



# NETLINKZ LIMITED (ACN 55 141 509 426) ("COMPANY")

## WHISTLEBLOWER POLICY

### 1. INTRODUCTION

- (a) Our Company's values are the foundation of how we behave and interact with each other, our members, suppliers, shareholders, and other stakeholders. Together our values reflect the priorities of the business and provide guidance in decision making.
- (b) Our Corporate Governance policies have been developed to align with our values to ensure that we observe the highest standards of fair dealing, honesty and integrity in our business activities.
- (c) Our Whistleblower Policy (this "**Policy**") has been put in place to ensure employees and other Disclosers (defined below) can raise concerns regarding any misconduct or improper state of affairs or circumstances (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

### 2. PURPOSE

This Policy aims to:

- (a) encourage Disclosers to report an issue if they reasonably believe someone has engaged in serious wrongdoing;
- (b) to help deter wrongdoing, in line with the entity's risk management and governance framework;
- (c) to ensure Disclosers can disclose wrongdoing safely, securely and with confidence that they will be protected and supported;
- (d) to ensure that information disclosed by Disclosers are dealt with appropriately and on a timely basis;
- (e) to provide transparency around the entity's framework for receiving, handling and investigating disclosures;
- (f) to support the Company's values, codes of conduct, ethics policy, and long-term sustainability and reputation;
- (g) to meet the entity's legal and regulatory obligations and to align the Company with the ASX Corporate Governance Principles and Recommendations;
- (h) outline how the Company will deal with whistleblowing reports; and
- (i) set out the avenues available to Disclosers to report serious wrongdoing to the Company. Whilst it is generally expected that these issues will be raised



through the normal channels of line management, reporting by other avenues may be appropriate or necessary in certain situations.

### 3. WHO DOES THIS POLICY APPLY TO?

- (a) This Policy applies to “**Disclosers**”, which means anyone who is, or has been, any of the following with respect to all entities within the Company:
  - (i) an officer, director or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
  - (ii) a supplier of services or goods to the entity (whether paid or unpaid) including their employees (e.g. current and former contractors (and their employees), consultants, service providers and business partners);
  - (iii) an associate of the entity; and
  - (iv) a relative, dependent or spouse of an individual in clause 3(a)(i)-(iii) above (e.g. relatives, dependents of a spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).
- (b) A Discloser qualifies for the protections of this Policy and the relevant provisions of the Corporations Act if they have made:
  - (i) a disclosure of information relating to a ‘disclosable matter’ (e.g. information that the Discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to an entity or, if the entity is a body corporate, a related body corporate of the entity) matter directly to an “eligible recipient” (refer to clause 6 below) or to the Australian Securities and Investments Commission, Australian Prudential Regulation Authority or another prescribed Commonwealth body;
  - (ii) a disclosure to a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the Corporations Act whistleblower provisions; or
  - (iii) an ‘emergency disclosure’ or ‘public interest disclosure’ (refer to clauses 6(i) and 6(j) below).
- (c) The protections in this Policy will also apply to anyone who has made a disclosure of information relating to the Company to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblowing protection laws.



#### 4. MATTERS THAT SHOULD BE REPORTED

- (a) Disclosures that are not about disclosable matters do not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant). Such disclosures may also be protected under other legislation.
- (b) Any matter that a Discloser has reasonable grounds to believe is misconduct or an improper state of affairs or circumstances or is in material breach of the Company's policies should be reported in accordance with this Policy. Disclosable matters also involve information where the Discloser has reasonable grounds to suspect that the information indicates that the Company (including its employees or officers) has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any Australian legislation.
- (c) Reportable matters include without limitation any conduct that involves:
  - (i) dishonest behaviour;
  - (ii) fraudulent activity;
  - (iii) unlawful, corrupt or irregular use of company funds or practices;
  - (iv) offering or accepting a bribe;
  - (v) illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
  - (vi) financial irregularities;
  - (vii) unethical behaviour, including anything that would breach the Company Code of Conduct;
  - (viii) improper or misleading accounting or financial reporting practices;
  - (ix) any 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;
  - (x) a breach of any legislation relating to the Company's operations or activities, including the Corporations Act 2001 (Cth);
  - (xi) behaviour that is oppressive, discriminatory or grossly negligent;
  - (xii) 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;
  - (xiii) an unsafe work-practice;
  - (xiv) any behaviour that poses a serious risk to the health and safety of any person at the workplace;



- (xv) a serious risk to public health, public safety or the environment; or
  - (xvi) any other conduct which may cause loss to the Company or be otherwise detrimental to the interests of the Company.
- (d) A Discloser can still qualify for protection under this Policy even if their disclosure turns out to be incorrect. However, the Company discourages deliberate false reporting by Disclosers (i.e. information reported that the Discloser knows to be untrue).
- (e) A Discloser is unlikely to qualify for protection under this Policy in respect of person work-related grievances that do not relate to detriment or threat of detriment to the Discloser. Such grievances do not relate to any conduct or alleged conduct about a 'disclosable matter', and relate to matters such as an inter-personal conflict between employees, employment related decisions regarding an employee, or disciplinary action taken against an employee. A personal work-related grievance may qualify for protection if it accompanies a report of a disclosable matter, the Discloser suffers or is threatened with detriment for raising the grievance, or the Discloser seeks legal advice about the operation of the whistleblower protections under the Act.

## **5. RESPONSIBILITY TO REPORT**

The Company relies on its employees and Disclosers to help maintain and grow its culture of honest and ethical behaviour. It is therefore expected that any Discloser who becomes aware of such conduct will make a report.

## **6. REPORTING TO ELIGIBLE RECIPIENTS**

- (a) Disclosure can be made to an "eligible recipient" who's role within the Company is to receive disclosures that qualify for protection. Eligible recipients in relation to the Company are:
- (i) an officer, director or senior manager of the entity or related body corporate;
  - (ii) the internal or external auditor (or member of an audit team conducting an audit) or actuary of the Company or related body corporate; and
  - (iii) a person authorised by the Company to receive disclosures that may qualify for protection.
- (b) Reports to an eligible recipient:
- (i) must be made directly to an eligible recipient in person or by telephone to be able to qualify for protection as a whistleblower under the Corporations Act (or the Taxation Administration Act, where relevant); and
  - (ii) the Discloser must first inform the eligible recipient that they wish to make a report under this Policy.



- (c) An eligible recipient may direct the Discloser to make the report to an external whistleblowing service, if they consider it appropriate in the circumstances.
- (d) Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).
- (e) Information contained in reports and provided by Disclosers in the course of an investigation will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to the Company.
- (f) A Discloser can obtain additional information by contacting the Company's whistleblower protection officer or equivalent or an independent legal adviser).
- (g) Any disclosures made to a legal practice for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected. This clause applies even in the event that the legal practitioner concludes that a disclosure does not relate a 'disclosable matter' as defined under this Policy.
- (h) Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualifies for protection under this Policy. It is important that the Discloser understands the criteria for making either a 'public interest disclosure' or an 'emergency disclosure' and in order for either of these circumstances to apply, the disclosure must:
  - (i) have been previously made to ASIC, APRA or another Commonwealth body prescribed by regulation; and
  - (ii) written notice must be provided to the body in clause 6(h)(i) to which the disclosure was made.
- (i) The first of the circumstances referred to in clause 6(h) is the 'public interest disclosure' which is the disclosure of information to a journalist or a parliamentarian where:
  - (i) at least ninety (90) days have passed since the Discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
  - (ii) the Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
  - (iii) the Discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
  - (iv) before making the public interest disclosure, the Discloser has given written notice to the body in clause 6(i)(i) above (i.e. the body to which the previous disclosure was made) that includes sufficient



information to identify the previous disclosure and states that the Discloser intends to make a public interest disclosure.

- (j) The second of the circumstances referred to in clause 6(h) is the 'emergency disclosure' which is the disclosure of information to a journalist of a parliamentarian where:
  - (i) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
  - (ii) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one (1) or more persons or to the natural environment;
  - (iii) before making the emergency disclosure, the Discloser has given written notice to the body in clause 6(j)(i) (i.e. the body to which the previous disclosure was made) that includes sufficient information to identify the previous disclosure and states that the Discloser intends to make an emergency disclosure; and
  - (iv) 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.
- (k) The Discloser should contact an independent legal adviser before making a 'public interest disclosure' or an 'emergency disclosure'.

## **7. SUPPORT, PRACTICAL AND LEGAL PROTECTIONS AVAILABLE TO DISCLOSERS**

- (a) A Discloser will not be subject to any civil, criminal or disciplinary action for making a report that is covered by this Policy, or for participating in any subsequent investigation by the Company.
- (b) No employee, officer or contractor of the Company may engage in detrimental conduct against a Discloser who has made or proposes to make a report in accordance with this Policy, because of such report or proposed report. An employee, officer or contractor of the Company who engages in detrimental conduct against a Discloser may be subject to counselling and/or disciplinary action, up to and including summary dismissal
- (c) All reasonable steps will be taken to ensure that a Discloser will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report. However, this Policy will not protect the Discloser if they are also involved in or connected to the improper conduct or illegal activities that are the subject of a report.
- (d) The protections available to Disclosers include:
  - (i) Identity protection (confidentiality): it is illegal for a person to disclose the identity of a Discloser or information that is likely to lead to the



identification of the Discloser (which they have obtained directly or indirectly because the Discloser made a disclosure that qualifies for protection). The exception to this form of protection is if a person discloses the identity of the Discloser:

- a. to ASIC, APRA or a member of the Australian Federal Police;
- b. to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act)
- c. to a person or body prescribed by regulations; or
- d. with the consent of the Discloser;

(ii) protection from detrimental acts or omissions: a person cannot engage in conduct that causes detriment to a Discloser (or another person), in relation to a disclosure, if the person believes or suspects that the Discloser made (or may have made, proposes to make or could make) a disclosure that qualifies for protection and the belief or suspicion is the reason, or part of the reason, for the conduct. In addition, a person cannot make a threat to cause detriment to a Discloser (or another person) in relation to a disclosure. Examples of detrimental conduct that are prohibited under the law include the:

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

(iii) compensation and other remedies: a Discloser (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 take reasonable precautions and exercise due diligence to prevent the detrimental conduct. A Discloser should seek independent legal advice in relation to compensation and other remedies; and



- (iv) civil, criminal and administrative liability protection: a Discloser is protected from any of the following in relation to their disclosure:
  - a. civil liability (e.g. any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
  - b. criminal liability (e.g. attempted prosecution of the Discloser for unlawfully releasing information, or other use of the disclosure against the Discloser in a prosecution other than for making a false disclosure); and
  - c. administrative liability (e.g. disciplinary action for making the disclosure).

The protections referred to in this clause 7(d)(iv) do not grant immunity for misconduct a Discloser has engaged in that is revealed in their disclosure.

- (e) The protections referred to in clause 7(d) of this Policy 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.
- (f) A Discloser can lodge a complaint with the Company in relation to the breach of any of the protections referred to in clause 7(d) of this Policy. Furthermore, a Discloser may also lodge a complaint with a regulator such as ASIC, APRA or the ATO for investigation.

## **8. ANONYMOUS REPORTING**

- (a) A report can be made anonymously and will still be protected under the Corporations Act. However, it may be difficult for the Company to properly investigate or take other action to address the matters disclosed in anonymous reports. In circumstances where the Discloser has not consented to the disclosure of their identity, the matter may be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk that the Discloser will be identified as a result of the investigation.
- (b) A Discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finished. A Discloser may also refuse to answer that they feel could reveal their identity at any time, including during follow-up conversations. Furthermore, a Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so the entity can ask follow-up questions or provide feedback.
- (c) Information about a Discloser's identity and information that is likely to lead to the identification of the Discloser may be disclosed in the following circumstances:



- (i) where the information is disclosed to ASIC, APRA or the Australian Federal Police (or another Commonwealth body prescribed by regulation and qualify for protection under the Corporations Act);
  - (ii) where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
  - (iii) where the Discloser consents.
- (d) The Company will safeguard your interests, having regard to this Policy, the Australian Standard on Whistleblower Protection Programs, and any other applicable laws and policy.

## **9. SUPPORT FOR DISCLOSERS**

- (a) Support available for Disclosers includes:
- (i) appointing an independent support person from the Company to deal with any ongoing concerns they may have; or
  - (ii) connecting the Discloser with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 224 636).
- (b) Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

## **10. RESOURCES**

The Board of the Company is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

## **11. REPORTS CONCERNING THE MD/CEO**

If a report involves the MD or the CEO this will be directed to the Chair of the Audit and Risk Committee for investigation and further action.

## **12. INVESTIGATING A REPORT**

- (a) Where a report is made under this Policy, the Company will investigate the report. Where the Company deems necessary, an external investigator may be used to conduct an investigation, either in conjunction with the Company or independently. Where the Company deems necessary, they may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation.
- (b) To avoid jeopardizing an investigation, a Discloser who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).



- (c) Where a Discloser wishes to remain anonymous, the Discloser's identity will not be disclosed to the investigator or to any other person. Information that is likely to lead to the identification of the Discloser can be disclosed without the Discloser's consent, provided that:
  - (i) it is disclosed for the purpose of reasonably investigating the matter; and
  - (ii) all reasonable steps are taken to reduce the risk that the Discloser will be identified.

### **13. SUPPORT FOR PERSONS IMPLICATED**

- (a) Other than detailed in this clause, no action will be taken against employees or officers who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer must be immediately reinstated to full duties.
- (b) Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser's right to anonymity).

### **14. INVESTIGATION FEEDBACK**

Wherever possible, and assuming that the identity of the Discloser is known, the Discloser will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

### **15. TRAINING**

- (a) Where necessary, the Company will provide training for employees about this Policy and their rights and obligations under it.
- (b) The Company will provide training for managers and other personnel who may be likely to receive reports about this Policy and how to respond to Reports.



**16. REPORTS TO OTHER BODIES**

In certain circumstances a Discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should ensure that they comply with all such reporting requirements.

**17. BREACH OF THIS POLICY**

Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal.

**18. GENERAL**

This Policy will be made available to officers and employees of the Company by including it in employment commencement packs and making it accessible from the company website at <https://netlinkz.com/governance>.

**19. REVIEW OF THE POLICY**

This Policy will be reviewed by the Audit and Risk Committee where necessary to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation. This Policy may be amended, withdrawn or replaced from time to time at the sole discretion of the Company.