

Whistleblower Policy

Zoono Group Limited

ACN 006 645 754

Approved and effective: July 2019

WHISTLEBLOWER POLICY

(EFFECTIVE 1 JULY 2019)

1. AIM

The *Corporations Act 2001* (Cth) and the *Tax Administration Act 1953* (Cth) provide for protections for eligible whistleblowers (**Whistleblower Protection Scheme** or **Scheme**).

The purpose of this policy is to set out:

- (a) information about the types of disclosures that qualify for protection under the Whistleblower Protection Scheme;
- (b) information about the protections available to whistleblowers, including protections under the Whistleblower Protection Scheme;
- (c) information about to whom disclosures that qualify for protection under the Whistleblower Protection Scheme may be made, and how they may be made;
- (d) information about how Zoono Group Limited (**Zoono**) will support whistleblowers and protect them from detriment;
- (e) information about how Zoono will investigate disclosures that qualify for protection;
- (f) information about how Zoono will ensure fair treatment of employees and contractors of who are mentioned in disclosures that qualify for protection, or to whom such disclosures relate; and
- (g) information about how this policy is to be made available to officers, employees and contractors of Zoono.

2. SCOPE OF THE WHISTLEBLOWER PROTECTION SCHEME

2.1 What disclosures are protected

The following are the primary types of disclosures that qualify for protection under the Scheme:

- (a) disclosures by an 'eligible whistleblower' to ASIC, APRA, the Commissioner of Taxation, a prescribed Commonwealth authority or a legal practitioner; or
- (b) disclosures by an 'eligible whistleblower' to an 'eligible recipient',

if the disclosure has 'reasonable grounds' to 'suspect' that the disclosed information:

- (c) concerns:
 - (i) misconduct; or
 - (ii) an improper state of affairs or circumstances,in relation to Zoono or one of its related bodies corporate; or
- (d) indicates that Zoono, a related body corporate or one of its or their officers, employees or contractors has engaged in conduct that constitutes an offence against the Corporations Act or other specified financial services legislation, an offence against other Commonwealth legislation that is punishable by imprisonment for 12 months or more or represents a danger to the public or the financial system.

The misconduct or an improper state of affairs can be in respect of tax affairs. Examples of conduct which might be the subject of a protected disclosure may include:

- (a) a breach of a legal obligation by Zoono;

- (b) conduct which poses danger to the health and safety of any individual; or
- (c) any deliberate covering up of information relating to the above matters.

2.2 Personal work-related grievances

A disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that the information disclosed:

- (a) concerns a personal work-related grievance of the eligible whistleblower; and
- (b) does not concern a contravention, or an alleged contravention of clause 3.3 of this policy.

For the purposes of the Whistleblower Protection Scheme, a disclosure is a 'personal work-related grievance' if:

- (a) the information concerns a grievance about any matter in relation to the eligible whistleblower's employment, or former employment, having (or tending to have) implications for the eligible whistleblower personally; and
- (b) the information:
 - (i) does not have significant implications for Zoono, or another regulated entity, that do not relate to the discloser; and
 - (ii) does not concern conduct, or alleged conduct, referred to in paragraph 2.1(v)(B) of this policy.

2.3 Public interest disclosures

There is an additional category of disclosures called 'public interest disclosures' that qualify for protection under the Whistleblower Protection Scheme. These can be made to journalists and members of Parliament but only if the eligible whistleblower complies with the following strict requirements:

- (a) the eligible whistleblower has made qualifying disclosure to ASIC, APRA, or a prescribed Commonwealth authority;
- (b) at least 90 days has passed since the qualifying disclosure was made;
- (c) the eligible whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the qualifying disclosure related;
- (d) the eligible whistleblower has reasonable grounds to believe that making a public interest disclosure would be in the public interest;
- (e) after 90 days have passed, the eligible whistleblower must give the body to which the qualifying disclosure was originally made a written notification that:
 - (i) includes sufficient information to identify the qualifying disclosure. ; and
 - (ii) states that the eligible whistleblower intends to make a public interest disclosure; and
- (f) the extent of the information disclosed in the public interest disclosure is no greater than to inform the journalist or member of Parliament of the misconduct or improper state of affairs or circumstances, or other conduct falling within the scope of the Whistleblower Protection Scheme.

2.4 Emergency disclosures

There is an additional category of disclosures called 'emergency disclosures'. These can be made to journalists and members of Parliament but only if the discloser complies with the following strict requirements:

- (a) the discloser must have first made a qualifying disclosure to ASIC, APRA or a prescribed Commonwealth authority;
- (b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or the natural environment;
- (c) the discloser gave notice to the body to which the qualifying disclosure was made that states:
 - (i) that they intend to make an emergency disclosure; and
 - (ii) includes sufficient information to identify the qualifying disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

2.5 Who is an 'eligible whistleblower'?

The following persons are capable of being 'eligible whistleblowers' under the Whistleblower Protection Scheme:

- (a) any officer of Zoono;
- (b) any employee of Zoono; and
- (c) any person who supplied goods or services to Zoono or its employees.

'Zoono' in this context includes any of its subsidiaries.

The concept of 'eligible whistleblowers' extends to any persons who previously held any of the above positions of functions. It also extends to family members of these persons.

2.6 Who is an 'eligible recipient' within Zoono?

An eligible recipient will be:

- (a) any of Zoono's officers (which include directors) or senior managers;
- (b) Zoono's auditors or actuaries; or
- (c) any person authorised by Zoono to receive quantifying disclosures (HR).

3. PROTECTIONS

3.1 Confidentiality

Strict confidentiality obligations apply in respect of any disclosures that qualify for protection under the Whistleblower Protection Scheme.

Unless the eligible whistleblower consents, their identity or any information that may lead to the disclosure of their identity must not be disclosed by the recipient to any other person (subject to the exceptions set out below).

To avoid inadvertent breaches of confidentiality obligations under the Whistleblower Protection Scheme, eligible whistleblowers are encouraged to consent to their identity being disclosed (if they feel comfortable to do so). Being able to share an eligible whistleblower's identity will also assist in an efficient investigation of the matters that an eligible whistleblower discloses.

However:

- (a) Anonymous disclosures are still capable of being protected (though it may be difficult to investigate these disclosures effectively).
- (b) If a discloser does not consent to their identity being disclosed to any other person, it will still be lawful to:
 - (i) disclose their identity to:
 - (A) ASIC, APRA, the AFP or the Commissioner of Taxation;
 - (B) a legal practitioner for the purpose of obtaining advice about the disclosure; or
 - (C) a body prescribed by the regulations, and
 - (ii) disclose information that may lead to the identification of the individual if this is reasonable necessary for the purpose of investigating the qualifying disclosure.

3.2 Zoono cannot pursue action against the discloser

Zoono will be prohibited from pursuing any civil, criminal, administrative or contractual action against an eligible whistleblower in relation to any protected disclosure that they make.

3.3 Detriments and threats of detriment prohibited

The Whistleblower Protection Scheme makes it unlawful for a person to engage in conduct against another person that causes or will cause a detriment:

in circumstances where the person believes or suspects that the other

- (a) person or a third person made, may have made, proposes to make or could make a qualifying disclosure; and
- (b) in the belief that the person is the reason or part of the reason for their conduct.

Threats of detriment will also be unlawful if:

- (a) the person making the threat intended to cause fear that a detriment would be carried out or was reckless as to whether the person against who it was directed would fear the threatened detriment being carried out; and
- (b) the threat was made because the person makes or may make a qualifying disclosure.

The meaning of 'detriment' is very broad and includes:

- (a) dismissing an employee
- (b) injuring an employee in their employment;
- (c) altering an employee's position or duties to their disadvantage;
- (d) discriminating between an employee and other employees;
- (e) harassing or intimidating a person;
- (f) harming or injuring a person;
- (g) damaging a person's property, reputation, business or financial position; and
- (h) any other damage to a person.

3.4 Court Orders

Courts are given broad scope to make orders remedying a detriment or threatened detriment. These include making/ordering injunctions, compensation orders (including against individual employees and their employers), reinstatements, exemplary damages, and the making of apologies. Civil and criminal sanctions also apply to breaches of the Whistleblower Protection Scheme.

3.5 Are there any other protections that are available?

If a disclosure qualifies for protection under the Whistleblower Protection Scheme, that disclosure may also amount to the exercise of a workplace right by either a Zoono employee or contractor. Zoono and its employees are prohibited under the Fair Work Act 2009 (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

4. RESPONSIBILITIES

It is the responsibility of all Zoono personnel to be aware of and understand the scope of the Whistleblower Protection Scheme and the protections that are afforded to eligible whistleblowers, and to comply with the Whistleblower Protection Scheme's requirements.

5. SUPPORT, INVESTIGATIONS AND FAIR TREATMENT

Zoono is committed to transparency and to building an environment in which personnel feel free to raise legitimate issues relating to misconduct or any improper state of affairs or circumstances that may be affecting Zoono's operations.

Whenever an eligible disclosure under the Whistleblower Protection Scheme is made, Zoono HR will reiterate the requirements of this policy with any person against whom a disclosure may be made or with whom the discloser may work directly to ensure that the protections afforded under the Whistleblower Protection Scheme are not undermined. Disciplinary action up to and including dismissal may be taken against any person who causes or threatens to cause any detriment against a whistleblower.

At the same time, it is crucial that due process be observed before any action is taken against a person against whom a disclosure is made. Such action will only occur where there is cogent evidence of the alleged misconduct or improper state of affairs or circumstances, or other conduct falling within the scope of the Whistleblower Protection Scheme.

Eligible disclosures will often be investigated internally by Zoono HR. However, it may sometimes be appropriate for investigations to be carried out externally on behalf of Zoono. Whether an investigation will be carried out externally will depend on the seriousness of the allegations and who they relate to.

6. VEXATIOUS DISCLOSURES

A discloser will only be protected if they have objectively reasonable grounds to suspect that the information that they disclose concerns misconduct or an improper state of affairs or circumstances or other conduct falling within the scope of the Whistleblower Protection Scheme.

The protections under the Whistleblower Protection Scheme will not extend to vexatious complaints. If any investigation of a disclosure demonstrates that it was not made on objectively reasonable grounds, it will not be protected.

Depending on the circumstances, it may be appropriate for Zoono to take disciplinary action against any person who does not have objectively reasonable grounds for their disclosure. Such action may include the termination of employment.

7. OTHER MATTERS

Any breach of this policy may result in disciplinary action, up to and including termination of employment.

If an employee has a complaint or grievance about their employment or their personal circumstances, as opposed to an eligible disclosure, then Zoono's [Grievance] Policy should be used.

This policy is not intended to go beyond the legislation. This policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on Zoono. This policy may be varied by Zoono from time to time without prior notice.

ZOONO GROUP LIMITED

Date: August 2019