



Whistleblower Policy

Cobalt Blue Holdings Limited

ACN 614 466 607

Table of contents

1.	Introduction	1
2.	Scope	1
3.	Purpose	1
4.	Principles	2
5.	Making a Whistleblower disclosure	3
6.	Investigation	4
7.	Protection	5
8.	Definitions	7

Whistleblower Policy

1. Introduction

Cobalt Blue Holdings Limited (**Company**):

- (a) considers that implementing an effective Whistleblower Policy will assist it to maintain a high standard of Lawful and Ethical Conduct in its workplace and business activities; and
- (b) is committed to ensuring the protection of Whistleblowers who report in good faith legitimate concerns about Illegal or Unethical Conduct in the Company's workplace or business activities (**Whistleblower Disclosure**).

2. Scope

This policy applies to the Company's and its Related Bodies Corporate's (**Workers**):

- (a) Board Members;
- (b) Directors and Officers (within the meaning of the Corporations Act);
- (c) employees;
- (d) contractors;
- (e) employees of contractors;
- (f) consultants; and
- (g) employees of consultants.

3. Purpose

The purpose of this Policy is to:

- (a) Encourage Whistleblowers (including Workers) to make Whistleblower Disclosures without fear of Victimisation; and
- (b) properly manage allegations of Illegal or Unethical Conduct in a lawful, fair, consistent and timely manner.

4. Principles

- 4.1 The Company does not tolerate Illegal or Unethical Conduct in its workplace or business activities.
- 4.2 Workers:
- (a) must not engage in Illegal or Unethical Conduct in the Company's workplace or business activities;
 - (b) must report any actual or suspected Illegal or Unethical Conduct in accordance with this Policy;
 - (c) must not knowingly make false or vexatious allegations about Illegal or Unethical Conduct against the Company, its business or another Worker;
 - (d) must cooperate with any investigation undertaken by the Company under this Policy or as otherwise required at law;
 - (e) subject to the obligations imposed by this Policy and so far as is lawful, must maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure which they are aware of (or have a reasonable suspicion of); and
 - (f) must not victimise a Whistleblower as a consequence of a Whistleblower Disclosure.
- 4.3 In addition to the obligations set out in clause 4.2 above, a Director or Officer of the Company:
- (a) subject to clause 4.3(b) below, must not disclose the identity of a Whistleblower or details of a Whistleblower Disclosure to a third party without the Whistleblower's consent. This means, for example, that a company secretary of the Company must not disclose such information to other members of the Company's Board or its Chief Executive Officer unless the Whistleblower authorises the disclosure;
 - (b) may lawfully disclose the identity of a Whistleblower or details of a Whistleblower Disclosure to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Australian Federal Police or State/Territory police without a Whistleblower's consent;
 - (c) may lawfully disclose the identity of a Whistleblower, on a confidential basis, if the disclosure is required in an internal investigation, to ensure that procedural fairness is afforded to the parties involved;
 - (d) must (so far as is lawfully required) notify ASIC, APRA, the Australian Federal Police or State/Territory police of a Whistleblower Disclosure which they are notified of and cooperate with such entities (including in an investigation if necessary); and

- (e) must take all reasonably necessary steps to support and protect a Whistleblower.

4.4 The Company:

- (a) will promptly review and investigate (where appropriate) a Whistleblower Disclosure which it becomes aware of;
- (b) will (so far as is lawfully required) report to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) a Whistleblower Disclosure and cooperate with such entities (including in an investigation if necessary);
- (c) will (so far as is lawfully required) maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure which it is aware of (or has a reasonable suspicion of);
- (d) will (so far as is lawfully required) take all reasonably necessary steps to ensure a Whistleblower is kept informed about the progress and outcome of a Whistleblower Disclosure;
- (e) will take all reasonably necessary steps to ensure any Illegal or Unethical Conduct which is substantiated ceases;
- (f) will take all reasonably necessary steps to remedy any wrongdoing or adverse effects of any Illegal or Unethical Conduct which is substantiated;
- (g) will develop policies or strategies (as appropriate) to minimise the reoccurrence of any Illegal or Unethical Conduct which is substantiated;
- (h) in accordance with its policies and procedures, will promptly investigate a complaint by a Whistleblower concerning an alleged breach of confidentiality or alleged Victimisation which occurs as a consequence of a Whistleblower Disclosure;
- (i) will not victimise a Whistleblower as a consequence of a Whistleblower Disclosure, and will take all reasonable steps to ensure its Workers refrain from engaging in such behaviour; and
- (j) may take disciplinary action against a Worker, up to and including termination of their engagement or employment if they engage in Illegal or Unethical Conduct which is substantiated or if they unreasonably fail to comply with this Policy.

5. Making a Whistleblower disclosure

5.1 A Whistleblower may report a Whistleblower Disclosure:

- (a) verbally or in writing to a Director or the Company's company secretary (**Authorised Disclosure Officer**) who must notify the Board of any material incidents reported under this Policy; or

- (b) to any of the following entities (if appropriate):
 - (i) ASIC using its online form, which may be accessed at: <https://compliance.asic.gov.au/#/form/583b77dc397bbc319837ea2a/ap/5ab9d0fdbb2121114819c6f0>;
 - (ii) APRA by contacting the Secretariat of APRA on 02 9210 3070 or email at secretariat@apra.gov.au;
 - (iii) the Australian Federal Police using its online form, which may be accessed at: https://forms.afp.gov.au/online_forms/report_a_crime; or
 - (iv) NSW Police.

5.2 If a Whistleblower Disclosure involves a particular Authorised Disclosure Officer, a Whistleblower must notify another Authorised Disclosure Officer or report the alleged Illegal or Unethical Conduct to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities (including in an investigation if necessary) so far as is lawfully required.

5.3 An Authorised Disclosure Officer who receives a Whistleblower Disclosure:

- (a) must promptly review the disclosure; and
- (b) must ensure the disclosure is investigated (where appropriate) by a Whistleblower Investigation Officer as set out in clause 6.1 below; or
- (c) must report the alleged Illegal or Unethical Conduct to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities (including in an investigation if necessary) so far as is lawfully required; and
- (d) subject to clauses 5.3(b) and 5.3(c) above and so far as is lawful, must maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure which they are aware of (or have a reasonable suspicion of); and
- (e) must not victimise a Whistleblower as a consequence of a Whistleblower Disclosure.

6. Investigation

6.1 A Whistleblower Disclosure which is reported to the Company must be investigated by the Chief Operating Officer or if there is not one, the Chief Executive Officer or the Chief Financial Officer (**Whistleblower Investigation Officer**). The Whistleblower Investigation Officer must be a different person to the Authorised Disclosure Officer who receives a Whistleblower Disclosure.

6.2 A Whistleblower Investigation Officer:

- (a) must apply principles of natural justice to an investigation into a Whistleblower Disclosure, which will include:
 - (i) the investigation being conducted promptly, fairly and impartially;
 - (ii) the matters which are the subject of investigation being made known to the person who is the alleged subject of a Whistleblower Disclosure; and
 - (iii) providing the person who is the alleged subject of a Whistleblower Disclosure with sufficient time to consider the allegations and an opportunity to respond;
- (b) must maintain a confidential record of the allegations and processes concerning an investigation into a Whistleblower Disclosure;
- (c) must provide a report to the Board, who must make a determination about whether the alleged Illegal or Unethical Conduct is substantiated;
- (d) may report a Whistleblower Disclosure to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and must cooperate with such entities (including in an investigation if necessary) so far as is lawfully required;
- (e) so far as is lawful, must take all reasonable steps to ensure a Whistleblower is kept informed about the progress and outcome of a Whistleblower Disclosure;
- (f) subject to clauses 6.2(c) and 6.2(d) above and so far as is lawful, must maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure which they are aware of (or have a reasonable suspicion of); and
- (g) must not victimise a Whistleblower as a consequence of a Whistleblower Disclosure.

7. Protection

7.1 The Corporations Act protects Whistleblowers from Victimisation provided that:

- (a) they are currently a Director or Officer (within the meaning of the *Corporations Act 2001* (Cth)), employee, contractor (or employee of a contractor) of the Company;
- (b) they make a Whistleblower Disclosure to a Director, Officer, other senior manager or auditor the Company, another person who is authorised by the Company to receive Whistleblower Disclosures or ASIC;
- (c) they disclose their name when making a Whistleblower Disclosure;

- (d) they have reasonable grounds to suspect that the information they are disclosing indicates the Company or one of its Officers may have breached the Corporations Act or the *Australian Securities and Investment Commission Act 2001* (Cth) (**ASIC Act**); and
- (e) they make a Whistleblower Disclosure in 'good faith', meaning the disclosure must be honest and genuine and for the purpose of disclosing the Illegal or Unethical Conduct (but not for another vexatious or unrelated reason).

7.2 A Worker who makes a Whistleblower Disclosure must not be victimised by the Company or another Worker.

7.3 A Whistleblower may make a complaint to the Company or to one of the applicable entities set out in clause 7.6 below if they are concerned about a breach of confidentiality or if they are victimised as a consequence of making a Whistleblower Disclosure.

7.4 A Worker who knowingly or recklessly makes a false or vexatious allegation about Illegal or Unethical Conduct against the Company or another Worker:

- (a) is not entitled to the protections available for Whistleblowers under the Corporations Act or other applicable State and Federal anti-discrimination legislation;
- (b) is not afforded any protection under this Policy;
- (c) may be subject to disciplinary action, including up to termination of their engagement or employment; and
- (d) may be guilty of an offence.

7.5 The making of a Whistleblower Disclosure will not prevent the Company from commencing or continuing with any investigation into allegations of misconduct against the Whistleblower or any management of the Whistleblower's performance.

7.6 A Whistleblower who is concerned about a breach of confidentiality or considers they have been victimised as a consequence of making a Whistleblower Disclosure may also contact one of the following entities for advice or support:

- (a) Federal complaints bodies

Organisation	Contact Details
Australian Human Rights Commission	Website www.humanrights.gov.au/ Telephone 1300 656 419
Fair Work Commission	Telephone 1300 799 675 For further information and office locations, please see the website: www.fwc.gov.au/

(b) State complaints bodies

Organisation	Contact Details
Anti-Discrimination Board of New South Wales	Website www.lawlink.nsw.gov.au/adb Telephone 1800 670 812 (within NSW) 02 9268 5555 (outside NSW) Email complaintsadb@justice.nsw.gov.au Postal address PO Box W213, Parramatta Westfield NSW 2150
SafeWork NSW	Website www.safework.nsw.gov.au Telephone 13 10 50 Email contact@safework.nsw.gov.au Postal address WorkCover NSW, Locked Bag 2906, LISAROW NSW 2252

8. Definitions

- 8.1 Corporations Act means the *Corporations Act 2001* (Cth).
- 8.2 **Corruption** means dishonest activity in which an Officer, Director, executive, manager, employee or contractor of the Company acts contrary to the interests of the Company and abuses their position of trust in order to achieve some personal gain or advantage for themselves or for another person or entity. **Corrupt** has a corresponding meaning.
- 8.3 **Fraud** means dishonest activity causing actual or potential financial loss to any person or entity including theft of moneys or other property by an Officer, Director, executive, manager, employee or contractor of the Company, whether or not deception is used at any the time, and includes:
- (a) the deliberate falsification, concealment, destruction or use of falsified documentation associated with ordinary business activities by an Officer, Director, executive, manager, employee or contractor of the Company; and
 - (b) the improper use of information or position by an Officer, Director, executive, manager, employee or contractor of the Company.
- 8.4 **Fraudulent** has a corresponding meaning.
- 8.5 **Illegal or Unethical Conduct** means conduct in the Company's workplace or in connection with its business activities which:
- (a) is fraudulent;
 - (b) is corrupt;

- (c) is in breach of Commonwealth or State legislation;
- (d) is unethical (generally or which is a breach of the Company's policies on workplace behaviour);
- (e) may cause financial or non-financial loss to the Company or be otherwise detrimental to the interest of the Company (including gross mismanagement, serious and substantial waste or repeated breaches of administrative or financial procedures); or
- (f) other serious improper conduct; and
- (g) otherwise constitutes serious improper conduct.

8.6 **Lawful and Ethical Conduct** has the converse meaning to Illegal or Unethical Conduct.

8.7 Related Bodies Corporate has the meaning given in section 9 of the Corporations Act.

8.8 **Victimisation** is where one person causes detriment to a second person on the ground, or substantially on the ground, that the second person or any another person has made or intends to make a Whistleblower Disclosure. **Victimise** has a corresponding meaning. In this context, Victimisation may include dismissal, demotion, harassment, discrimination, disciplinary action, threats or other unfavourable treatment imposed as a consequence of a Worker making a Whistleblower Disclosure.

8.9 **Whistleblower** means a person who exposes actual or suspected Illegal or Unethical Conduct to in the Company workplace or its business activities by reporting such conduct internally or externally, and includes:

- (a) current and former Workers; and
- (b) family members of current and former employees.