

Whistleblower Policy

Techniche Limited ABN 83 010 506 162 and its subsidiaries

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Policy history

Version	Action taken/person responsible and date
1.0	Policy adopted by the Company's board on 17 December 2019

1. Policy statement

- 1.1 This whistleblower policy applies to Techniche Limited ABN 83 010 506 162 and its subsidiaries. The Company means Techniche Limited ABN 83 010 506 162, which will perform the obligations under this policy applying to each member company in the corporate group.
- 1.2 The purpose of this policy is to:
 - (a) promote and support a culture of corporate compliance, honest and ethical behaviour;
 - (b) provide a practical tool to identify wrongdoing that may not be uncovered without a safe and secure means for disclosure;
 - (c) set out the responsibilities of the Company and Company Persons in observing and upholding our position on whistleblowing; and
 - (d) provide information and guidance to Company Persons on how to make, or support the making of, a report.
- 1.3 The aim of this policy is to help deter wrongdoing, by encouraging disclosure of wrongdoing and ensuring that anyone who makes a disclosure can do so safely, securely and with confidence that they will be protected and supported.
- 1.4 The **Definitions** in Schedule 1 explain the meaning of some terms used in this policy that have a special meaning. These terms are shown with Capitalised Letters (eg. Company Person).

2. Who can use this policy?

- 2.1 This policy can be used by all Company Persons who wish to report a Disclosable Matter relating to the Company and its operations.
- 2.2 The Company operates both in Australia and outside Australia. The application of this policy outside Australia is subject to the relevant local laws where the Company operates.

3. Guidelines

- 3.1 The **Guidelines** in Schedule 2 are for illustrative purposes, to help you to comply with this policy.
- 3.2 Have regard to the guidelines if you need assistance deciding whether to make a report or when you are making a report.

4. What types of disclosures qualify for protection?

Disclosable Matters

- 4.1 Company Persons may use this policy to report any Disclosable Matter.
- 4.2 It is important to note that:
 - (a) a Company Person must be acting honestly and have reasonable grounds to suspect the conduct he or she wishes to report;
 - (b) a Company Person's motive for making a disclosure, or their personal opinion of any person involved does not prevent them qualifying for protection under this policy.
- 4.3 Disclosures that are not about Disclosable Matters are not covered by this policy because they do not qualify for protection under the Corporations Act.
- 4.4 Disclosable Matters do not need to involve a contravention of a particular law or unlawful conduct. Disclosures related to misconduct or an improper state of affairs or circumstances may not necessarily involve unlawful conduct in relation to the Company. For example, it may indicate a systemic issue or dishonest or unethical behaviour that may cause harm.
- 4.5 For the purposes of determining whether a person has reasonable grounds for their suspicion, the Company will make an assessment on the objective reasonableness of the suspicion.

Clarifying if a matter is reportable

- 4.6 If a Company Person is unsure whether something is a Disclosable Matter, he or she should seek guidance from our Whistleblower Report Officer.
- 4.7 Failure to raise issues that should be reported under this policy may result in disciplinary action.

Deliberate false reports not tolerated

- 4.8 The Company will treat all reports of Disclosable Matters seriously and endeavour to protect anyone who raises concerns in line with this policy. A Company Person can still qualify for protection under this Policy where there disclosure turns out to incorrect.
- 4.9 However, deliberate false reports will not be tolerated. Anyone found making a deliberate false claim or report will be subject to disciplinary action, which could include dismissal.

Personal work-related grievances do not qualify for protection

- 4.10 A Personal Work-Related Grievance is not a Disclosable Matter.
- 4.11 Examples of potential Personal Work-Related Grievances include interpersonal conflict and decisions about a Company Person's employment (e.g. promotion, suspension, termination or discipline) that do not involve a breach of workplace laws.
- 4.12 However, a disclosure of a Personal Work-Related Grievance may qualify for protection if the disclosure includes information about misconduct, where the Company has acted unlawfully or endangered the public or where the Company Person has suffered from or is threatened with detriment for making a disclosure.
- 4.13 Personal-Work-Related Grievances may be protected under other legislation, such as the *Fair Work Act 2009* (Cth). Any such concerns that are not Disclosable Matters will be addressed in line with [the grievance policy set out in the Company's human resources policy.

5. Who can you make a disclosure to?

Report to an Eligible Recipient

- 5.1 A Company Person needs to make a disclosure directly to one of our Eligible Recipients in order to qualify for protection as a Whistleblower.
- 5.2 The Company has the following Eligible Recipients:
 - (a) the Whistleblower Report Officer, who is a person the Company has authorised to receive disclosures that may qualify for protection under this policy;
 - (b) any Officer or Senior Manager of the Company or a related body corporate; and
 - (c) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of the Company or a related body corporate.
- 5.3 Our Whistleblower Report Officer is:

Name	Contact details
John Lemon Company Secretary, Techniche Limited	Email: john@corpadvice.com.au Telephone: (617) 33671666 Postal: PO Box 1395, Milton, QLD, Australia 4064

- 5.4 Where a disclosure is made to an Eligible Recipient other than the Whistleblower Report Officer, the Eligible Recipient (with the Whistleblower's consent) will inform the Whistleblower Report Officer to take the steps in accordance with this policy.
- 5.5 A Company Person qualifies for protection in respect of a Disclosable Matter from the time that they make their disclosure to the Eligible Recipient, regardless of whether anyone recognises that the disclosure qualifies for protection as a disclosure made under this policy.

Making disclosure to lawyers and public regulators

- 5.6 All Company Persons are encouraged to initially contact the Whistleblower Report Officer.
- 5.7 Disclosable Matters can be reported by a Company Person to a legal practitioner and qualify for protection, but only if the disclosure is for the purpose of obtaining legal advice or legal representation relating to the operation of a Whistleblower Protection regime under the law.
- 5.8 Disclosable Matters can be reported by a Company Person to a Relevant Regulatory Body and qualify for protection.

Making a Public Interest Disclosure or Emergency Disclosures

- 5.9 A Company Person may be able to made disclosure to a Journalist or parliamentarian, but only as a Public Interest Disclosure or an Emergency Disclosure.
- 5.10 Public Interest Disclosures may be made only to the extent that the information disclosed is no greater than necessary to inform the recipient of the Disclosable Matter.
- 5.11 Emergency Disclosures may be made only to the extent that the information disclosed is no greater than is necessary to inform the recipient of the substantial and imminent danger.
- 5.12 Company Persons should seek independent legal advice whether a disclosure will qualify for protection.
- 5.13 The Company is not responsible for any disclosure made as a Public Interest Disclosure or Emergency Disclosure. A disclosure made that is greater than necessary may result in civil or criminal liability for a Company Person in such circumstances.

6. How to make a disclosure

- 6.1 A Company Person may make a disclosure in person, by email, by post or telephone and during or after business hours.
- 6.2 A Company Person who makes a qualifying report under this policy is a Whistleblower.

7. Legal protections for Whistleblowers

Anonymity

- 7.1 A Whistleblower may remain anonymous and may choose a pseudonym or use an anonymous email address when making their disclosure. A Whistleblower can also refuse to answer questions that could reveal their identity.
- 7.2 Anonymous disclosures are equally protected under the Corporations Act and the Whistleblower may remain anonymous while making his or her disclosure, over the course of the investigation and after the investigation is finalised.
- 7.3 Reporting anonymously may hinder our ability to fully investigate a reported matter (particularly if the Eligible Recipient is not able to disclose the identity of the Whistleblower when engaging with our board of directors and our other internal functions). For this reason, we encourage anonymous disclosers to maintain ongoing two-way communication with us, so that we can ask follow-up questions or provide feedback.

Identity protection (confidentiality)

- 7.4 The Company will take reasonable steps to protect the identity of a Whistleblower and information that is likely to lead to the identification of the Whistleblower (which has been obtained directly or indirectly because of the Disclosable Matter reported by the Whistleblower).
- 7.5 Disclosure is however permitted under the Legislation:
 - (a) to a Relevant Regulatory Body, a member of the Australian Federal Police;
 - (b) to a legal practitioner to obtain legal advice or representation about the Whistleblower provisions;
 - (c) to another person or body prescribed by Legislation; or

- (d) with the consent of the Whistleblower.
- 7.6 A person can also disclose information without the Whistleblower's consent where it is reasonably necessary to investigate the issues raised in a disclosure, if the information does not include the Whistleblower's identity and the Company has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information.
- 7.7 In addition, a Relevant Regulatory Body and member of the Australian Federal Police can disclose the identity of a Whistleblower, or information that is likely to lead to the identification of the discloser, to a Commonwealth, state or territory authority to help the authority in the performance of its functions or duties.
- 7.8 It is important to note that it is against the law to identify a Whistleblower or disclose information that is likely to lead to the identification of the Whistleblower outside of the above exceptions.
- 7.9 The Company is committed to upholding confidentiality by storing all documents and materials relating to disclosures securely, by restricting access of information relating to a disclosure to those directly involved in the investigation, by restricting access to information that reveals a Whistleblower's identity and ensuring that those involved in investigations are aware of the confidentiality obligations.

Protection from detrimental acts or omissions

- 7.10 A person cannot engage in conduct that causes detriment to a Whistleblower (or another person), in relation to a disclosure, if:
 - (a) the person believes or suspects the Whistleblower (or another person) has made or may have made or proposes to make a disclosure; and
 - (b) their belief or suspicion is the reason (or part of) the reason, for the relevant conduct.
- 7.11 Examples of detrimental conduct includes dismissal, injury, detrimental alteration of a position or duties, discrimination, harassment, intimidation, damage to property, damage to reputation and damage to business or financial position.
- 7.12 A person cannot make a threat to cause detriment to a disclosure (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional.
- 7.13 Any such action will be treated as serious misconduct and will result in disciplinary action, which could include dismissal.

Conduct that is not considered detrimental conduct

- 7.14 Notwithstanding a disclosure is made of a Disclosable Matter, the Company retains the ability to raise with a Whistleblower any matters that arise in the ordinary course of their employment or engagement, including performance or misconduct issues.
- 7.15 Any administrative or management action that is taken to protect the Whistleblower from detrimental conduct, including but not limited to the steps set out in section 8.3, are not considered detrimental conduct. In the event that the Company undertakes such action, it will endeavour to ensure that Whistleblower is made aware of the rationale for those actions.

Compensation and other remedies

- 7.16 A Whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the Company failed to prevent the detriment. We encourage disclosers to seek independent legal advice in regards to seeking compensation or other remedies.

Civil, criminal and administrative liability protection

- 7.17 A Whistleblower is protected from civil liability (e.g. breach of contract, duty of confidentiality), criminal liability (e.g. unlawful release of information) and administrative liability (e.g. disciplinary action) in relation to their disclosure.
- 7.18 However, protections do not grant immunity for any misconduct a Whistleblower has engaged in that is revealed in their disclosure. A Whistleblower may not be protected from civil or criminal

liability for any of his or her conduct which may be revealed by a report. This is the case whether or not the Whistleblower reports the conduct.

- 7.19 Where a Whistleblower reports conduct and actively cooperates in an investigation in which he or she may be implicated, in some cases that may be a mitigating factor when determining penalty or other actions to be taken against them. However, the Company cannot and does not give any assurance that this will be the position in any reported matter.

8. Practical support for disclosers

Identity protection

- 8.1 Whistleblower's should be conscious that people may be able to guess your identity if you mention to other people that you are considering making a disclosure, if you are one of a very small number of people with access to certain information or if the disclosure relates to information that you were told privately and in confidence.

Information enquiry without making a disclosure

- 8.2 The Whistleblower Report Officer can be contacted by any Company Person seeking accurate and confidential advice or information about the following, without making a disclosure:
- (a) how this policy works;
 - (b) what matters fall within the definition of Disclosable Matters;
 - (c) how a disclosure might be handled; and
 - (d) raise any concerns about any conduct that breaches this Policy.

Protection from detrimental acts or omissions

- 8.3 The Company will ensure that Whistleblowers are protected from detrimental acts or omissions and will assess what (if any) administrative or management action that should be taken including but not limited to:
- (a) conducting a risk assessment at the start of an investigation to identify what (if any) risks may exist for detrimental conduct against a Whistleblower;
 - (b) reducing the risk of detrimental conduct by allowing the Whistleblower (where appropriate) to perform their duties from another location or reassign the Whistleblower to another role of the same level or making other modifications to the workplace or the way the Whistleblower performs their duties;
 - (c) assisting the Whistleblower by providing support services such as counselling services and access to resources for strategies to manage stress, time or performance impacts resulting from the investigation; and
 - (d) where necessary, undertaking specific interventions to protect a Whistleblower where detriment has already occurred including disciplinary action, extended leave for the Whistleblower and alternative career development and training.

9. Handling and investigating a disclosure

Whistleblower Report Officer

- 9.1 The Whistleblower Report Officer is responsible for:
- (a) conducting or coordinating the investigation into any report received from a Whistleblower;
 - (b) documenting and handling all matters in relation to the report and investigation; and
 - (c) finalising all investigations.
- 9.2 Our policy is that reported disclosures will be dealt with by the Whistleblower Report Officer who will, at all times, act impartially and objectively without any conflicts of interest. We provide them with direct and unrestricted access to reasonable financial, legal and operational assistance when it is required for any investigation.

Special procedure for disclosures about Officers and the Whistleblower Report Officer

- 9.3 Notwithstanding the policy described in the previous paragraph, should a reported disclosure be made in respect of the Managing Director, Chief Executive Officer, Whistleblower Report Officer, or another Officer, our policy is that such disclosure will be directed immediately to the chair of the Audit Committee for consideration in accordance with this policy.

Acknowledgement of receipt

- 9.4 Each disclosure will be acknowledged within a reasonable period after the disclosure is received if the Whistleblower can be contacted, including through anonymous channels.

Investigations

- 9.5 When a disclosure is received, the Whistleblower Report Officer will firstly assess whether the disclosure falls within this policy and whether a formal, in-depth investigation is required.
- 9.6 All bona fide reports of Disclosable Matters will be investigated on a timely basis for the purposes of seeking evidence that either substantiates or refutes the claims made by the Whistleblower.
- 9.7 If an investigation is required, the Whistleblower Report Officer will determine:
- (a) the nature and scope of the investigation;
 - (b) the person(s) within and/or outside the Company that should lead the investigation;
 - (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
- the timeframe for the investigation.
- 9.8 Unless prevented by law, a person who is the subject of an investigation will be told about the allegations against them and given an opportunity to respond as part of the investigation process. We will not make a decision regarding any report until the person has been given the opportunity to be heard.

Regular reporting

- 9.9 Whistleblowers will receive updates at least once a quarter while an investigation is in progress and after the investigation has been finalised.

Key findings

- 9.10 The Whistleblower Report Officer will provide to the Audit Committee a report setting out the findings on the allegations raised by the Whistleblower and a summary of evidence. The findings may be that an allegation has been fully substantiated, partially substantiated, is not able to be substantiated or is unsubstantiated.

Next steps

- 9.11 Subject to any confidentiality restrictions, at the conclusion of the investigation, the Human Resources function of the Company will be engaged to consider appropriate next steps in relation to any substantiated allegations. Appropriate corrective action will be taken as warranted by the investigation. Any findings that relate to possible criminal activity will be reported to police and/or relevant regulatory bodies

Review process

- 9.12 A Whistleblower may raise a concern about the outcome of the investigation, by contacting Whistleblower Report Officer.
- 9.13 If a Whistleblower is not satisfied with the outcome of the investigation, the Company may at its discretion carry out a review and appoint an officer who was not involved in the original handling and investigation of the disclosure. The Company is not obliged to reopen an investigation and can conclude a review if it is found that an investigation was conducted properly, or if new information is either not available or will not impact the findings of the original investigation.

Complaints

- 9.14 A Whistleblower can lodge a complaint with the Company about a breach of confidentiality. A Whistleblower may also have rights to lodge a complaint with a Relevant Regulatory Body, for investigation.

10. Roles and responsibilities

Integrity of the reporting mechanism

- 10.1 Our Whistleblower Report Officer is responsible for protecting or safeguarding disclosers and ensuring the integrity of the reporting mechanism.

Review of the policy

- 10.2 Our Whistleblower Report Officer is responsible for periodically reviewing and updating this policy and accompanying processes and procedures, and for implementing and overseeing any changes.
- 10.3 Our Board is committed to and responsible for ensuring that we have an appropriate risk management framework, in order to identify and manage risks on an ongoing basis.

Training

- 10.4 Training on this policy forms part of the induction process for new employees and refresher training for existing employees may be offered from time to time.

Schedule 1 - Definitions

In this policy the following defined terms have been used:

Company Person means in relation to the Company and of the following persons:

- (a) directors and other officers of the Company;
- (b) employees
- (c) suppliers and employees of suppliers;
- (d) associates;
- (e) a dependant of any person referred to in paragraphs (a) to (d) or of such person's spouse;
- (f) panel members;
- (g) secondees;
- (h) contractors and employees of contractors;
- (i) consultants and employees of consultants;
- (j) service providers;
- (k) business partners;
- (l) trainees;
- (m) interns;
- (n) work experience students;
- (o) volunteers;
- (p) in-country partners receiving funds from the Company;
- (q) a dependant of any person referred to in paragraphs (a) to (p) or of such person's spouse;
- (r) if the Company is a trustee of a Registrable Superannuation Entity (**RSE**):
 - i. trustees;
 - ii. an investment manager;
 - iii. an officer of a custodian or investment manager;
 - iv. an employee of an investment manager,
 - v. appointed by the Company in relation to the RSE; and
- (s) an individual that is prescribed by the regulations as outlined in the Legislation.

Disclosable Matters includes, but is not limited to, information provided by a Company Person where that Company Person has reasonable grounds to suspect the information:

- (a) concerns misconduct, or an improper state of affairs or circumstances or has reasonable grounds to suspect in relation to the Company or related body corporate of the Company:
- (b) indicates engagement in conduct by the Company, an Officer, Employee or related body corporate (and its Officers and employees) that constitutes an offence against, or a contravention of, a provision of any of the following:
 - (i) the *Corporations Act 2001* (Cth) (**Corporations Act**);
 - (ii) the *Australian Securities and Investments Commission Act 2001* (Cth);
 - (iii) the *Banking Act 1959* (Cth);
 - (iv) the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (v) the *Insurance Act 1973* (Cth);
 - (vi) the *Life Insurance Act 1995* (Cth);
 - (vii) the *National Consumer Credit Protection Act 2009* (Cth);
 - (viii) the *Superannuation Industry (Supervision) Act 1993* (Cth);
 - (ix) an instrument made under an Act referred to above;

- (c) indicates engagement in conduct by the Company, an Officer, Employee or related body corporate (and its Officers and employees) that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- (d) indicates a danger to the public or the financial system; or
- (e) is prescribed by regulations as a disclosable matter pursuant to section 1317AA(5)(f) of the Legislation.

Emergency Disclosure is the disclosure of information to a journalist or parliamentarian, where:

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

Journalist means a person who is working in a professional capacity as a journalist for any of the following:

- (a) a newspaper or magazine;
- (b) a radio or television broadcasting service;
- (c) an electronic service (including a service provided through the internet) that is operated on a commercial basis, or operated by a body that provides a national broadcasting service (within the meaning of the *Broadcasting Services Act 1992* (Cth)); and
- (d) is similar to a newspaper, magazine or radio or television broadcast.

Legislation means Part 9.4AA of the *Corporations Act* (Cth) and Part IVD of the *Tax Administration Act 1953* (Cth).

Officer of the Company includes a director or company secretary of the Company.

Personal-Work-Related Grievance means:

- (a) a grievance about any matter in relation to the individual making the disclosure's employment, or former employment, having (or tending to have) implications for the individual personally; and
- (b) the information:
 - (i) does not have significant implications the Company, or another regulated entity, that do not relate to the discloser; and
 - (ii) does not concern conduct, or alleged conduct, as outlined in this policy.

Public Interest Disclosure is the disclosure of information to a journalist or a parliamentarian, where:

- (a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and

- (d) before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (iii) includes sufficient information to identify the previous disclosure; and
 - (iv) (states that the discloser intends to make a public interest disclosure.
- (e) the extent of the information disclosed is no greater than necessary to inform the Journalist or parliamentarian of the Disclosable Matter.

Relevant Regulatory Body means the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) and any other Commonwealth authority that is prescribed for purposes of section 1317AA of the Corporations Act.

Senior Manager of the Company is generally a senior executive within the Company, other than a director or company secretary, who:

- (a) makes or participates in making decisions that affect the whole, or a substantial part, of the business of the Company; or
- (b) has the capacity to significantly affect the Company's financial standing.

Whistleblower means a Company Person who makes, attempts to make or wishes to make a report (whether anonymously or not) in accordance with this policy to a Whistleblower Report Officer or to a Relevant Regulatory Body in connection with Disclosable Matter that has occurred within the Company.

Schedule 2 – Whistleblower Guidelines

Set out below are a number of guidelines to assist personnel in complying with this policy. The list is not intended to be exhaustive and is for illustrative purposes only.

1. Always:

- (a) Contact the Whistleblower Report Officer if you need guidance or assistance in relation to a particular case or about the application of this policy.
- (b) Make a report to the Whistleblower Report Officer.
- (c) Ensure all reports received pursuant to this policy are handled in accordance with this policy, including maintaining confidentiality and anonymity, where required.

2. Never:

- (a) Allow detrimental treatment (dismissal, disciplinary action, threats or unfavourable treatment) in connection with making a report pursuant to this policy.
- (b) Make deliberate false statements. Any reports that are found to be deliberate false statements will be subject to disciplinary action, which could include dismissal.

3. Be cautious of:

- (a) No immunity for Whistleblower from civil/criminal liability for their own misconduct, which may be revealed by a report.
- (b) Limited nature of disclosures that can be made to external parties.
- (c) There are specific, substantive and procedural, requirements that must be fulfilled prior to making a Public Interest Disclosure or Emergency Disclosure.
- (d) A Disclosable Matter does not extend to competitor's conduct (such as misconduct by a competitor or other third party) or Personal Work Related Grievances.