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Whistleblower Policy

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1 INTRODUCTION AND PURPOSE

The Quantem Group of Companies (“the Company”) strives to operate with a culture of ethical and appropriate corporate behaviour in all our business activities. This includes ensuring that the Company acts with integrity, honestly and in accordance with good governance principles.

This purpose is supported by:

- ensuring that the Company has sound procedures to allow all current and previous workers and their families to identify and report genuine concerns about illegal conduct or any improper state of affairs pertaining to the Company, without fear of reprisals;
- ensuring all employees and officers of the Company are aware of the protections available under this policy and Whistleblower Laws; and
- encouraging all Company employees (and non-employees) to have the confidence to speak up if they become aware of illegal conduct or any improper state of affairs pertaining to the Company.

This Whistleblowing Policy is extremely important as it helps to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing and applies to all companies within the Quantem Group, including those in Australia and New Zealand.

1.1 Definitions:

In this Policy:

Discloser(s) refers to the persons eligible to make a disclosure protected by Whistleblower Laws. These persons are identified in section 2 below.

Protected Disclosure(s) refers to the types of disclosures outlined at section 3 below, which are protected by Whistleblower Laws and the terms of this policy.

Whistleblower Laws refers to the protections contained in Part 9.4AAA of the *Corporations Act 2001* as well as the accompanying *Corporations Regulations 2001* in Australia and the *Protected Disclosures (Protection of Whistleblowers) Act 2022* in New Zealand.

Whistleblowing Officer is the General Counsel and Company Secretary

2 SCOPE – WHO MAY MAKE A WHISTLEBLOWER COMPLAINT

This Policy applies a Discloser, who is any of the following persons (as well as their relatives and dependants) who may make a Protected Disclosure:

- Current and former employees and officers of the Company;
- current or previous contractor or employee of a contractor to the Company;
- individuals who supply goods or services to the Company;
- employees of suppliers of goods or services to the Company; and
- the Company related bodies corporate (and their directors/secretaries).

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3 WHAT CAN BE DISCLOSED UNDER WHISTLEBLOWER LAWS?

3.1 Definition of Protected Disclosures

Disclosures that are protected under the Whistleblower Laws are those where the Discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or its related bodies corporate.

Misconduct includes (but is not limited to) fraud, negligence, default, breach of trust and breach of duty. It also includes any concerns that the Company, its related bodies corporate or employees or officers of the Company or its related bodies corporate, have engaged in conduct that:

- (a) constitutes a contravention of the Corporations Act 2001, the ASIC Act, the Superannuation Industry (Supervision) Act 1993, the Banking Act 1959 or any insurance or life insurance statutes;
- (b) constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- (c) represents a danger to the public or the financial system, (including conduct posing significant risk to public safety or the stability or confidence in the financial system even if the conduct does not involve a breach of a particular law).

3.2 Examples of types of Protected Disclosures

Some examples of types of Protected Disclosures include:

- Illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property.
- Fraud, money laundering or misappropriation of funds.
- Offering or accepting a bribe.
- Financial irregularities.
- Failure to comply with, or breach of, legal or regulatory requirements.
- Any instances of modern slavery.
- Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or planning to make, a Protected Disclosure.

3.3 Work related grievances are generally not Protected Disclosures

The disclosure of information related to a personal work-related grievance is not generally protected by Whistleblower Laws. A personal work-related grievance relates to information where:

- (a) the information concerns a grievance in relation to the Discloser’s employment or former employment which has implications for the Discloser personally; and
- (b) the information does not have significant implications for the Company that do not relate to the Discloser; and
- (c) the information does not concern conduct or alleged conduct referred to in the three examples cited at section 3.1 above.

Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.

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A disclosure about a personal work-related grievance may still be a Protected Disclosure if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (eg. a mixed report);
- (b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser’s personal circumstances;
- (c) the Discloser suffers from or is threatened with detriment for making a disclosure;
- (d) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Internal personal work-related complaints should be made pursuant to the Company’s Grievance and Complaints Policy.

4 HOW TO MAKE A PROTECTED DISCLOSURE

4.1 Who should you speak to?

If a Discloser has reasonable grounds to suspect relevant conduct warrants a whistleblower complaint, a Discloser may disclose Protected Disclosure to any of the following people:

- (a) The Whistleblowing Officer.
- (b) A director, officer or senior manager of the Company or its related bodies corporate.
- (c) An auditor or member of an audit team conducting an audit on the Company or its related bodies corporate.
- (d) Anonymous Whistleblower hotline.

A “senior manager” is a person who:

- makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or
- has the capacity to significantly affect the Company financial standing.

If appropriate, Disclosers may also make a Protected Disclosure to:

- (a) ASIC or APRA or any other Commonwealth body that is prescribed by the Whistleblower Laws (which may include the ATO with respect to taxation matters);
- (b) a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws;

4.2 Internal Disclosure

If they are comfortable to do so, Disclosers are encouraged to make Protected Disclosure using the process below:

STEP ONE: Submit a written complaint or report and any relevant documentation on any Protected Disclosure to the person identified in Section 4.1 of this policy who is the Discloser’s relevant manager or the Company contact. The manager or contact will report the concerns to the Whistleblowing Officer.

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STEP TWO: If a Discloser has a concern with Step 1 (for example the Discloser reasonably believes that the manager is involved in the Protected Disclosure or the Discloser does not feel comfortable reporting it to their manager for any other reason), then the Discloser may submit a report directly to the Whistleblowing Officer.

4.3 External Disclosure

If a Discloser has a concern with the Internal Disclosure process (for example the Discloser reasonably believes that the manager is involved in the Protected Disclosure or the Discloser does not feel comfortable reporting it to the Manager for any other reason), then the Discloser may submit a report directly to the externally provided anonymous Whistleblower Hotline (see details in section 8 below).

4.4 Anonymity

There is no requirement for a Discloser to identify themselves to be protected by Whistleblower Laws. A person may choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.

A Discloser may refuse to answer questions if they feel that the answer could reveal their identity at any time.

4.5 Right to further disclosure

In certain circumstances concerning public interest or emergencies, you may make a protected disclosure to a journalist or parliamentarian under Australian law. These circumstances are set out in section 1317AAD of the Corporations Act (Cth) Australia and include (for a public interest disclosure) a requirement that 90 days must have passed since the initial Eligible Report was made.

There is also a right to disclose to a Minister in New Zealand under section 14 of the *Protected Disclosures (Protection of Whistleblowers) Act 2022* in certain circumstances.

A Discloser should obtain legal advice prior to making disclosure to a parliamentarian, journalist or Minister.

5 INVESTIGATION PROCESS

The Company will refer Protected Disclosure to its Whistleblowing Officer for investigation to determine whether misconduct or some other improper state of affairs exists.

The Whistleblowing Officer will investigate the relevant matters in a manner compliant with the confidentiality obligations under the Whistleblower Laws. The Whistleblowing Officer may alternatively:

- appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
- refer Protected Disclosure directly to ASIC, APRA, the Australian Federal Police or other appropriate authority.

Whilst every investigation process will differ according to the relevant circumstances, the Whistleblowing Officer will ordinarily ensure that appropriate enquiries are made to determine whether:

- (a) the disclosure qualifies for protection;
- (a) the allegations are substantiated; and

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- (b) responsive action needs to be taken in order to address any established misconduct or other improper state of affairs.

The timeframe for conducting investigations will differ depending on the complexity of a disclosure, however, all disclosures will be investigated as promptly as is reasonably practicable.

The Discloser will be provided with regular updates, assuming the Discloser can be contacted. The frequency and timeframe of updates may vary depending on the nature of the disclosure. Key updates will ordinarily include (but are not necessarily limited to):

- that the disclosure has been received;
- when the investigation processes has begun; and
- when the investigation process has concluded.

6 PROTECTIONS FOR DISCLOSERS UNDER THE POLICY

6.1 Confidentiality

Where a disclosure is protected by Whistleblower Laws, the Whistleblower Laws prohibit persons from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.

Persons may only disclose the identity of a Discloser with the Discloser’s consent or to ASIC, APRA, the AFP, a legal practitioner for the purposes of obtaining legal advice about the Whistleblower Laws or to other persons or bodies prescribed by the Whistleblower Laws.

Persons may also disclose the existence of the Protected Disclosure to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser’s identity can be discovered. These disclosures may include disclosures to:

- the Managing Director and Chief Executive Officer;
- delegates to HR or other managers to make inquires or to conduct investigations or order external investigations as is deemed appropriate; and
- respondents of complaints to ensure that the person/s against whom allegations are made are given the opportunity to respond to any allegations.

Any breach of these confidentiality protections is illegal and attract significant fines for both individuals and companies.

6.2 Protection from detrimental conduct and victimisation

Whistleblower Laws prohibit any person or company from:

- (a) engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure, proposes to make or could make a disclosure about a Protected Matter pursuant to Whistleblower Laws; or
- (b) carrying out any threats to cause detriment to any person (whether express or implied threats) because the that person (or another person) made a disclosure, proposes to make or could make a disclosure about a Protected Matter pursuant to Whistleblower Laws.

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Examples of detrimental conduct include:

- dismissing an employee or terminating a contractor the basis that a person has made a disclosure under this policy,
- injuring an employee in his or her employment
- altering an employee's position or duties to his or her disadvantage
- discrimination between employees
- harassment or intimidation of a person
- harm or injury to a person, including psychological harm
- damage to a person's property or reputation
- damage to a person's business or financial position

However, detrimental conducts does not include conduct such as:

- administrative action that is reasonable for the purpose of protecting a Discloser from detriment
- managing a Discloser's unsatisfactory work performance if the action is line with the Company's performance management framework.

Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.

If a Discloser believes that they have been subject to any prohibited detrimental conduct or victimisation, they should seek legal advice about these matters.

7 BREACHES OF THIS POLICY

All employees and contractors of the Company are required to comply with this policy at all times as well as with Whistleblower Laws.

Non-compliance with this policy or Whistleblower Laws may result in disciplinary action up to and including termination of employment or termination of a contractor's services.

8 CONTACT DETAILS

Whistleblowing Officer:

Gillian Wong, General Counsel & Company Secretary

Email: gillian.wong@quantem.com.au

Telephone: +61 407 504 482

Whistleblower Hotline: 1300 329 117

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