

Whistleblower Policy

OptiComm Ltd ACN 117 414 776

adopted on 15 July 2019

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1. Introduction

- 1.1 OptiComm Ltd ACN 117 414 776 (**Company**) together with its wholly-owned subsidiaries (**Group**) is committed to a culture where staff feel they are free to report or raise concerns regarding what they see as illegal, unacceptable, unethical or undesirable behaviour or conduct.
- 1.2 The purpose of this policy is to encourage the reporting of such conduct, outline the procedures to be followed, and set out the protections afforded to whistleblowers by the board of the Company (**Board**). The policy is underpinned by the Company's core values expressed in its Code of Conduct.
- 1.3 This policy applies to all directors of the Company (**Directors**), as well as all officers, employees, contractors, consultants, secondees and other persons that act on behalf of or represent the Group (each, including Directors, an **OptiComm Staff Member**).

2. Reportable Conduct

- 2.1 **"Reportable Conduct"** for the purposes of this policy is any conduct of a Director, officer, employee, agent, contractor, or other staff member of Group, whether actual, suspected or intended, that may include:
- (a) bribery or corruption;
 - (b) breaches of any Group policies or procedures, including the Company's Code of Conduct or Anti-Bribery and Corruption Policy;
 - (c) breaches of legal or regulatory provisions;
 - (d) causing loss or damage to the Group's reputation, interests, standing in the community, or financial position;
 - (e) destruction, alteration, mistreatment of, or removal for an improper purpose of, any Group asset, data or information, including material wastage of the Group's resources;
 - (f) acting unethically;
 - (g) dishonesty or fraud;
 - (h) harassment, bullying, victimisation, discrimination, or anything that unduly makes anyone feel uncomfortable, or is an abuse of authority;
 - (i) illegal acts (for example, theft, property damage, violence, illegal drug use/sale);
 - (j) questionable accounting, tax, reporting or compliance procedures, including manipulation, concealment, falsification or knowing misstatement of records or financials;
 - (k) environmental damage; or
 - (l) unsafe work practices or anything which may put the lives, health or wellbeing of anyone at risk.

3. Responsibilities

- 3.1 Everyone associated with the Group is expected to adhere to acceptable and ethical standards, including the compliance with all laws, and this in turn helps the Company to uphold its values and achieve its commitment to a culture of ethical and honest behaviour.

- 3.2 Achieving this commitment requires all OptiComm Staff Members who become aware of any actual or suspected Reportable Conduct, to report what they know or suspect according to the procedures set out below.

4. Reporting procedures

- 4.1 Anyone who has reasonable grounds to suspect Reportable Conduct should report the conduct via one of the following channels:
- (a) to their immediate supervisor or manager. The supervisor or manager will then escalate the matter to a designated Protected Disclosure Officer; or
 - (b) directly to a **Protected Disclosure Officer**, being either of the following persons:
 - **Head of Human Resources** (See Appendix 1 for current officials details); or
 - **Chair of Audit Risk Committee** (See Appendix 1 for current officials details).
- 4.2 The Protected Disclosure Officers are responsible for:
- (a) overseeing the development and implementation of this policy and the Group's whistleblower initiatives;
 - (b) encouraging reporting of policy breaches;
 - (c) protecting whistleblowers from retaliation and, if required, reviewing and considering any complaints of retaliation against a whistleblower in accordance with this policy; and
 - (d) escalating any matter the Protected Disclosure Officer considers appropriate to the Board.
- 4.3 Individuals may remain anonymous when making a report, however anonymity can reduce the extent to which some matters can be investigated, and may prevent the person lodging the report from being kept updated as to the progress or outcome of the investigation.
- 4.4 While the Company will take all reasonable efforts to ensure anonymity is maintained, persons lodging anonymous reports should be aware that if the matter is eventually heard in court, anonymity may be lifted in limited circumstances by a court order.

5. Investigation

Review of the Reportable Conduct

- 5.1 All reports of Reportable Conduct lodged in accordance with this policy will be referred to an appropriate individual within the Group who will be responsible for investigating the alleged Reportable Conduct (an **Investigation Officer**). The Investigation Officer will carry out a preliminary review of the alleged Reportable Conduct. Following that review, the Investigation Officer will decide whether the allegations will be formally investigated.
- 5.2 Where possible, the Protected Disclosure Officer and the Investigation Officer should not be the same person in relation to the same matter.

Investigation process

- 5.3 The purpose of the investigation is to determine whether or not the allegations of Reportable Conduct are substantiated, with a view to the Group then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.
- 5.4 All investigations will be conducted fairly, thoroughly and objectively, and will be done so in a reasonably timely manner. Where appropriate, and where allowed by legal or confidentiality restraints, the Investigation Officer may:
- (a) provide feedback on the progress and expected timeframes of the investigation to the OptiComm Staff Member who reported the matter (where possible); and
 - (b) inform the subject of the allegations of the reported allegations and provide them with the opportunity to respond.

Concluding the investigation

- 5.5 The Investigation Officer will prepare a report setting out the findings of the allegations and a summary of the evidence. Findings may be that an allegation is fully substantiated, partially substantiated, not able to be substantiated, or disproven. Where appropriate, and where allowed by legal or confidentiality restraints, the Investigation Officer may:
- (a) notify the OptiComm Staff Member who reported the matter of the outcome of the investigation (where possible); and
 - (b) inform the subject of the allegations of the outcome of the investigation to the extent that it relates to that person. If the allegations have been substantiated, the subject of the allegations will engage with the Group's human resources team to consider the appropriate next steps.
- 5.6 Any findings that relate to criminal activity will be reported to the police and/or regulators.

6. Escalations

- 6.1 A whistleblower may request that the Protected Disclosure Officer escalate their concerns to the Board if they are not satisfied with the findings of the investigations or with the decision of the Investigation Officer to not conduct a formal investigation.
- 6.2 When considering the request, the Board is not required to reopen or reinvestigate the matter. The Board will make a determination as to whether, given the circumstances, it is:
- (a) reasonably satisfied that it was open to the Investigation Officer to not conduct a formal investigation;
 - (b) reasonably satisfied that the findings of the investigation were appropriate and that the investigation will be concluded; or
 - (c) not reasonably satisfied that the findings were appropriate and will make recommendations in relation to next steps.
- 6.3 A whistleblower who considers the Protected Disclosure Officer has not adequately resolved their concerns can escalate such concerns to the Board.

7. Whistleblower protection

- 7.1 The Group is absolutely committed to ensuring all persons who make a report in accordance with this policy are afforded confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for lodging a report.
- 7.2 Unless required by law, a court, or as consented to by the person making the report, the identity of the person making the report shall be treated with absolute confidentiality by the person receiving the report in accordance with this policy and/or the Protected Disclosure Officer. Other information disclosed (other than the identity of the whistleblower) will also be treated confidentially but may be disclosed where permitted by law and reasonably necessary to investigate the information, provided the Company takes reasonable steps to reduce the risk that the whistleblower will be identified by the disclosure. Any notes, records or files created as part of the reporting shall be retained under similarly strict confidentiality.
- 7.3 Where, for the purposes of investigation, the identity of the person is required to be disclosed, it will not be done without the whistleblower's consent and the whistleblower may request a leave of absence or to be relocated during the investigation in those circumstances.
- 7.4 Should any breach of the confidentiality requirements set out above occur by any OptiComm Staff Member, these will be regarded as a serious breach of their terms of engagement or employment, and may result in disciplinary action including termination.
- 7.5 In cases of vexatious, baseless or trivial reports where there are no reasonable grounds for suspicion, the protections afforded to the whistleblower may not be available.

8. Whistleblower protection under the Corporations Act

- 8.1 The *Corporations Act 2001* (Cth) (**Corporations Act**) affords protection to whistleblowers where the following conditions are met:

Conditions for protection	
1. Whistleblower identity	<p>The whistleblower must be:</p> <ul style="list-style-type: none"> • a current or former officer or employee of the Company; • a current or former individual who supplies goods or services to the Company (or employee of a person who makes supplies); • an associate of the Company; or • a relative or dependant of an individual specified above, or a dependent of the spouse of an individual specified above.
2. Disclosure is made to	<p>The disclosure must be made to:</p> <ul style="list-style-type: none"> • a Protected Disclosure Officer; • a officer or senior manager of the Group; • the external auditor of the Group; • a lawyer, for the purpose of legal advice or legal representation regarding the whistleblower protections; • an actuary of the Group; or • ASIC or another prescribed Commonwealth authority.
3. Conduct	<p>The whistleblower must have reasonable grounds to suspect that:</p>

Conditions for protection	
	<ul style="list-style-type: none"> • the information concerns misconduct, or an improper state of affairs or circumstances, in relation to the Group. Personal work-related grievances are generally excluded, unless the claim is in respect of victimisation of the whistleblower relating to protected disclosures, or any of the specific matters below; or • the Group (or any officer or employee) has engaged in conduct that: <ul style="list-style-type: none"> – constitutes an offence under the Corporations Act, ASIC Act or other prescribed legislation; – constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or – represents a danger to the public or the financial system.

8.2 Where these conditions are met:

- (a) the whistleblower is protected from any legal liability by making the report, and no contractual or other remedies can be enforced against the whistleblower if they are exercised because of their disclosure;
- (b) if the report is made through ASIC (or another prescribed Commonwealth authority) or otherwise under public interest or emergency procedures, then information cannot be used as evidence against the whistleblower in criminal proceedings or proceedings involving a penalty, other than in respect of falsity of the information;
- (c) should they suffer any detrimental, recriminatory, harassing or unfavourable treatment for lodging a report, the whistleblower can claim compensation for that damage, and the persons involved may also be liable for a criminal offence; and
- (d) if the person receiving the report discloses anything which may give away the whistleblower's identity (other than as required by law, the police, ASIC or to obtain legal advice on the whistleblower protections), they too may be guilty of an offence.

8.3 If a whistleblower considers that their report is not being responded to, they may follow up with the person to whom the conduct was reported after a reasonable time. A person who reports conduct to ASIC (or another prescribed Commonwealth authority) and otherwise satisfies the conditions under the Corporations Act, may have access to additional protections to facilitate certain 'public interest' or 'emergency' disclosures to a parliamentarian or journalist. Before taking these steps, OptiComm Staff Members are encouraged to obtain further advice regarding the pre-conditions of these additional protected disclosures.

9. No retaliation

9.1 The Company prohibits, and will take all reasonable steps to protect, a whistleblower from retaliation or discrimination of any kind by or on behalf of the Company or an OptiComm Staff Member as a direct result of them making a report within the scope of this policy.

- 9.2 A whistleblower who considers themselves at risk of being, or has been, retaliated against should raise this with the Protected Disclosure Officer. The Protected Disclosure Officer will take action as they consider appropriate (where possible) and may make recommendations.

10. Support

- 10.1 The Company will ensure that all relevant OptiComm Staff Members receive appropriate training relating to this policy. The extent and nature of such training shall be defined by reference to their role under this policy.
- 10.2 A whistleblower who is a current employee of the Group may request from a Protected Disclosure Officer access to counselling services or other forms of support to protect their wellbeing. The Group will look at ways to provide such support to the extent reasonably possible.

11. Miscellaneous

- 11.1 External reviews of this policy may be undertaken at the request of the Board.
- 11.2 A copy of this policy (or a summary of it) will be made available on the Company's website and to ASX if required.
- 11.3 If you require further guidance as to this policy, please contact the Company Secretary.

12. Approval, review and changes

- 12.1 This policy was approved and adopted by the Board on 15 July 2019.
- 12.2 The Board will review this policy and related procedures as often as the Board considers necessary to ensure this policy remains effective and relevant to the current needs of the Company.
- 12.3 The Board may amend this policy from time to time by resolution.

Appendix 1 – Current officials for this policy

Protected Disclosure Officers

Head of Human Resources

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Chair of Audit and Risk Committee

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