental conduct, or potential conduct, you should report it immediately via the methods set out in section 3.13 above. A whistleblower may also seek independent legal advice or contact regulatory bodies such as ASIC, APRA, or the ATO, if they believe they have suffered detriment.

7.12 Examples of actions that **are not** detrimental conduct include:

- (a) administrative action that is reasonable for the purpose of protecting a whistleblower from detriment (for example, moving a whistleblower who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- (b) managing a whistleblower's unsatisfactory work performance, if the action is taken in accordance with the Company's performance management framework.

Potential fines

7.13 In addition to potential disciplinary action, significant penalties may apply to persons who fail to maintain whistleblower protections under Whistleblowing Legislation.

7.14 Such fines and associated liability will remain the responsibility of the employee and will not be paid by the Company.

Support of whistleblowers

- 7.15 The Company firmly believes that those who reasonably suspect or witness misconduct should be able to report their suspicions with the confidence that they will be supported, and not punished or discriminated against for making a disclosure.
- 7.16 Whistleblowers are encouraged to raise any concerns arising out of a disclosure (or anticipated disclosure) or any subsequent investigation process via the methods set out in section 3.13 above.
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8. Criminal or civil liability

- 8.1 The whistleblower is not protected from civil or criminal liability for any of his or her conduct which may be revealed by their disclosure. However, if a whistleblower reports such conduct and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions which may be taken against them.
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9. False reports

- 9.1 Whistleblowers must have reasonable grounds for the claims made in their disclosures. A whistleblower can still qualify for protection, even if their disclosure turns out to be incorrect.
- 9.2 Where it is shown that a person making a report has made malicious, false or vexatious allegations of improper conduct, then the making of that report will be considered a serious matter and may render the person concerned subject to disciplinary proceedings which may include demotion, suspension or termination of employment. However no action will be taken against an employee who makes a report, based on reasonable grounds to suspect misconduct or an improper state of affairs, which is not substantiated in a subsequent investigation.
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10. Training

Employee whistleblowing training

- 10.1 The Company will conduct regular training for employees on this Policy and their rights and obligations under it. This training will include, but is not limited to, information on the following:
- (a) the legislative whistleblowing regime and how this Policy interacts with statutory protections;
 - (b) the kinds of matters that are disclosable under this Policy and the Whistleblowing Legislation;
 - (c) the process of making a disclosure (including to whom a disclosure can be made);
 - (d) the Company's investigation processes; and
 - (e) support that the Company offers to whistleblowers and persons who are the subject of a disclosure.

Recipient whistleblowing training

- 10.2 The Company will conduct regular training for those persons who may receive whistleblowing reports. This training will include, but is not limited to, the following:
- (a) how to receive reports and obtain essential information;
 - (b) how best to protect the anonymity of the whistleblower (if an anonymous disclosure has been made) and the confidential nature of the disclosure;
 - (c) how to assist with, and where appropriate, conduct the investigation process; and
 - (d) how to provide continued support to whistleblowers and persons who are the subject of a disclosure.
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11. Review of Policy

The Company Secretary, in consultation with the Company's audit and risk committee, will review this Policy periodically to ensure that it is operating effectively and recommend to the Board any changes they consider appropriate. This Policy may be amended by resolution of the Board.

12. Questions

- 12.1 For questions about the operation of this Policy or its application in any particular situation, please contact the Company Secretary. You can also contact the Company Secretary or an independent legal practitioner if you require any further information before formally making a disclosure.

ANNEXURE

Additional information about the Whistleblowing Legislation

1. Whistleblowing Legislation

- 1.1 The protections under the Whistleblowing Legislation only apply to certain types of disclosures, known as 'Qualifying Disclosures'. Although this Policy contains a summary of the relevant sections of those laws you should refer to the law itself for more information.
- 1.2 If a whistleblower makes a Qualifying Disclosure (the requirements for which are summarised below), they will be entitled to protections under the Whistleblowing Legislation.
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2. Qualifying Disclosures

- 2.1 For a whistleblower to obtain the protections set out in the Whistleblowing Legislation, the whistleblower must:
- (a) be an 'eligible whistleblower' - a list of eligible whistleblowers for the Company is set out above in section 3.11 of the Policy;
 - (b) be reporting on a 'disclosable matter' - a 'disclosable matter' is one that relates to misconduct (including fraud, negligence, default, breach of trust or duty) or an improper state of affairs in relation to the Company or any related body corporate of the Company; and
 - (c) report that disclosable matter to an 'eligible recipient' - a list of eligible recipients for the Company is set out above at sections 3.13, 3.15 and 3.18 of the Policy.
- 2.2 If a whistleblower meets these three criteria they have made a 'Qualifying Disclosure' and are entitled to protections under the Whistleblowing Legislation.
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3. Additional examples of Reportable Conduct

- 3.1 The following are some examples of conduct where if you had reasonable grounds to suspect they had occurred that would be a disclosable matter if reported:
- (a) an offence against or a contravention of the Corporations Act or the *Australian Securities and Investments Commission Act 2001* (Cth) - this would include conduct such as misleading and deceptive conduct, insider dealing and market manipulation;
 - (b) an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more - this would include conduct such as bribery of a Commonwealth Public Official; or
 - (c) conduct that represents a danger to the public or the financial system.
- 3.2 In relation to Tax Disclosures, the whistleblower must have information relating to misconduct, or an improper state of affairs or circumstances, in relation to the tax

affairs of the Company or an associate of the Company. The whistleblower must consider the information they possess may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company.

- 3.3 'Personal work-related grievances' are excluded from whistleblowing protections and, except as set out in section 3.10 of this Policy, **should not be reported** under this Policy. Personal work-related grievances are generally those grievances about any matter in relation to the whistleblower's employment (or former employment), having implications for the whistleblower personally (e.g. a staff member's dissatisfaction with their pay).

4. Protections afforded to the Whistleblower

Legal immunity

- 4.1 Whistleblowers who make a Qualifying Disclosure will not be subject to any civil, criminal or administrative liability for making the disclosure. No contractual or other remedy may be enforced against them on the basis of their disclosure.
- 4.2 As set out in section 8.1 of this Policy, there is no immunity from any action in relation to misconduct that the whistleblower was involved in which is revealed in their disclosure, but Qualifying Disclosures will be inadmissible in relation to any such proceedings.

Confidentiality and anonymity

- 4.3 Revealing the whistleblower's identity, or any information which is likely to lead to their identification, constitutes a criminal and civil offence.

Protection from detrimental conduct

- 4.4 Causing 'detriment', or threatening such conduct, to any person because it is believed that a disclosure has been made under this Policy, constitutes a criminal and civil offence.

Compensation and other remedies

- 4.5 A whistleblower may seek compensation and other remedies through courts if they suffer loss, damage or injury because of a disclosure, or if the Company fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

5. Public interest and emergency disclosures

- 5.1 Under the Whistleblowing Legislation there are two categories of protected disclosures which will protect whistleblowers who report to a journalist or a member of parliament. Except for these protected disclosures, disclosures to journalists or parliamentarians are not permitted unless expressly authorised by the Company Secretary.

Public interest disclosure

- 5.2 This category allows a whistleblower to make a disclosure to a journalist or parliamentarian if:
- the whistleblower has previously made a disclosure to ASIC, APRA or any other prescribed Commonwealth authority;
 - at least 90 days have passed since the disclosure was made to ASIC, APRA or any other prescribed Commonwealth authority;
 - the whistleblower does not have reasonable grounds to believe that action is being taken to address the matters to which the previous disclosure related;
 - the whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest; and
 - following the end of the 90 day period, the whistleblower gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make a public interest disclosure.

Emergency disclosure

- 5.3 This category allows a whistleblower to make a disclosure to a journalist or a parliamentarian if:
- the whistleblower has previously made a disclosure to ASIC, APRA or any other prescribed Commonwealth authority;
 - the whistleblower 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; and
 - the whistleblower gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make an emergency disclosure.
- 5.4 For both Public Interest and Emergency Disclosures, the extent of the information disclosed must be no greater than is necessary to appropriately inform the recipient of the relevant misconduct or substantial imminent danger.

6. Penalties

- 6.1 Under the Whistleblowing Legislation, a person may bring civil proceedings for a compensation order or pursue civil penalties even when a criminal prosecution has not been, or cannot be, pursued.

Contravention	Penalty
Civil penalty provisions (Corporations Act)	
Breach of confidentiality of identity of whistleblower	For an individual: <ul style="list-style-type: none"> 5,000 penalty units (\$1.11 million); or

Contravention	Penalty
Victimisation or threatened victimisation of whistleblower	<ul style="list-style-type: none"> • three times the benefit derived or detriment avoided. For a body corporate: <ul style="list-style-type: none"> • 50,000 penalty units (\$11.1 million); or • three times the benefit derived or detriment avoided; or • 10% of the body corporate's annual turnover up to 2.5 million penalty units (\$555 million).
Criminal offences (generally under the Corporations Act and the <i>Taxation Administration Act 1953 (Cth)</i>)	
Breach of confidentiality of identity of whistleblower	<ul style="list-style-type: none"> • 60 penalty units (\$13,320); or • six months imprisonment; or • both.
Victimisation or threatened victimisation of whistleblower	<ul style="list-style-type: none"> • 240 penalty units (\$53,280); or • two years imprisonment; or • both.