

Whistleblower Policy





1. Purpose

The Company is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

2. Who is protected by this policy?

Persons identified in Section 3.1 making disclosure of the information in Section 3.3 to persons mentioned in Section 3.2 are Eligible Disclosers. Eligible Disclosers receive the protections set out in this Policy, notable Sections 3.5 and 5.

Disclosures about matters not covered by Section 3.3 are not covered by protections in Section 3.5 in accordance with the Corporations Act.

3. When is Disclosure by an Eligible Discloser Protected?

3.1 Who can be an Eligible Discloser?

The Corporations Act 2001 (Cth) (**Corporations Act**) gives special protection to disclosures about any misconduct or improper state of affairs relating to the Company if the discloser is or has been:

- a) an officer or employee of the Company;
- b) an individual who supplies goods or services to the Company or is an employee of a person who supplies goods or services to the Company;
- c) an individual who is an associate of the Company; or
- d) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.

3.2 How and to whom to make reports

Reports by Company employees and contractors should be made to the Protected Disclosure Officer, namely the Company Secretary of the Company. However, if the report implicates an employee's supervisor, manager or the Company Secretary, then the disclosure should be made to the Chair of the Board.

While it is the Company's preference that you raise reports with the abovementioned officer, under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of the Company. This includes a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing. This may include an executive general manager or general manager.

A report may also be made to an external auditor of the Company, ASIC, APRA or a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

Reports may be made anonymously.



3.3 Meaning of Reportable Conduct

A person (an Eligible Discloser) may make a report (**report**) under this Policy if he or she has reasonable grounds to suspect that a Company director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with the Company has engaged in conduct (**Reportable Conduct**) which:

- a) is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Company's Anti-bribery Policy;
- b) is unethical or in breach of the Company's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company' Code of Conduct or other policies or procedures);
- c) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- d) is potentially damaging to the Company, its employees or third parties;
- e) amounts to an abuse of authority;
- f) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act;
- g) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company's interests; or
- h) involves any other kind of misconduct or an improper state of affairs or circumstances.

3.4 Work-related grievances excluded

Reports that relate to work-related grievances are not be protected under this Policy. The following are examples of work-related grievances:

- a) an interpersonal conflict between a discloser and another employee;
- b) a decision relating to the engagement, transfer or promotion of a discloser;
- c) a decision relating to the terms and conditions of employment of a discloser; or
- d) a decision to suspend or terminate the employment of a discloser, or otherwise to discipline the discloser.

These matters are dealt with under the Company's policies relating to employee conduct and grievances.

3.5 Protections for Eligible Whistleblowers

The protections given by the Corporations Act when these conditions are met are:

- a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- c) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
- d) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- e) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and



- f) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

4. How we will investigate Reportable Conduct

4.1 Investigations

The Company will investigate all matters of Reportable Conduct reported in accordance with this policy as soon as practicable after the matter has been reported. The Protected Disclosure Officer (or another person to whom you made a report in accordance with this policy) may, with your consent, appoint a person to assist in the investigation of a report.

Investigations will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and relevant circumstances.

The nature of investigation processes and enquiries will be determined by the nature and substance of the report. Generally, as soon as practicable after receipt of the report, if the report is not anonymous, a Protected Disclosure Officer (or another person to whom you made a report in accordance with this policy) or investigator will contact you to discuss the investigation process, including who may be contacted and other relevant matters.

Where a report is submitted anonymously, the Company will undertake investigations and enquiries based on the information it received.

4.2 Feedback about an investigations

Where appropriate, the Company will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

5. Eligible Whistleblowers - Confidentiality and Projection from Detriment

5.1 Context

Pursuant to the requirements set out in section 3, the Company is committed to ensuring confidentiality in respect of all matters raised in accordance with this policy, and to ensuring that those who make a report are treated fairly, do not suffer detriment and enjoy maximum possible protection of their identity and confidentiality.

5.2 Protection from detriment

If you are subjected to detriment as a result of making a report in accordance with this policy, you should inform the Protected Disclosure Officer (or another person to whom you made a report in accordance with this policy).

Detriment includes *dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.*

5.3 Protection of identity and confidentiality

Subject to compliance with legal requirements set out in Sections 3.1 to 3.4, upon receiving a report under this policy, the Company will only share your identity as a whistleblower or information likely to reveal your identity if:

- a) you consent;
- b) the concern is reported to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (**APRA**), the Tax Commissioner or the Australian Federal Police (**AFP**); or



- c) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If the Company needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk. Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

5.4 Files and records

All files and records created from an investigation will be retained securely. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

6. Breaches of policy

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter that will attract the Company's disciplinary procedures. Persons orchestrating detriment to the whistleblower protracted under this policy will likewise be disciplined for serious misconduct.

The Corporations Act gives special protection to disclosures about breaches of that Act, provided certain conditions are met. *The Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met.

7. Rights of persons named in report

Subject to compliance with any legal requirements, an employee or officer of the Company who is the subject of a report of alleged Reportable Conduct has the right to:

- a) be informed as to the substance of the allegations;
- b) be given a reasonable opportunity to put their case (either orally or in writing) to the investigator; and
- c) be informed of the findings in respect of the Protected Disclosure.

8. Access to this policy

This Policy will be made available in the Corporate Governance section of the Company's website or a copy may be obtained from a Protected Disclosure Officer.

9. Training

The Company will provide periodic training to employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

10. Interaction with other legislation

This policy must be read in conjunction with, and is subject to, the laws and regulations in the respective local jurisdictions in which the Company operates.

11. Review of this policy

The Board will review this Policy periodically to ensure that it remains effective.



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