



VERTUA

WHILSTLEBLOWER POLICY

VERTUA LIMITED

Level 5, 97 Pacific Highway, North Sydney NSW 2060
PO BOX 630, North Sydney NSW 2060

P +61 2 8624 6130 **ABN** 51 601 548 109

1. INTRODUCTION

- A. This is the Whistle-blower Policy of Vertua Limited ACN 108 076 295 (Company) and its related bodies corporate (Vertua) and sets out the responsibilities and accountability of individuals for reporting unethical or illegal practices, the investigation of such reports and the protections provided for those making reports.
- B. This Policy is consistent with the Company's Statement of Values. Vertua is committed to maintaining a high standard of ethical business practice and corporate governance. Accordingly, Vertua requires its directors, officers and employees to observe high standards of business conducts and ethics, as well as compliance with all applicable laws, regulations, corporate reporting and disclosure, accounting practices and controls, auditing practices and other matters relating to fraud against Vertua or its shareholders (Company Matters).
- C. The Company embraces the reporting of suspected unethical, illegal, fraudulent, undesirable or unlawful conduct involving the Company's business and provides protections and measures to those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.
- D. As part of its responsibilities, the Audit and Risk Committee is responsible for ensuring that a confidential and anonymous process exists whereby persons can report on Company Matters.
- E. This Policy sets out Vertua's policy for reporting concerns of past, present or future instances of unethical or unlawful behaviour relating to Vertua and applies to all employees, directors, officers, contractors (including employees of contractors), suppliers and consultants of all entities within Vertua (Personnel).
- F. This Policy encourages Personnel to report an issue if they genuinely believe someone has engaged in serious wrongdoing.

2. REPORTING PROCESS

2.1 Application of Policy

This Policy applies to anyone who is employed or engaged by Vertua, including employees (whether permanent, part time, fixed term or temporary), contractors, consultants, seconders and directors.

2.2 When to report

You may make a report under this Policy if you have reasonable grounds to suspect that a director, officer, employee, contractor, supplier, tenderer or other person of Vertua who has business dealings with Vertua has engaged in conduct (Reportable Events) which:

- A. Is dishonest, fraudulent, corrupt, including bribery or other activity in breach of this Policy;
- B. Is illegal activity (e.g. theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- C. Contravenes the Corporations Act, 2001 (Cth) (Corporations Act) or the Australian Securities and Investments Commission Act, 2001 (Cth) and any other law administered by the Australian Securities and Investments Commission (ASIC);
- D. Constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

- E. Is unethical or in breach of Vertua's policies (e.g. dishonestly altering company records or data, adopting accounting practices that are questionable or wilfully breaching the Company's Code of Conduct or other policies or procedures);
- F. Amounts to an abuse of authority or position;
- G. May cause financial loss to Vertua or damage its reputation or be otherwise detrimental to Vertua's interests;
- H. Is potentially damaging to the Group, an employee of Vertua or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Vertua's property or resources;
- I. Involves harassment, discrimination, victimisation or bullying (other than "personal work-related grievances", as defined in the Corporations Act); or
- J. Any misconduct or improper state of affairs or circumstances which may cause loss to Vertua or be otherwise detrimental to the interests of Vertua including any breach of Vertua's Anti-Bribery and Corruption Policy, negligence, default, breach of trust and breach of duty, in relation to Vertua.

It is expected that employees of Vertua who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Events will make a report under this Policy or under other applicable policies. Employees are encouraged to raise concerns about any issue or suspicion at the earliest possible date.

A Reportable Event generally does not include a personal work-related grievance in relation to your employment, or former employment, with Vertua (such as in relation to employment terms, interpersonal conflict with other employees, disciplinary or performance management processes or termination of employment).

If you have a grievance that is not a Reportable Event, you may still report the grievance to your manager under Vertua's internal complaints policy. In this instance, you are encouraged to seek legal advice about your rights and protections under employment or contract law.

2.3 How to make a report

- A. Vertua has several methods for making a report if you become aware of any issue or behaviour which you consider to be a Reportable Event. We request that reports are made to any one of the people listed below being a Protected Disclosure Officer:

Kathleen Howell, People and Culture Manager

+61 2 8624 6130

kat@vertua.com.au

- B. Reports may be made in the following ways:
 - i. By posting a letter to Vertua Limited, Level 5, 97 Pacific Highway, North Sydney, NSW 2060 (marked to the attention of the Protected Disclosure Officer);
 - ii. By emailing an email to the relevant email address (marked to the attention of the relevant Protected Disclosure Officer); or
 - iii. By calling a Protected Disclosure Officer on the telephone number above.



- C. 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 Vertua, or who has the capacity to affect significantly Vertua’s financial standing.
- D. Where a Reportable Event is to be made to the Company’s auditors (Auditors), we request that you contact the Auditors directly in addition to your notification to the Company, so that the Reportable Event can be considered in accordance with both this Policy and the relevant policies of the Auditors.
- E. We encourage eligible whistle-blowers (e.g. employees and external disclosers) to make a disclosure to one of the Protected Disclosure Officer in the first instance.
- F. You can make a disclosure:
 - i. Directly to regulatory bodies, or other external parties, about a Reportable Event;
 - ii. To a legal practitioner for the purposes of obtaining legal advice or legal representation; or
 - iii. In certain circumstances, to a journalist or parliamentarian.

2.4 What to report

- A. Where a report is made by email or letter, the subject of the email or letter should make it clear that it is a report under this Policy, so that its confidentiality can be maintained.
- B. The communication should also indicate whether the reporting person consents to the recipient of their report disclosing their identity to other persons, which may include a designated investigation team (if one is established), Company officers and the Company’s external legal advisors.
- C. Given Vertua may not be able to properly investigate a report without this consent, if you make a report you will be taken to consent to your identity being shared to these limited persons unless you positively indicate you wish to remain anonymous. Anonymity can also be specified (i.e. “I do consent to you sharing my identity with an external investigator but not to Vertua employees or officers”).
- D. If you elect to remain anonymous we will respect your right not to identify yourself, however, it may mean that our investigation will be limited.
- E. We do not expect an initial disclosure to include absolute proof of misconduct. Where possible it could include:
 - i. The name, job title and workplace address of the person the subject of the disclosure;
 - ii. Details of the misconduct including dates and places;
 - iii. Names of anyone who may substantiate the disclosure; and/or
 - iv. Any other evidence that supports the disclosure such as emails or other documents.
- F. These details will assist Vertua in deciding how best to deal with the disclosure.
- G. Not all information is required as part of an initial contact. For example, you may decide to contact a Protected Disclosure Officer with high level information and then follow up with further detail later.

3. INVESTIGATION PROCESS

3.1 Method of investigation

- A. The investigation process will vary depending on the precise nature of the conduct being investigated. All reports will be investigated, with a degree of investigation that reflects that nature of information provided and severity of allegations made.

- B. Vertua will investigate all matters reported under this Policy as soon as practicable after the matter has been reported.
- C. All investigations will be conducted in a way that is thorough, objective and fair, and will have regard to any conflict of interests and other factors that require confidentiality.
- D. The Protected Disclosure Officer will keep you informed of the outcome of the investigation arising from your report (if any), subject to the considerations of the privacy of anyone who is the subject of the matter you have reported and other legal confidentiality requirements.

3.2 Who will conduct the investigation

- A. The investigation will be conducted by a Protected Disclosure Officer and a Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report.
- B. 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).
- C. If the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.
- D. Where a report is submitted anonymously, the Company will conduct the investigation and its enquiries based on the information provided to it.

4. PROTECTION OF WHISTLEBLOWERS

4.1 Protection of your identity and confidentiality

- A. Vertua is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer detriment.
- B. Subject to compliance with legal requirements, upon receiving a report under this Policy, Vertua will only share your identity as a whistle-blower or information likely to reveal your identity if:
 - i. You consent; or
 - ii. The concern is reported to ASIC, the Tax Commissioner (ATO) or the Australian Federal Police (AFP); or
 - iii. The concern is raised with a lawyer for the purpose of obtaining legal advice or representation.
- C. There is no requirement for you to identify yourself in order for a disclosure to qualify for the protection under the Corporations Act. Disclosure of your identity by Vertua is an offence under the Corporations Act which carries serious penalties for both the individual and Vertua.
- D. If Vertua 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.
- E. Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.
- F. In particular, Vertua will take whatever action that is possible consistently with this Policy to ensure that you are not personally disadvantaged for making a report.

4.2 Protection against detrimental conduct

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

If you are subjected to detrimental treatment as a result of making a report under this Policy you should:

- A. Inform a Protected Disclosure Officer, officer or senior manager; or
- B. Raise it in accordance with paragraph 2.3 of this Policy.

4.3 Protection of files and records

- A. All files and records created from an investigation will be retained securely.
- B. 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 whistle-blower will be a breach of this Policy.
- C. Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under Vertua's disciplinary procedures.
- D. The Corporations Act gives special protection to disclosures about breaches of that Act, provided certain conditions are met – please refer to Schedule 1 for further details.
- E. The Taxation Administration Act 1953 (Cth) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Schedule 2 for further details.

5. FAIR TREATMENT OF EMPLOYEES WHO ARE MENTIONED IN DISCLOSURES

In order to protect all persons involved, including employees that are named in a disclosure, Vertua will ensure that:

- A. Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- B. Each disclosure will be assessed and may be the subject of an investigation;
- C. The objective of any investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- D. When an investigation needs to be undertaken, the process will be objective, fair and independent;
- E. An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness; and
- F. An employee who is the subject of a disclosure may contact Vertua's support services.

Vertua will always contact a person before making any adverse finding against them.

6. COMMUNICATION AND TRAINING

- A. This Policy will be made available to Personnel upon the start of their employment or engagement with Vertua and will be placed on Vertua's website.
- B. Vertua will provide training to its Personnel about this Policy and their rights and obligations under it.
- C. Vertua will also provide training of its managers and Protected Disclosure Officers who may receive whistle-blower reports about how to respond to them.

7. REVIEW

This Policy will be reviewed periodically to check that it is operating effectively and whether any changes are required to the policy.



VERTUA

VERTUA LIMITED

Level 5, 97 Pacific Highway, North Sydney NSW 2060
PO BOX 630, North Sydney NSW 2060

P +61 2 8624 6130 **ABN** 52 108 076 295

Adopted by the Board of Vertua Limited

27 April 2021