

# WHISTLEBLOWER POLICY

## HR1.9

Date Issued	Version	Description of Change	Author	Approver
25/03/2021	1.2	Updated to comply with the <i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019</i>	S Kennedy	V Cook

### 1. Purpose

The purpose of this policy is to encourage employees to raise concerns where they have reasonable grounds to suspect misconduct, an improper state of affairs, or potential breaches of the law in connection with Axicom. Axicom supports this by offering reporting and investigative procedures that enable employees to raise such concerns confidentially (and anonymously if preferred), and in an environment that protects from detriment.

When an employee raises concerns as set out under this policy, they will qualify for special legal protections provided by the *Corporations Act 2001 (Cth)* and the *Taxation Administration Act 1953 (Cth)* (**Whistleblower Protection Regime**).

This Policy is one of a number of policies and codes that promotes a culture of integrity, honesty and ethical behavior at Axicom and, for employees, it should be read in conjunction with the following:

- Code of Conduct
- Conflict of Interest Guidelines
- Travel and Expenses Policy
- Anti-Bullying Framework & Social Media Policy
- Diversity Policy
- Anti-Discrimination and Harassment Policy
- Privacy Policy
- Gifts and Benefits Policy
- Grievance Handling Procedure

### 2. Scope

This policy applies to all current and former Axicom employees, officers, suppliers, and associates, as well as to relatives, dependants or spouses of any of those people.

### 3. Procedure

#### 3.1 Who does this policy apply to?

This policy applies to all **'Eligible Whistleblowers'**. Eligible Whistleblowers are current or former Axicom:

- employees (including permanent, part-time, fixed term, or temporary, interns, secondees, and managers);
- officers (including directors and company secretaries);
- suppliers of goods and services and their employees (including contractors, consultants, service providers and business partners);
- associates (usually individuals with whom Axicom is acting jointly); and
- relatives, dependants or spouses of any person listed above.

### 3.2 What conduct can be reported?

An Eligible Whistleblower can report any actual, or suspected conduct, in connection with Axicom where they have reasonable grounds to suspect misconduct or an improper state of affairs ('**Disclosable Matter**'). This includes conduct that breaches the *Corporations Act 2001* (Cth) and other corporate and financial sector laws enforced by ASIC or APRA, as well as conduct that constitutes an offence against any other Commonwealth law that is punishable by imprisonment for 12 months or more.

The conduct does not need to be unlawful but may indicate a systemic issue that the relevant regulator should know about to properly perform its functions.

Examples of what can be reported under this policy include:

- fraudulent activity, financial malpractice, impropriety and dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe or other such benefits and substantial mismanagement of company resources;
- breach of any legal or regulatory obligation;
- criminal conduct such as theft, dealing in, or use of, illicit drugs, violence or threatened violence and property damage;
- concealment of wrongdoing, impeding internal or external audit processes;
- conduct endangering health and safety or any activity that poses substantial environmental risk;
- tax evasion;
- unfair or unethical dealing with a customer, supplier, or competitor;
- breach of director's duties;
- conduct that represents a danger to the public or financial system;
- unethical or other serious improper conduct, including breaches of Axicom policies, procedures and the Code of Conduct;
- engaging 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.

Reports that are not about Disclosable Matters do not qualify for protection under the Whistleblowing Protection Regime.

### 3.3 What reports are not protected?

#### 3.3.1 Personal work-related grievances

Personal work-related grievances are those which relate to your current or former employment and concern you personally. Examples include:

- an interpersonal conflict with another employee;
- a decision about employment, transfer or promotion;
- a decision about the terms and conditions of employment; and
- a decision to suspend or terminate employment or otherwise discipline an employee.

The protections under this policy do not apply to personal work-related grievances unless:

- Axicom has breached employment or other Commonwealth laws punishable by imprisonment for at least 12 months;
- the disclosure relates to systemic issues within Axicom;

- an employee is threatened with detriment for disclosing a personal work-related grievance;
- the personal work-related grievance is included in a report that contains Disclosable Matters; or
- an employee seeks legal advice or representation about the Whistleblower Protection Regime.

If an employee has a personal work-related grievance they would like to raise, they should contact their manager or the People and Culture team.

### **3.3.2 False and vexatious reports**

Where an employee acting as a Protected Whistleblower is found to have made a vexatious or disingenuous report of wrongdoing or improper conduct, such conduct will be treated seriously and the employee may be subject to disciplinary action, including, but not limited to, termination of employment, pursuant to Axicom's internal policies and procedures.

### **3.4 Who can a report be made to?**

To qualify for protection under the Whistleblower Protection Regime, an Eligible Whistleblower must make a report to any of the following recipients ('**Eligible Recipients**')

- a senior manager of Axicom (e.g. CEO, Chief Financial Officer, General Counsel, Director - People and Culture, Director - Sales and Customer Engagement, Director - Property & Asset Management, Director - Deployment, Director - Infrastructure & Engineering);
- an officer (usually a director or company secretary) of Axicom;
- Axicom's external whistleblowing service, KPMG *FairCall*;
- Axicom's internal or external auditor (including a member of an audit team conducting an audit) or actuary;
- in the case of tax-related misconduct, a registered tax or BAS agent who provides tax or BAS services to Axicom;
- ASIC, APRA or, in the case of tax-related misconduct, the Australian Tax Commissioner; or
- a person authorised by Axicom to receive disclosures that may qualify for protection.

Where an employee requires any additional information before making a disclosure, they should contact KPMG *FairCall* (contact details provided below), Axicom's Director, People and Culture, Axicom's General Counsel, or an independent legal advisor.

Disclosures to a legal advisor for the purpose of obtaining legal advice or representation in relation to the operation of the Whistleblower Protection Regime are also protected disclosures, even where the legal advisor concludes that a disclosure does not relate to a Disclosable Matter.

In certain limited circumstances, a subsequent report may be made to a journalist or a parliamentarian where the disclosure is deemed to be in the 'public interest' or is an 'emergency disclosure'. Employees should consider contacting an independent legal advisor before making a public interest disclosure or an emergency disclosure.

Please refer to [www.asic.com](http://www.asic.com) for further information on these types of disclosures or if you would like more information on disclosures generally.

### 3.5 How can a report be made?

Eligible Whistleblowers have a range of internal and external options for making a disclosure. To help us to identify and address wrongdoing as early as possible, Axicom encourages Eligible Whistleblowers to make a report to a member of the EMT, company secretaries, or internal auditors, or to our external whistleblowing reporting service, KPMG *FairCall*, in the first instance.

All Eligible Whistleblowers can contact KPMG *FairCall* using any of the communication methods set out below:

Communication Method	Contact Details	Number	KPMG Office Location
<b>FairCall hotline</b>	Australia	1800 500 965	Australia
<b>FairCall drop-box</b>	<a href="http://FairCall.kpmg.com.au/">http://FairCall.kpmg.com.au/</a>		
<b>Email address</b>	<a href="mailto:FairCall@kpmg.com.au">FairCall@kpmg.com.au</a>		
<b>Fax number</b>	+61 2 9335 7466		
<b>Postal address</b>	The <i>FairCall</i> Manager - KPMG Forensic PO Box H67 Australia Square Sydney NSW 1213		

Where an employee would prefer to raise the matter directly with our external auditor or tax advisor, they can do this by contacting:

Employees can also raise the matter directly with a regulator. For contact information, please visit:

- [www.asic.gov.au](http://www.asic.gov.au)
- [www.apra.gov.au](http://www.apra.gov.au)
- [www.ato.gov.au](http://www.ato.gov.au)

### 3.6 Can an Eligible Whistleblower make an anonymous disclosure?

Eligible Whistleblowers can choose to remain anonymous while making a disclosure, over the course of the investigation, and after the investigation is finalised.

Where an employee would like to make an anonymous disclosure, we recommend you do so by using the KPMG *FairCall* service. For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. An Eligible Whistleblower reporting anonymously should provide as much information as possible so as not to compromise the ability of Axicom to fully investigate the report.

### **3.7 What are the special legal rights and protections provided to Eligible Whistleblowers?**

Axicom recognises that reporting concerns about misconduct or an improper state of affairs can be a stressful and difficult thing to do. Axicom is committed to safeguarding employees' interests, so long as they have reasonable grounds for their concerns and have not themselves engaged in serious misconduct or illegal conduct.

There are also special legal rights and protections available when an Eligible Whistleblower makes a Protected Disclosure to an Eligible Recipient under this policy including:

#### **3.7.1 Identity Protection (Confidentiality)**

Axicom must keep confidential the identity of the Eligible Whistleblower (and information likely to lead to their identification) unless the Eligible Whistleblower consents to disclosure. Other exceptions permitted by law include where Axicom considers it necessary to:

- report the Eligible Whistleblower's concern to ASIC, APRA, the Australian Commissioner of Taxation (for tax-related matters) or a member of the Australian Federal Police; or
- raise the concerns with a legal adviser for the purpose of obtaining legal advice or representation about the Whistleblower Protection Regime.

Except as set out above, it is illegal for a person to identify a discloser or disclose information that is likely to lead to the identification of the discloser.

A person can disclose the information contained in a disclosure without the discloser's consent if it is reasonably necessary to do so for investigating the issues raised in the disclosure, provided their identity is not disclosed and all reasonable steps are taken by Axicom to reduce the risk that they will be identified.

To reduce the risk that the discloser will be identified from the information contained in a disclosure, Axicom has put in place steps to protect the confidentiality of the disclosure. For example:

- redacting all personal information or reference to the discloser witnessing an event;
- referring to the discloser in a gender-neutral context;
- allowing only suitably qualified staff to handle and investigate a disclosure;
- where possible, contacting the discloser to help identify certain aspects of their disclosure that could inadvertently identify them;
- securely storing all paper and electronic documents and other materials relating to the disclosure;
- limiting access to all information relating to a disclosure to those directly involved in managing and investigating the disclosure;
- allowing only a restricted number of people who are directly involved in handling and investigating to be made aware of the discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser; and

- not allowing communications and documents relating to the investigation of a disclosure to be sent to an email address or to a printer that can be accessed by other staff.

If you are concerned that your confidentiality may have been breached, please contact Axicom's Director People and Culture, or General Counsel, KPMG *FairCall*, or an independent legal advisor. Employees may also lodge a complaint with a regulator such as ASIC, APRA or the ATO, for investigation.

### **3.7.2 Protection from detriment**

Axicom is committed to protecting people from detriment because they raise a concern or plan to raise a concern (or help someone to raise a concern) under this policy. Detriment includes:

- 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; and
- any other damage to a person.

Detriment does not include, for example, managing an Eligible Whistleblower's unsatisfactory work performance, if the action is in line with Axicom's performance management framework.

Provided a disclosure is not anonymous, Axicom will conduct a risk assessment of detriment against the Eligible Whistleblower as soon as possible after receiving the disclosure. The practical protections made available will depend on the circumstances and may include monitoring and managing the behaviour of other employees or relocating employees to a different team or location.

Axicom does not tolerate anyone who causes or threatens to cause detriment because of a desire or decision to raise a concern (or to help someone who would like to raise a concern). Doing so is taken seriously by Axicom and may lead to disciplinary action. In addition, anyone who causes or threatened to cause detriment may be guilty of an offence under the Whistleblowing Protection Regime and may be liable to pay damages.

If an employee feels that they have suffered or might suffer detriment, we encourage you to inform Axicom's Director, People and Culture, or the General Counsel or KPMG *FairCall*. Employees may also like to consider seeking independent legal advice or contacting a regulatory body, such as ASIC, APRA or the ATO.

### **3.7.3 Compensation and other remedies**

A person can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and Axicom failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

An Eligible Whistleblower should consider seeking independent legal advice if they think they may have suffered such loss, damage or injury.

#### **3.7.4 Protection from liability from making a report**

An Eligible Whistleblower will not be subject to any civil, criminal or administrative liability for making a disclosure under this policy except to the extent of any misconduct they have engaged in that is revealed in their disclosure. In addition, no contractual or other remedy may be enforced or exercised against an Eligible Whistleblower based on the disclosure. An Eligible Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect so long as it was made on reasonable grounds.

If an employee is unsure about whether their report qualifies for protection under this policy, please contact Axicom's Director, People and Culture, or the General Counsel, KPMG *FairCall*, or an independent legal advisor.

### **3.8 What are the special legal rights and protections provided to Eligible Whistleblowers?**

Axicom recognises that making a disclosure under this policy can be a difficult thing to do. Axicom employees and their families can contact Axicom's Employee Assistance Program, Converge, and KPMG *FairCall* for confidential support.

Where a disclosure is made anonymously, employees and their families can contact Axicom's employee assistance program or KPMG *FairCall* for confidential support.

All Eligible Whistleblowers can contact the Director, People and Culture to discuss support options.

### **3.9 How will Axicom investigate a disclosure?**

Investigations of disclosures under this policy will be conducted in a manner that is confidential, fair and objective. The investigation process will vary depending on the nature of the conduct and the amount of information provided.

To support the proper investigation of wrongdoing or improper conduct, Axicom recommends that disclosures contain the following where known:

- the nature of the wrongdoing or improper conduct and when it took place;
- the dates and times of the misconduct;
- the names of individual/s involved (including any witnesses); and
- relevant supporting material regarding the matters raised in the disclosure.

As permitted by law, Axicom will investigate the Disclosable Matter independently of the Department involved, the Eligible Whistleblower, and any other people involved in the misconduct.

Investigations will be coordinated by the Director, People and Culture, the General Counsel, or other senior manager as deemed appropriate in the circumstances and may involve other relevant Departments such as Finance, Audit or Legal, members of the EMT or the Board as required.

Eligible Whistleblowers will be given an opportunity to discuss the general investigation process and the steps taken in response to their disclosure in accordance with this policy.

Any person mentioned in the report or to whom a report relates will be afforded procedural fairness prior to any findings being made against them (as per standard policies and procedures related to our people).

Where reasonable and appropriate, and to the extent permissible by law, the lead investigator will communicate outcomes from an investigation arising from a disclosure to the Eligible Whistleblower following the conclusion of the investigation.

All disclosures will be addressed in a confidential manner and will only be disclosed to individuals relevant to the investigation, other than as follows:

- The Eligible Whistleblower has been consulted and has given consent, in writing, for the disclosure;
- Axicom is compelled to disclose the matter by law;
- Disclosure is necessary to allow Axicom to obtain independent legal advice;
- Disclosure is reasonably necessary to prevent or minimise a serious, imminent threat to the life or wellbeing of an individual.

All file and records relating to Protected Disclosures will be maintained on a confidential basis and stored securely.

The Axicom Audit & Risk Committee will receive copies of all whistleblower reports made under this policy on a 'no names' basis, maintaining the confidentiality of the matters raised.

These reports will:

- provide a summary of disclosures made under this policy, their status and action being taken;
- identify any patterns of conduct; and
- make recommendations, as appropriate including in relation to allocation of resources or areas requiring further attention.

A consolidated report of the above will be provided at least annually to the Axicom board.

### **3.10 Where can people access this policy?**

This policy is available on the Axicom intranet (for employees and officers only) and at [www.axicom.com](http://www.axicom.com).