

# TEN SIXTY FOUR LIMITED (ACN 099 377 849)

## Whistleblower Policy

### 1. INTRODUCTION

Ten Sixty Four Limited (the "Company") has put this Whistleblower Policy ("Policy") in place to encourage and support you to report suspected wrongdoing as soon as possible. The Company treats seriously all concerns raised and relies on you to raise your concerns so that it can deal with any substantiated wrongdoing within the Company.

### 2. PURPOSE OF THIS POLICY

The purpose of this Policy is to:

- (a) promote a culture of ethical behaviour and accountability, deter wrongdoing and address wrongdoing when it occurs;
- (b) ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported; and
- (c) support the Company's Code of Conduct.

This Policy:

- (a) sets out details of the avenues available to you for raising any concerns of suspected wrongdoing; and
- (b) explains how the Company will deal with disclosures it receives.

This Policy applies to the Company and its related bodies corporate, and references to the "Company" should be read accordingly.

### 3. CAN I MAKE A PROTECTED DISCLOSURE?

In Australia, the *Corporations Act 2001* (Cth) ("**Corporations Act**") and the *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**") provide for protection of whistleblowers ("**Whistleblower Regime**").

Disclosures made on or after 1 July 2019 in accordance with the requirements of the Whistleblower Regime are called "protected disclosures".

You can make a "protected disclosure" under the Whistleblower Regime if:

- (a) you are an "eligible whistleblower"; and
- (b) the disclosure you make is about a "disclosable matter"; and
- (c) you make the disclosure to a person who is eligible to receive a protected disclosure.

Each of these requirements is explained further below.

#### 3.1 Who is an "eligible whistleblower"?

You are an "eligible whistleblower" if you are, or have previously been:

- (a) an officer of the Company;

- (b) an employee of the Company;
- (c) a person who supplies goods or services to the Company (whether paid or unpaid), and employees of those suppliers;
- (d) an individual who is an associate of the Company;
- (e) either:
  - (i) in relation to the Corporations Act, a relative, dependant, or spouse of any of the individuals listed in paragraphs (a)-(d), or a dependent of a spouse of any of the individuals listed in paragraphs (a)-(d); or
  - (ii) in relation to the Tax Administration Act, a spouse, child or dependant of any of the individuals listed in paragraphs (a)-(d), or a dependent of a spouse of any of the individuals listed in paragraphs (a)-(d).

### 3.2 When is a disclosure about a disclosable matter?

Only disclosures of certain types of information will qualify for protection under the Australian whistleblower laws.

#### (a) **What is a "disclosable matter" under the Corporations Act?**

Information is a "disclosable matter" under the Corporations Act if the eligible whistleblower has reasonable grounds to suspect that the information disclosed:

- (i) concerns misconduct or an improper state of affairs or circumstances in relation to the Company; or

#### **Examples of misconduct or an improper state of affairs or circumstances**

Misconduct includes fraud, negligence, default, breach of trust and breach of duty. Conduct does not necessarily need to be "unlawful" to fall within the scope of "misconduct or an improper state of affairs or circumstances", and may include:

- systemic improper conduct within the Company that is causing, or may cause, harm;
- conduct that indicates a significant risk to public safety or the stability of, or confidence in, the financial system;
- conduct that is not in the interests of the public; and
- unsafe work practices and other significant safety concerns.

- (ii) indicates that the Company or any employee or officer has engaged in conduct that:
  - (A) constitutes a contravention of specific legislation, including the Corporations Act and the *Australian Securities and Investments Commission Act 2001* (Cth); or
  - (B) constitutes an offence against any other law of the Commonwealth that is punishable by at least 12 months' imprisonment; or
  - (C) represents a danger to the public or the financial system.

An example of where you will be unlikely to have "reasonable grounds" to suspect alleged wrongdoing is where you make a deliberately false report. However, a whistleblower can qualify for protection even if a disclosure turns out to be incorrect provided they had reasonable grounds to suspect alleged wrongdoing.

### Examples of disclosable matters

Certain disclosable matters that may arise include:

- illegal conduct, such as theft;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;
- failure to comply with or breach of legal or regulatory requirements; and
- 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.

(b) ***What types of matters do not qualify for legal protection under the Corporations Act?***

Except in certain circumstances, a personal work-related grievance (for example a disclosure about an interpersonal conflict or a disciplinary decision) will not be protected.

Personal work-related grievances are grievances that relate to the whistleblower's current or former employment and have, or tend to have, implications for the whistleblower personally, but do not:

- (i) have any other significant implications for the entity (or another entity); or
- (ii) relate to any conduct, or alleged conduct, about a disclosable matter.

### Examples of personal work-related grievances

Examples of personal work-related grievances include:

- an interpersonal conflict between the whistleblower and another employee;
- a decision relating to the engagement, transfer or promotion of the whistleblower;
- a decision relating to the terms and conditions of engagement of the whistleblower;
- a decision to suspend or terminate the engagement of the whistleblower, or otherwise to discipline the whistleblower.

A personal work-related grievance may still qualify for protection if:

- (i) it includes information about misconduct in relation to the Company (that is, it is a mixed report);
- (ii) the entity is alleged to have breached Commonwealth laws punishable by imprisonment for a period of 12 months or more, is alleged to have breached specific legislation, including the Corporations Act or is alleged to have engaged in conduct that represents a danger to the public or financial system;
- (iii) the discloser suffers from, or is threatened with detriment for, making a disclosure; or
- (iv) the disclosure is made to a legal adviser in the course of seeking legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

(c) **What is a "disclosable matter" under the Tax Administration Act?**

Information is a "disclosable matter" under the Tax Administration Act if:

- (i) the eligible whistleblower has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to the tax affairs of the Company or an associate of the Company; and
- (ii) the eligible whistleblower considers that the information may assist the eligible recipient to perform their functions or duties in relation to the tax affairs of the Company or an associate of the Company.

(d) **Who is authorised to receive a protected disclosure?**

The following individual has been appointed as the main recipient for the Company for the purposes of receiving protected disclosures under the Corporations Act and the Tax Administration Act:

- (i) Andrew Hunt (Non-Executive Director):

Contact no: (08) 9474 1330

- (ii) The Board will be informed by the Non-Executive Director of material incidents reported.

The Company encourages all eligible whistleblowers to contact the above individuals in the first instance when raising a concern under this Policy.

If you feel uncomfortable reporting a matter to one of the above individuals, protected disclosures can be made to the Company through one of the following contacts:

Recipient	Corporations Act disclosures (explained in paragraph 3.2(a))	Tax Administration Act disclosures (explained paragraph 3.2(b))
A director or company secretary of the Company	✓	✓
An officer of the Company	✓	✗
A senior manager of the Company (this will include Chief Executive Officer)	✓	✓
An employee or officer of the Company who has functions or duties that relate to the tax affairs of the Company (this will include Chief Financial Officer)	✗	✓

The Company takes all protected disclosures seriously and will not tolerate any behaviour which constitutes misconduct or an improper state of affairs or circumstances in relation to the Company. The Company accordingly encourages its employees and others to raise their concerns directly with an eligible recipient of the Company as outlined above, as this enables the Company to address any wrongdoing as early as possible.

An eligible whistleblower may also make a protected disclosure to the following persons.

Recipient	Corporations Act disclosures (explained in paragraph 3.2(a))	Tax Administration Act disclosures (explained paragraph 3.2(b))
The Australian Securities and Investments Commission ( <b>ASIC</b> ) or the Australian Prudential Regulation Authority ( <b>APRA</b> )	✓	✗
An actuary of the Company	✓	✗
An auditor, or a member of an audit team conducting an audit, of the Company	✓	✓
A registered tax agent or BAS agent who provides tax agent services or BAS services to the Company (as each of those terms is defined in the <i>Tax Agent Services Act 2009</i> (Cth))	✗	✓
The Commissioner of Taxation	✗	✓
A legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to the Whistleblower Regime	✓	✓

In limited circumstances, a whistleblower may make a disclosure to a journalist or a member of Parliament where such disclosure is a "public interest disclosure" or an "emergency disclosure". This would need to meet the strict criteria set out under the Corporations Act. We recommend that you contact an independent legal adviser if you wish to obtain further information regarding the strict criteria for making a protected disclosure to a journalist or member of Parliament.

Other persons to whom disclosures may be made may be prescribed by the regulations from time to time.

#### 4. HOW MAY DISCLOSURES BE MADE?

There is no requirement for disclosures to be made in a particular form. Disclosures may be made in writing (eg. via email), in person or via telephone.

You may make a protected disclosure on an anonymous basis. A whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.

However, we want you as a whistleblower to feel comfortable raising your concern openly as anonymous disclosures may not be dealt with as effectively as direct reports to an eligible recipient within the Company. The Company also confirms that all whistleblowers who disclose their identity while making a protected disclosure will be afforded confidentiality protections in respect to their identity as outlined in the next section.

#### 5. WHAT PROTECTIONS ARE AVAILABLE IF I MAKE A PROTECTED DISCLOSURE?

If you have made a protected disclosure under the Whistleblower Regime, the following legal protections will apply to you. These legal protections apply not only to internal disclosures, but also to protected

disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

## 5.1 Confidentiality regarding your identity

The Whistleblower Regime sets strict confidentiality obligations regarding your identity information if you make a protected disclosure.

It is unlawful for the Company to disclose the identity or information that may lead to the identification of a whistleblower ("**Confidential Identity Information**") unless the Company is authorised to do so under the Whistleblower Regime.

The Company may disclose Confidential Identity Information only where such disclosure is made with the consent of the whistleblower, or is made to one of the following persons.

- ASIC or APRA (in relation to disclosures under the Corporations Act).
- A member of the Australian Federal Police.
- Any person or body prescribed by regulations from time to time.
- A legal practitioner (for the purposes of obtaining legal advice or legal representation about the Whistleblower Regime).
- The Commissioner of Taxation (in relation to disclosures under the Tax Administration Act).

In addition, the Company can disclose the information contained in a disclosure with or without the whistleblower's consent if:

- (a) the information does not disclose the whistleblower's identity;
- (b) the entity has taken all reasonable steps to reduce the risk that the whistleblower 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 whistleblower, or to disclose information that is likely to lead to the identification of the whistleblower, outside of these exceptions.

Whistleblowers can lodge a complaint in respect of a breach of confidentiality by notifying Andrew Hunt. Contact details are provided in clause 3.2 (d). Additionally, whistleblowers may lodge a complaint with regulators such as ASIC, APRA or the Australian Taxation Office.

If you do disclose your identity when making a protected disclosure, the person who received your disclosure will treat your identity confidentially in accordance with the above confidentiality protections. This includes how the Company will handle and store documents regarding your protected disclosure.

In some circumstances, it may be necessary for the Company to request your consent to disclose your identity in order to effectively progress with dealing with your protected disclosure. You are under no obligation to provide your consent, but we encourage you do so as it will enable us to fully investigate a protected disclosure and take appropriate action.

If you do not consent to the disclosure of your identity, the matter may nevertheless be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk of you being identified as a result of the investigation.

## 5.2 Protection from legal action

Eligible whistleblowers who make a protected disclosure under the Whistleblower Regime are protected from certain legal action taken by the Company or any individuals for making the disclosure, including:

- (a) civil, criminal, and administrative (including disciplinary) action against the whistleblower; and
- (b) contractual action, including termination of a contract on the basis that making a disclosure is a breach of that contract.

These protections do not grant immunity for any misconduct that a whistleblower has engaged in that is revealed in their disclosure.

## 5.3 Protection from detrimental acts and omissions

### *Causing detriment*

It is unlawful for a person ("first person") to engage in any conduct that causes detriment to another person ("second person") where:

- (a) the first person believes or suspects that the second person or any other person made, may have made, proposes to make or could make a protected disclosure; and
- (b) that belief or suspicion is the reason, or part of the reason for the conduct.

### *Threatening to cause detriment*

It is unlawful for a person ("first person") to make to another person ("second person") a threat to cause any detriment to the second person or any other person (whether express or implied, conditional or unconditional) where the first person:

- (a) intends the second person to fear, or is reckless as to causing the second person to fear, that the threat will be carried out; and
- (b) makes the threat because a person makes, or may make, a protected disclosure.

### Meaning of "detriment"

"Detriment" is defined under the Whistleblower Regime to include (without limitation):

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees of the same employer;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; or
- any other damage to a person.

However, detrimental conduct will not include (among other things):

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

### Penalties

Penalties apply for engaging in any of the conduct referred to above. Any person involved in the contravention may be found liable.

#### 5.4 Compensation and other remedies

If a person suffers, or is threatened, detriment in contravention of the Whistleblower Regime, the person may apply to the court for an order of compensation or another remedy against those who were involved in the contravention.

#### 6. WHAT IF I MAKE A DISCLOSURE THAT DOES NOT QUALIFY FOR PROTECTION UNDER THE WHISTLEBLOWER REGIME?

If you do not meet the requirements set out in Section 3 of this Policy, then you will not qualify for the legal protections under the Corporations Act or the Tax Administration Act.

However, your disclosure may be protected under other legislation. For example, your disclosure may amount to the exercise of a workplace right. Under the *Fair Work Act 2009* (Cth), the Company is prohibited from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

#### 7. SUPPORT AND PRACTICAL PROTECTION FOR WHISTLEBLOWERS

By this Policy, the Company is committed to ensuring all personnel feel supported and able to raise issues which relate to any misconduct or improper state of affairs or circumstances within the Company.

Where a protected disclosure is made, the Company will reiterate the requirements of this Policy and the Whistleblower Regime with any person concerned in the investigation of the disclosure.

As stated in Section 8 of this Policy, the Company will conduct investigations into protected disclosures in a manner which is fair in all of the circumstances and will have regard to the protections afforded to

the whistleblower and the privacy and fair treatment of persons referred to in the disclosure, including those to whom the disclosure relates.

The Company will determine whether any disciplinary outcomes or other remedies are appropriate after an investigation into a protected disclosure is completed.

#### **Protecting a whistleblower's identity**

Practical measures the Company will take to protect a whistleblower's identity include:

- all personal information or reference to the discloser witnessing an event will be redacted;
- the discloser will be referred to in a gender-neutral context;
- where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
- disclosures will be handled and investigated by qualified staff
- all paper and electronic documents and other materials relating to disclosures will be stored securely;
- access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- only a restricted number of people who are directly involved in handling and investigating a disclosure will be 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;
- communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

#### **Protecting a whistleblower from detriment**

Practical measures the Company will take to protect a whistleblower from suffering detriment include:

- processes for assessing the risk of detriment against a discloser and other persons (eg. other staff who might be suspected to have made a disclosure), which will commence as soon as possible after receiving a disclosure;
- support services (including counselling or other professional or legal services) that are available to disclosers;
- strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- actions for protecting a discloser from risk of detriment—for example, the entity could allow 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;
- processes for ensuring 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;
- procedures on how a discloser can lodge a complaint if they have suffered detriment, and the actions the entity may take in response to such complaints (e.g. the complaint could be

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 board or audit or risk committee); and

- interventions for protecting a discloser if detriment has already occurred— for example, the entity could investigate and address the detrimental conduct, such as by taking disciplinary action, or the entity could allow the discloser to take extended leave, develop a career development plan for the discloser that includes new training and career opportunities, or offer compensation or other remedies.]

## 8. HOW THE COMPANY WILL HANDLE AND INVESTIGATE DISCLOSURES

The Company takes all protected disclosures seriously and, where appropriate, will promptly investigate protected disclosures that are reported to an eligible recipient within the Company. All investigations into protected disclosures will be conducted fairly, without any bias or prejudice against either the whistleblower or any other person allegedly involved in the matter.

The Company will need to make preliminary enquiries to:

- (a) assess whether the disclosure qualifies for protection under the Whistleblower Regime; and
- (b) determine how best to progress the issues raised in the disclosure, including whether or not a full investigation will be necessary and possible.

If an investigation is necessary and possible then, depending on the nature of the disclosable matter, a protected disclosure will be either:

- (a) investigated internally by management or
- (b) referred to an appropriate external person for investigation.

The referral of a protected disclosure for investigation will be done in accordance with the confidentiality obligations which the Company owes to the whistleblower. If compliance with the Company's confidentiality obligations will prevent it from conducting a fair investigation, the Company will discuss this with the whistleblower before progressing the matter.

It is important to understand that the Company may not be able to commence or progress with an investigation into a protected disclosure in some circumstances, for example because:

- (a) the whistleblower made the disclosure anonymously and did not provide any contact details for the Company to obtain further information from the whistleblower; or
- (b) the Company is unable to proceed with the investigation without disclosing the whistleblower's identity, but the whistleblower does not provide consent to such disclosure.

The Company will keep the whistleblower (if contactable) regularly informed of the progress of the investigation, and its expected timescale. However, confidentiality concerns, if any, may prevent the Company from providing specific details of the investigation or any disciplinary action taken as a result. Additionally, the frequency of updates and the timescale of the investigation will depend on the circumstances, including each of the factors mentioned above.

All staff should treat any information about the investigation as confidential.

## 9. FAIR TREATMENT

The Company will not tolerate any reprisal or threats of reprisal made against whistleblowers and will take appropriate steps to protect whistleblowers from such retaliation, consistent with the provisions of Section 5 of this Policy.

It is important that all investigations into protected disclosures are conducted in a procedurally fair and confidential manner, to ensure the fair treatment of any individuals named in the protected disclosure or to whom the protected disclosure relates.

No action will be taken against any individual implicated in a protected disclosure until an investigation has determined whether any allegations against them are substantiated. However, if appropriate, an implicated employee or officer may be temporarily stood down on full pay pending the outcome of the investigation.

#### **10. ACCESSING THIS POLICY**

This Policy will be made available to employees and officers of the Company on the Company's website.

#### **11. OTHER INFORMATION**

If you would like further information about how this Policy works and what it covers, please contact Andrew Hunt (refer clause 3.2 (d) for contact details) who will treat your discussions confidentially.

It is a condition of any employment by the Company that all employees comply with this Policy at all times. However, this Policy does not form part of any employee's contract of employment with the Company.

Breach of this Policy by an employee of the Company may be regarded as misconduct and may lead to disciplinary action up to and including termination of employment.

The MML board of directors, or a committee of the board established from time to time, will be informed of material incidents reported under this Policy.

#### **12. PERIOD REVIEW OF THIS POLICY**

The Company will review this Policy periodically to check whether:

- (a) this Policy is operating effectively; and
- (b) any changes to this Policy are required.