

## Summary - Whistleblower Policy

### Overview

In Data#3's opinion, a healthy culture of corporate compliance and ethical behaviour is best supported where staff are aware of appropriate mechanisms within which to report conduct that does not meet our high standards. This Whistleblower Policy outlines Data#3's policy and preferred procedure mechanism (not the only mechanism) for reporting defined serious behaviour or misconduct. Outside the defined serious behaviour of this policy, Staff are encouraged to use the Complaints and Investigations Guideline. A staff member making a disclosure or report in accordance with this policy is referred to as the whistleblower in this document.

This Policy supports Data#3's Core Value and Code of Conduct and aligns with ASX Corporate Governance Principles and Recommendations.

### Our Commitment

Data#3 is committed to promoting a culture of corporate compliance and ethical behaviour, where all officers, employees, contractors and consultants of the Data#3 Group ("staff") are encouraged to:

- report any perceived malpractice, impropriety, unethical behaviour, breach of the Code of Conduct, legal or regulatory non-compliance or questionable accounting or audit matter;
- have the confidence to speak up about possible wrongdoing; and
- expect and receive protection from any victimisation, harassment or discriminatory treatment, reprisal or detrimental action resulting from reporting such conduct.

Data#3 acknowledges that the benefits flowing from an effective whistleblowing mechanism include:

- effective compliance with relevant laws;
- a healthier and safer work environment through the reporting of unsafe practices;
- more effective management;
- improved morale within the company; and
- an enhanced perception and reality that the company is taking its governance obligations seriously and addresses such obligations in a transparent way.

### What to report

A Whistleblower is encouraged to report any behaviour, practice or activity that they have reasonable grounds to suspect may amount to:

- Serious misconduct;
- Unethical or improper conduct, such as a serious breach of the Code of Conduct;
- Financial malpractice, impropriety or fraud;
- Contravention or suspected contravention of legal or regulatory provisions;
- Auditing non-disclosure or manipulation of the internal or external audit process;
- A danger to the health or safety of any individual;
- A serious risk to public health, public safety or the environment; and
- A deliberate covering up of information tending to show circumstances of this kind.

A potential Whistleblower may contact a Whistleblower Officer, who can provide an overview of this Policy and associated procedure.

NB: A matter related to the personal position of a Whistleblower or concerning a personal work-related grievance as that term is defined under Part 9.4AAA of the Corporations Act 2001 (Cth)<sup>1</sup>, is more appropriate to report through the Complaints and Investigations Guideline.

Examples of grievances that are regarded as personal work-related grievances includes:

- 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; and
- a decision to suspend or terminate the engagement of the Whistleblower, or otherwise discipline the Whistleblower.

## Protection of Whistleblowers

Data#3 commits to protect and respect any Whistleblower. This assurance includes a commitment to protect the Whistleblower's identity to the extent permitted by law and a prohibition on reprisals, discrimination, harassment or victimisation against a Whistleblower, their colleagues or relatives. This assurance also extends to recognising that a Whistleblower may be entitled to compensation and other remedies should the protections afforded not occur and that a Whistleblower is not subject to any civil, criminal or administrative liability for making a report.

A Whistleblower may make a report anonymously.

The above also applies to any director, officer or employee mentioned in disclosures that qualifies for protection.

For Eligible Whistleblowers in Australia, the Corporations Act outlines special protection to disclosures concerning breaches of that Act as long as certain conditions are met. A Whistleblower qualifies for protection as a whistleblower under the Corporations Act if they are an 'eligible whistleblower' in relation to Data#3 and:

- they have made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, the Australian Prudential Regulation Authority (APRA) or another Commonwealth body prescribed by regulation;
- they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- they have made an 'emergency disclosure' or 'public interest disclosure'.

The appropriate protections and support will vary on a case by case basis.

## Support for Whistleblowers

Support available for Whistleblowers may include connecting the whistleblower with third party support providers.

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<sup>1</sup> The information disclosed concerns a **personal work-related grievance** of the discloser if (a) the information concerns a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser's employment personally; and (b) the information does not have significant implications for the regulated entity to which it relates, or another regulated entity, that do not relate to the discloser; and (b) does not concern conduct or alleged conduct relating to offences under certain identified Acts and certain other unlawful behaviour described in section 1317(AA)(c), (d), (e) or (f).

Use of these support services by a whistleblower may require a whistleblower to consent to the disclosure of their identity or information that is likely to lead to the discovery of their identity.

## Reporting Procedure

### *Reporting by external persons*

This Policy is intended to encourage and enable external persons to raise serious concerns with the Company. To make a report, an external person may send an email to [whistleblower@data3.com.au](mailto:whistleblower@data3.com.au)

### *Whistleblower Officers*

A Whistleblower Officer will be appointed to manage the report. The Whistleblower Officer may be:

- the General Counsel;
- a Company Secretary; or
- or some other independent and suitably qualified person nominated by the Chief Executive Officer or the Chair of the Audit and Risk Committee.

The Whistleblower report may be made verbally or in writing (letter or email). If made verbally, the Whistleblower Officer may request that the report be reduced to writing.

### *Confidentiality*

Data#3 will keep in confidence the name of the Whistleblower and the content of the disclosure unless it is required by law; made to ASIC, APRA or to the AFP; to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to legal obligations of protection and confidentiality; or with the consent of the Whistleblower.

In exceptional cases, it may not be possible to ensure complete confidentiality, for example if legal proceedings take place at a later stage. Data#3 will however, act reasonably to support and protect the Whistleblower and reasonable steps will be taken to ensure that a Whistleblower will not be subject to victimization, discrimination, harassment, demotion, dismissal or prejudice because they have made the report.

Data#3 is committed to appointing and maintaining appropriately qualified Whistleblower Officers that are accessible to all staff. A Whistleblower Officer may delegate their responsibilities to another Whistleblower Officer.

### *Reporting to ASIC or APRA*

If an Eligible Whistleblower elects to report a breach or suspected breach of the Corporations legislation under the Whistleblower protection provision of Part 9.4AAA of the Corporations Act 2001 to ASIC or APRA, Data#3 will afford protection to the Whistleblower and will, to the extent it can do so and is legally permitted, keep in confidence the name of the Whistleblower and the content of the disclosure. Part 9.4AAA of the Corporations Act 2001 relates to disclosures made in good faith and where there are reasonable grounds to suspect a breach of the Corporations legislation.

The Whistleblower is required to inform a Whistleblower Officer if a disclosure is made to ASIC or APRA.

## Investigation of a Report

If a report is made internally, the Whistleblower Officer is required to commence a prompt investigation into the claims set out in the Whistleblower report. The Whistleblower Officer is required to act impartially and document the complaint, all interviews conducted, the results of the investigation and any recommendations. The Whistleblower Officer will conduct the investigation in accordance with the principles of natural justice. All investigations will be carried out as quickly as is practicable. The Whistleblower is entitled to receive feedback from the Whistleblower Officer on the outcome of any investigation. In some cases, it may not be possible to report to the Whistleblower the precise action taken as doing so might, for example, infringe on someone else's confidentiality. The Whistleblower Officer may consult with any person within the business, as part of the investigation, as reasonably required. Data#3 is committed to rectifying any wrongdoing verified by the investigation to the extent practicable in all the circumstances. The Whistleblower Officer will ensure that appropriately secure record-keeping and information sharing systems are in place.

## Recording of a Report

The record of a serious complaint reported internally will be drawn to the attention of the Audit and Risk Committee (maintaining confidentiality at all times). Progress of the investigation will be reported to the Audit and Risk Committee. If the complaint/disclosure is the subject of an internal investigation that reveals genuine problems, the Audit and Risk Committee will be required to oversee remedial action.

## Responsibilities of a Whistleblower

To be afforded protection under this Policy, Whistleblowers have the following responsibilities when making a report:

- Comply with the obligations of a Whistleblower as set out in this Policy;
- Make the report in good faith and ensure they have genuine and reasonable grounds on which to base their disclosure;
- The disclosure should be made to the most appropriate Whistleblower Officer nominated above, or with respect to an alleged contravention of the Corporations Legislation, to ASIC or APRA;
- Preferably to inform their name to the Whistleblower Officer for context purposes before making the disclosure (although it can be made anonymously); and
- Disclose any personal interest the Whistleblower may have in the report.

If a Whistleblower maliciously or vexatiously raises a report which they know to be untrue, this conduct may be regarded as misconduct and will be dealt with through Data#3's disciplinary procedure.

## Responsibilities of those involved in a report

Staff who are aware or suspect that a report has been made by a Whistleblower in respect of their conduct are prohibited from engaging in any behaviour that may directly or indirectly constitute an act of reprisal, discrimination, harassment or victimisation against the Whistleblower, their colleagues or relatives. Data#3 will not tolerate the harassment or victimisation of anyone who raises a genuine concern and will deal with any such occurrences under the disciplinary and/or harassment procedure.

## **Review Process**

Data#3 is committed to reviewing this Whistleblower Policy on an annual basis to ensure it is appropriate for the business requirements and legally compliant.

## **Related Documents**

Core Values and Code of Conduct

Provider Code of Ethics and Conduct

## **Version:**

This document was released on 11 November, 2019, with minor edits made on 13 May, 2020.