

# WHISTLEBLOWER POLICY

Adopted 17 December 2019

## 1. What is the purpose of this Policy?

Vocus is committed to promoting an ethical workplace culture.

The purpose of this Whistleblower Policy (**Policy**) is to:



identify wrongdoing or systemic misconduct which, by its nature, is or may be harmful to Vocus Group Limited and/or its subsidiaries (together, **Vocus**) or our employees, officers or contractors;



encourage those who are legally entitled to make a disclosure of wrongdoing to speak up if they have reasonable grounds to suspect that they have information about a Disclosable Matter (as defined in 3.1 below);



help detect, address and prevent inappropriate conduct within Vocus; and



outline the protections available and provide suitable channels for Eligible Whistleblowers (defined below) to report inappropriate conduct and wrongdoing.

This reflects Vocus' values of respecting each other, valuing relationships and having the hard conversations.

## 2. Who does this Policy apply to?

You can access the legal rights and protections for whistleblowers under this Policy and the *Corporations Act 2001* (Cth) (the **Corporations Act**) if you meet the definition of an “**Eligible Whistleblower**”.

You can be an Eligible Whistleblower if you are a current or former:

- (a) Vocus director, officer or employee;
- (b) Vocus contractor or supplier;
- (c) employee of a Vocus contractor or supplier (including Acquire, being Vocus' contact centre in the Philippines);
- (d) associate of Vocus, for example a director or secretary of a related company of Vocus; or
- (e) a relative, dependent or spouse (or that spouse's dependant) of individuals listed above.

**You must hold or have held one of these roles to access the protections under this Policy** (even if you raise your concerns anonymously, which you are entitled to do – see 5.3 below for more detail).

### 3. What matters or conduct does this Policy apply to?

#### 3.1 What wrongdoing is covered?

To qualify for protection under this Policy and the Corporations Act (i.e. to be a “**Protected Disclosure**”), a disclosure of wrongdoing must be about a “Disclosable Matter”.

A **Disclosable Matter** is **any wrongdoing which is, or may be, harmful to Vocus or any of its employees, officers or contractors** and includes:

- (a) dishonest, fraudulent or corrupt practices;
- (b) harassment, discrimination, victimization or bullying;
- (c) criminal conduct, including theft, unlawful drug use, violence or intimidation, criminal damage to property;
- (d) breaches of State or Federal law, or other rules or regulations which apply to Vocus (e.g. the ASX Listing Rules);
- (e) unethical conduct, or breaches of Vocus’ policies or procedures (including the Vocus Code of Conduct);
- (f) unsafe work practices or work practices that violate environmental regulations;
- (g) conduct that is likely to cause financial (or other) loss or reputational damage;
- (h) serious improper conduct or abuse of authority;
- (i) information that indicates a serious risk to public safety, or the stability or confidence in the financial system; or
- (j) conduct aimed to conceal records relating to the above.

**You must have reasonable grounds to suspect that the information you are disclosing concerns misconduct or an improper state of affairs or circumstances.**

‘Reasonable grounds’ means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

Wrongdoing can be a Disclosable Matter regardless of whether it contravenes a particular law.

A disclosure can still qualify for protection even if that disclosure turns out to be incorrect.

#### 3.2 What isn’t covered?

Disclosures or reports that do not involve Disclosable Matters do not qualify for protection under this Policy or the Corporations Act (i.e. they are not Protected Disclosures).

Matters that are **deliberately false, trivial, vexatious** or involve conduct where a person knows (or ought to know) that there are **no reasonable grounds for the suspicion**, do not fall within the scope of this Policy and should not be reported.

**Personal work-related grievances**<sup>1</sup> generally **are not** Disclosable Matters, unless they also have significant implications for Vocus (e.g. information about systemic misconduct or wrongdoing beyond your own circumstances). Vocus encourages employees to raise personal work-related grievances in

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<sup>1</sup> Generally, a personal work-related grievance will include: (1) an interpersonal conflict with another employee, (2) a decision about your employment, transfer or promotion, (3) a decision about the terms and conditions of your employment, (4) a decision to suspend or terminate your employment or otherwise discipline you.

accordance with our [Grievance Procedure](#) to allow those issues to be resolved most effectively.

## 4. How to make a disclosure if you are an Eligible Whistleblower

If you are an Eligible Whistleblower and you have reasonable grounds to suspect, or you are aware of, a Disclosable Matter, you are encouraged to report the Disclosable Matter using the following channels:

### 4.1 Making a report outside of this Policy

At first instance, if you are an employee, we encourage you to raise the matter concerning you with your immediate supervisor or manager *outside of this Policy* (provided you are comfortable to do so). Your supervisor or manager may then take the matter to either the Internal Disclosure Officer or External Disclosure Officer (as defined below) if appropriate.

### 4.2 Making a disclosure under this Policy

Certain internal and external persons are eligible to receive your disclosure if you are an Eligible Whistleblower and you wish to make a disclosure in good faith about a Disclosable Matter *under this Policy* (i.e. you wish to make a Protected Disclosure). These persons are called **Eligible Recipients**.

### 4.3 Who are Eligible Recipients?

A list of Eligible Recipients who can receive a disclosure under this Policy are as follows:

#### (a) Internal Disclosure Officer

If the Eligible Whistleblower is not an employee, or where the Eligible Whistleblower is an employee and believes that it may not be appropriate to report the matter to their immediate manager or is uncomfortable in doing so, or if the Eligible Whistleblower wishes to make a disclosure in good faith under this Policy, **they may confidentially report the matter directly to an internal disclosure mailbox: [speakup@vocus.com.au](mailto:speakup@vocus.com.au)** (with the recipients being the General Counsel and Company Secretary, and the Head of People and Culture).

#### (b) External Disclosure Officer

If alleged or suspected wrongdoing involves senior management, or if reporting through the Internal Reporting channels above may not be appropriate, the Eligible Whistleblower can confidentially contact one of the following External Disclosure Officers:

#### 1. Chairman of the Board:



Bob Mansfield AO

OR



#### 2. Chairman of the Board's Audit & Risk Committee:

David Wiadrowski



[Bob.Mansfield@vocus.com.au](mailto:Bob.Mansfield@vocus.com.au)



[David.Wiadrowski@vocus.com.au](mailto:David.Wiadrowski@vocus.com.au)

## 2. Other Eligible Recipients

Under the Corporations Act, an Eligible Whistleblower may also report a Disclosable Matter to a legal practitioner, a member of internal audit or external auditors conducting an audit of Vocus, a senior manager of Vocus (e.g. a member of the Executive Leadership Team), a Vocus Board member, an actuary of Vocus, ASIC, APRA or (if the Disclosable Matter is a tax matter) a registered tax agent or BAS agent engaged by Vocus, or with the Commissioner of Taxation where it is information that may assist the Commission in their duties in relation to Vocus. **Reporting through these channels has the**

same effect as reporting through an Internal or External Disclosure Officer as the Disclosable Matters will be reported confidentially to them and be dealt with in accordance with this Policy.

### 3. Public interest or emergency disclosures in specific circumstances

In certain limited circumstances an Eligible Whistleblower may be able to make a further disclosure to a journalist or a parliamentarian and qualify for protection.

If you would like more information, you can:

-  contact the Vocus Legal Department for general information;
-  [view Tables 2 and 3 on this page of the ASIC website;](#) and/or
-  seek independent legal advice.

If you disclose your concerns to the public in another way, the protections set out below do not apply.

## 5. Protecting the Whistleblower

### 5.1 Legal protections for Eligible Whistleblowers who make a Protected Disclosure

Under Australian law, an Eligible Whistleblower who makes a Protected Disclosure is legally entitled to the following protections:

<p><b><u>Confidentiality &amp; identity protection:</u></b></p> 	<p><b>You are entitled to have your disclosure kept confidential</b> in order to <b>protect your identity</b>.</p> <p>It is illegal for a person to identify a discloser, or disclose information that is likely to lead to identification of the discloser, outside of certain exceptions (discussed further below).</p>
<p><b><u>Protection from detriment</u></b></p> 	<p>It is illegal for someone to cause or threaten detriment to you because they believe or suspect that you have made, may have made, or could make a whistleblower disclosure.</p>
<p><b><u>Compensation &amp; remedies:</u></b></p> 	<p>You can seek compensation through a court if you suffer retaliatory conduct, loss, damage or injury for making your disclosure.</p> <p>There are also other remedies you can seek, including:</p> <ul style="list-style-type: none"> <li>• reinstatement of your original position or a comparable position;</li> <li>• the court issuing an injunction to prevent or stop detrimental conduct; or</li> <li>• an order that the person who caused you detriment or threatened you with detriment apologising to you.</li> </ul>
<p><b><u>Civil, criminal and administrative liability protection:</u></b></p>	<p>You may be protected from certain legal actions related to making a Protected Disclosure, including criminal prosecution, civil litigation (e.g. breach of your employment contract, duty of confidentiality or other contractual obligation), or administrative legal action (including disciplinary action) for making the disclosure.</p>

	Also, the information you provide may not be admissible as evidence against you in a legal proceeding (unless you have provided false information).
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### 5.2 Protecting and Supporting the Whistleblower

Vocus is committed to protecting the confidentiality of a discloser’s identity and protecting disclosers from detrimental acts or omissions.

Vocus will take the following measures and has the following mechanisms in place to protect a discloser:

- If you are an Eligible Whistleblower and make a Protected Disclosure under this Policy, it will be treated as confidential. This means that Vocus will take all reasonable steps to protect your identity. Recipients of the report or any other person with knowledge of the report must not disclose your identity (e.g. name, title, team member ID or email address) unless:

 it is required by law	 you provide consent	 disclosure is made to ASIC, APRA or the AFP	 disclosure is made to a lawyer for the purposes of getting legal advice about legal obligations of protection and confidentiality
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- Information which may lead to your identification (e.g. your unique role and responsibilities) may only be disclosed where it is reasonably necessary for Vocus to further the investigation. In these cases, Vocus will take reasonable steps to reduce the risk that your identity is disclosed.
- Unauthorised disclosure of your identity or information which may lead to your identification other than in accordance with the abovementioned investigation exception will be regarded as serious misconduct, may constitute grounds for termination and may be an offence under Australian law.
- **Vocus will not tolerate** any reprisals, discrimination, harassment, intimidation or victimisation against an Eligible Whistleblower for making a Protected Disclosure under this Policy, or against that person’s colleagues, employer (if a contractor or supplier), relatives or any other person where the reason for the detrimental conduct relates to a suspicion that a person has reported a Disclosable Matter. **Such treatment will be regarded as serious misconduct, may constitute grounds for termination and may be an offence under Australian law** (attracting both criminal and civil penalties).
- Vocus has processes in place for assessing the risk of detriment against a discloser and other persons (e.g. other staff who might be suspected to have made a disclosure) which will commence as soon as possible after receiving a disclosure (see 6 below for more detail).
- Vocus may also take other actions to protect a discloser from detriment, for example allowing the discloser to perform their duties from another location.
- Employees, potential Eligible Recipients and potential investigators will receive regular training in relation to their rights and obligations under this Policy
- Vocus also offers counselling support services to all its staff (including employees who are whistleblowers or employees named in a disclosure) via the Employee Assistance Program (EAP). To access the EAP please call Assure Programs on 1800 808 374 or visit the [Online EAP](#)

[appointment booking](#).

## 5.2 Making an anonymous disclosure

A discloser **can choose to remain anonymous** while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. However, please be aware that anonymity can limit thorough investigation and proper resolution of the matter. As with named reporting, to allow Vocus to investigate the issue, it is important that anonymous reports include sufficient information in relation to the Disclosable Matter. We suggest that a discloser who wishes to remain anonymous should maintain ongoing two-way communication with Vocus, so that Vocus can ask follow-up questions or provide feedback.

## 6. How will Vocus handle and investigate a disclosure?

Vocus will thoroughly, objectively and fairly investigate all matters reported in accordance with this Policy in a timely manner.

Once a disclosure is received by one of the Internal or External Disclosure Officers identified above, Vocus will investigate whether the disclosure qualifies for protection under this Policy, and whether a formal, in-depth investigation is required.

The disclosure may be referred to the Vocus Ethics Committee for consideration and investigation and, if required, an external independent investigator may be engaged. As noted above, Vocus and the relevant Eligible Recipient will take all reasonable steps to keep the discloser's identity confidential during this process.

Vocus will keep the discloser informed (where appropriate) of the progress of the investigation at regular intervals during the process, if the discloser can be contacted (including through anonymous channels). Frequency and timeframes may vary depending on the nature of the disclosure.

Vocus will also keep appropriate records and documentation for each step in the investigation (while preserving confidentiality). To the extent required by law, Vocus will:

- (a) retain confidential and accurate records of a report and investigation made under this Policy; and
- (b) provide the Board and the Audit and Risk Committee with a confidential summary of reports made under this Policy as appropriate.

## 7. Ensuring fair treatment of individuals mentioned in a disclosure

Sometimes, the name of an employee is mentioned in a disclosure of a suspected wrongdoing / Disclosable Matter. **Vocus is committed to treating all employees involved fairly**, as appropriate in the circumstances, including by following the processes set out above and in the Disciplinary Policy.

## 8. Where can you find this Policy?

This Policy is available on the Vocus website.

## 9. Review

The Board will review the Whistleblower Policy regularly for any required changes and to ensure it is operating effectively.