

POL-006 WHISTLEBLOWER POLICY

Document History and Version Control

VERSION	DATE APPROVED	APPROVED BY	BRIEF DESCRIPTION
1.0	15-Aug-16	D. Stewart	Initial release
2.0	4-Feb-20	S. Collins	Updated and new template
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NetComm is committed to creating and maintaining an open working environment in which past and present employees, directors, contractors, suppliers, partners and consultants, and their relatives, are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct.

The Executive Leadership Team recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include a mechanism whereby employees and others can report their concerns freely and without fear of reprisal or intimidation. The Whistleblower Policy provides such a mechanism and encourages the reporting of such misconduct.

This policy applies to NetComm Wireless Pty Ltd (ACN 002 490 486).

1. PURPOSE

- a) The purpose of this policy is to:
 - i. promote an open and transparent culture within NetComm;
 - ii. encourage disclosures of wrongdoing;
 - iii. help deter wrongdoing;
 - iv. encourage all past and present NetComm employees, directors, contractors, consultants and suppliers, and their relatives and the public, to report an issue if on reasonable grounds they believe a person or persons has breached the NetComm Supplier Code of Conduct, NetComm Employee Code of Conduct, policies or the law;
 - v. demonstrate NetComm's commitment to a fair workplace and outline the process for managing matters of misconduct;
 - vi. protect individuals who have reasonable grounds to report misconduct which they reasonably believe to be corrupt, illegal or unethical on a confidential basis (and if requested, anonymously), without fear of reprisal, dismissal or discriminatory treatment; and
 - vii. assist in ensuring that matters of misconduct and/or unethical behaviour are identified and dealt with appropriately and on a timely basis.
- b) This policy is available on NetComm's Intranet and Internet site or may be obtained from NetComm's General Counsel in electronic or paper copy, upon request.

2. APPLICATION

- a) This policy applies to all current and former NetComm employees, directors, volunteers, and suppliers. Other persons (such as third-party contractors, customers, relatives, dependants, or dependents of any spouses of any employees and members of the public) may use the procedures in this policy.
- b) In this policy, the people this policy refers to are referred to as an 'eligible person' (Eligible Person). A reference in this policy to several persons may be construed as a reference to a single person, where the context suggests.

3. OBJECTIVES

The objectives of this policy are to:

- a) encourage every Eligible Person to disclose malpractice, misconduct or conflicts of interests of which they become aware;
- b) provide protection for every Eligible Person who disclose allegations of malpractice, misconduct or conflicts of interest; and
- c) indicate when such disclosures will be investigated.

4. POLICY

- a) This policy is designed to give guidance so that honesty and integrity are maintained at all times at NetComm.
- b) To the maximum extent practicable, a person who genuinely discloses an allegation or concern about compliance with the law or other standards of behaviour, such as the NetComm's Employee Code of Conduct or Supplier Code of Conduct (Whistleblower), will be protected from any adverse action (such as dismissal, demotion, suspension, harassment, or other forms of discrimination) because they have raised such allegations. Subject to this policy, a Whistleblower is protected, even if the allegations prove to be incorrect or unsubstantiated (although a person who maliciously or vexatiously makes disclosures or makes false disclosures may be subject to disciplinary action).
- c) Employees who participate, or assist in, an investigation involving reportable conduct will also be protected. Every effort will be made to protect the anonymity of the Whistleblower, however, there may be situations where anonymity cannot be guaranteed. In such situations, the Whistleblower will be informed.

5. REPORTABLE CONDUCT

- a) Reportable conduct that can be subjected of a protected Whistleblower report is anything the Eligible Person has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances.
- b) Examples of things that may be considered misconduct or an improper state of affairs or circumstances include:
 - i. dishonesty;
 - ii. fraud;
 - iii. corruption, such as taking a bribe;
 - iv. illegal activities (including theft, illicit drug sale/use, violence, threatened violence, or criminal damage against NetComm's assets and/or property;
 - v. discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
 - vi. acts or omissions in breach of commonwealth or state legislation or local authority by-laws;
 - vii. unethical behaviour;
 - viii. other serious improper conduct (including gross mismanagement, serious and substantial waste of NetComm resources, or repeated breaches of administrative procedures);
 - ix. unsafe work-practices;
 - x. any other conduct which may cause financial or non-financial loss to NetComm or be otherwise detrimental to the interests or reputation of NetComm, or any of its employees; or
 - xi. the deliberate concealment of information tending to show any of the matters listed above.

6. CONDUCT THAT IS NOT REPORTABLE

- a) This policy does not apply to:
 - i. personal work grievances;
 - ii. health and safety hazards; or
 - iii. general employment grievances and complaints by a person about their own employment or situation.

- b) If a Whistleblower's disclosure is solely a personal work-related grievance it should be raised in accordance with NetComm's Employee Grievance Management Process which may be accessed on the Intranet. Disclosures that relate to an element of reportable conduct should be made under this policy. See heading "How to Speak Up About Reportable Conduct".

7. HOW TO SPEAK UP ABOUT REPORTABLE CONDUCT

- a) Any person who has reasonable grounds to suspect that reportable conduct as defined above (see heading "REPORTABLE CONDUCT"), or a breach of a law or other standard of behaviour has occurred, is encouraged to report that suspicion to the Human Resources Director or the General Counsel. If this is considered inappropriate, or if the person is concerned about seeking the protections given under this policy, he or she should raise the concern with NetComm's appointed internal or external third-party contact by phone, or email, or in writing using the details below.
- b) Please note that a Whistleblower should not make a disclosure to their line manager (unless they are the Human Resources Director or the General Counsel), as this would result in not qualifying for protection as a Whistleblower under the Corporations Act.

Internally

Any items of concern may also be raised with NetComm's General Counsel as follows:

Communication Method	Contact Details
Telephone:	+61 2 9424 2000
Email:	clint.bell@netcomm.com Joy.hsu@netcomm.com Please add " Private & Confidential " to the subject
Post:	NetComm Wireless Pty Ltd Attn: General Counsel Level 1, 18 – 20 Orion Road Lane Cove, NSW 2066 Australia Please add " Private & Confidential " to the envelope

Externally

Communication Method	Contact Details
Emverio Workplace Solutions	Australia: 1300 454 574 USA/Canada: +1 (800) 965-7465 Vietnam: +84 236 4458 130 UK: +44 20 8834 9573
Emverio Workplace Complaints	complain@workplacecomplaints.com
Emverio Online Complaint Form	Online Complaint Form

- Calls will be received by Emverio on recognised business hours (AEST).
- Outside these times, the Whistleblower may leave a voicemail or choose to fill out the form. Calls are not recorded. The operators taking the call on this hotline are not associated with NetComm. They are trained, and experienced specialists dedicated to dealing with Whistleblowers and their concerns. They are also in trauma informed receipt (which means that the Operators let the Whistleblower speak without interruption to share their concerns).
- The Operator will prepare a report which details the misconduct as reported by the Whistleblower. All reports will be forwarded to either the Human Resources Director or General Counsel, Whistleblower disclosure review committee for action or referred to NetComm's General Counsel.
- Please note that anonymous disclosures are still protected under the Corporations Act.

- v. Emverio Privacy Statement - Where Emverio collects personal information as part of this service, it is provided in accordance with Emverio's Privacy Statement: <https://workplace-mediation.com.au/privacy-policy/>

Eligible recipients under the Corporations Act

- c) In addition to the internal and external channels of reporting mentioned on the previous page, disclosures made to the following recipients are also eligible to the Whistleblower protections:
 - i) any Officer (Director or Company Secretary) of NetComm;
 - ii) NetComm's auditor or actuary;
 - iii) ASIC; or
 - iv) Disclosures to a legal practitioner for the purpose of obtaining legal advice or legal representation qualify for protection.

Public-interest and emergency disclosures

- d) In limited circumstances, a Whistleblower may make a public-interest disclosure or an emergency disclosure to a member of Parliament or a journalist. Strict pre-conditions apply, including prior internal or regulatory disclosure and written notice for public-interest disclosures, and an objectively reasonable belief of substantial and imminent danger for emergency disclosures. Only the information necessary to inform the recipient may be disclosed. NetComm encourages anyone considering making a public-interest disclosure to seek independent legal advice prior to disclosure to ensure any applicable pre-conditions are satisfied to qualify for protection.

Disclosure content, acknowledgement, anonymity and confidentiality

- e) All disclosures should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be concluded.
- f) If the Whistleblower discloses his or her name in the disclosure, the person receiving the disclosure will acknowledge having received the disclosure and may initiate a follow-up meeting. However, if the disclosure is submitted on an anonymous basis, there will be no follow-up meeting regarding the disclosure and NetComm will be unable to communicate with the Whistleblower if more information is required, or if the matter is to be referred to external parties for further investigation.
- g) All disclosures received will be dealt with on a confidential basis and Whistleblowers are encouraged to disclose their identities, to obtain the protection afforded to them by law.

8. CONFIDENTIALITY AND ANONYMITY

- a) NetComm recognises that maintaining appropriate confidentiality is crucial in ensuring that potential Whistleblowers come forward and make disclosures in an open and timely manner without fear of reprisals being made against them.
- b) NetComm will take all reasonable steps to protect the identity of the Whistleblower and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. In appropriate cases, disclosure of the identity of the Whistleblower, or the allegation made by them, may be unavoidable, such as if court proceedings resulting from a disclosure pursuant to this policy or there is a threat to life or property or the company has an obligation to do so.
- c) NetComm and its people must not disclose a Whistleblower's identity or information likely to identify them, except with consent, to ASIC (or APRA/AFP as applicable), to a legal practitioner for advice, or to persons necessary to investigate where reasonable steps are taken to reduce the risk of identification. Breaches can attract civil and criminal penalties.
- d) If you would like further information before making a disclosure, you might like to consider seeking independent legal advice, or consulting the free online resources provided by the ASIC or the ATO for Whistleblower disclosures relating to taxation.

9. HOW NETCOMM WILL ACTION A WHISTLEBLOWER REPORT

- a) Once a disclosure has been received from a Whistleblower, NetComm will consider the most appropriate action. This might include an investigation of the alleged conduct, either by an appropriate person or a group of people, such as a committee.
- b) Any investigation in relation to a disclosure will be conducted promptly and fairly, with due regard for the nature of the allegation and the rights of the persons involved in the investigations.
- c) The appointment of an investigator will be determined on review of the disclosure and may be either an internal person or committee, or external third party, depending on the nature of the disclosure.
- d) Any evidence gathered during an investigation, including any materials, documents or records, must be held by the investigator, and held securely.
- e) During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of NetComm must cooperate fully with the investigator.
- f) Following the investigation, a final report will be issued and appropriate action taken where applicable.

10. SUPPORT AND PROTECTION OF AN ELIGIBLE PERSON FOLLOWING A REPORT

When will the policy operate?

- a) This policy protects the Whistleblower against any reprisals, provided that the Whistleblower identifies himself or herself to NetComm, and the disclosure is:
 - i. reportable conduct – see subheading “REPORTABLE CONDUCT” – under this policy;
 - ii. submitted in good faith and without any malice or intentionally false allegations;
 - iii. based on the Whistleblower’s reasonable belief that the alleged conduct, or issue related to the alleged conduct constitutes, or may constitute, a material breach of a law or other standard of behaviour, such as the NetComm Supplier Code of Conduct or Employee Code of Conduct; and
 - iv. does not result in a personal gain or advantage for the Whistleblower.

No Reprisals

- a) The company will not take any adverse action against a Whistleblower because they have made a disclosure, which meets the previously-mentioned conditions, unless the Whistleblower is a participant in the prohibited activities with respect to which the complaint is made.
- b) If the Whistleblower was involved in the conduct, which was the subject of the disclosure, the fact that the Whistleblower has made the disclosure may be taken into account in determining the severity of the disciplinary measures, if any, that may eventually be taken against the Whistleblower.
- c) Any reprisals against a Whistleblower are a serious breach of this policy and may result in disciplinary action, including dismissal. This protection applies to anyone providing information related to an investigation pursuant to this policy.
- d) While it is the right of the Whistleblower to remain anonymous, if the Whistleblower does not identify themselves and requires complete anonymity, it will be hard for NetComm to protect them.

Statutory Protections

- a) Where a disclosure qualifies for protection under Part 9.4AAA of the *Corporations Act 2001* (Cth), the Whistleblower is immune from civil, criminal and administrative liability for making the disclosure, no contractual or other remedy may be enforced against the Whistleblower because of the disclosure, and, for most disclosures, the information is not admissible in evidence against the Whistleblower in criminal or penalty proceedings. Statutory remedies are available for victimisation, including compensation, injunctions, apologies, reinstatement and exemplary damages.

11. COMMUNICATIONS TO THE WHISTLEBLOWER

NetComm will ensure that, provided the disclosure was not made anonymously, the Whistleblower is kept informed of the outcomes of the investigation of his or her allegation, subject to the considerations of privacy of those against whom allegations are made.

12. REVIEW OF POLICY

NetComm will review this policy at least every 2 years and make updates as required.

13. FURTHER INFORMATION AND ADVICE

For further information, refer to other related policies or contact NetComm's Human Resources Director on +61 2 9424 2000.

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