



Twenty Seven Co. Limited

Whistleblower Policy

As approved by the Twenty Seven Co. Limited Board on 31 December 2019.

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1. ABOUT THIS POLICY

1.1. Purpose

All persons including directors, officers and employees providing services to Twenty Seven Co. Limited (**Company**) and its Related Bodies Corporate are expected to observe the highest standards of business and professional ethics in the conduct of their duties and responsibilities as set out in the Code. All employees and representatives of the Company must exercise honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The aim of this Policy is to ensure that the directors, officers, employees and suppliers of the Company and its Related Bodies Corporate (**Group**) comply with these obligations. It also encourages reporting of breaches (or suspected breaches) of the Code or other examples of unacceptable, undesirable, unlawful or unethical behaviour and provides effective protection from victimisation or dismissal to those reporting by implementing systems for confidentiality and report handling.

1.2. Audience

This Policy will be made available on the Website and is applicable to:

- (a) all current and previous permanent and fixed term directors, officers and employees of the Group;
- (b) all current and previous contractors of the Group;
- (c) clients of the Group; and
- (d) suppliers of the Group.

1.3. Scope

This Policy is not intended to replace other procedures or policies of the Group, including grievance procedures such as those dealing with discrimination, harassment or bullying.

The Policy will come into effect from 31 December 2019.

This Policy will be reviewed by the Board on a biennial basis from its inception to ensure the Policy remains current and in accordance with sound corporate governance principles.

2. KEY DEFINITIONS

AFP means the Australian Federal Police, or a member of the Australian Federal Police, as authorised by the *Australian Federal Police Act 1979* (Cth).

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Board means the board of directors of the Company.

Chief Executive Officer means the person performing that role for the Company, and identified in Appendix A.

Code means the Company's Code of Conduct and Ethics, as published on the Company's Website.

Commissioner of Taxation has the meaning given to it in the *Taxation Administration Act 1953* (Cth), and refers to the person appointed to that role.

Company has the meaning given in section 1.1.

Corporations Act means *the Corporations Act 2001* (Cth).

Group has the meaning given in section 1.1.

Protective Officer means the person appointed to ensure protection of the Whistleblower/s in connection with Reportable Conduct/Wrongdoing reported under this Policy. The person appointed as Protective Officer is detailed in Appendix A of this Policy.

Related Bodies Corporate has the meaning given in the Corporations Act.

Relevant Director means the person identified in Appendix A.

Reportable Conduct/Wrongdoing means any conduct that a person has reasonable grounds to suspect concerns misconduct, or an improper state of affairs in relation to the Group, including conduct which:

- (a) is dishonest, fraudulent or corrupt;
- (b) involves illegal or unethical behaviours, such as bribery, money laundering, terrorism financing, dishonestly altering company records, engaging in questionable accounting practices or wilfully breaching the Code or other ethical statements;
- (c) is potentially damaging to another director, officer, employee or contractor of the Group, such as unsafe work practices or substantial wasting of resources, bullying or harassment; or
- (d) involves any other kind of serious impropriety, and may include concealment of any wrongdoing.

Policy means this Whistleblower Policy, as maintained on the Website.

Taxation Administration Act means the *Taxation Administration Act 1953* (Cth).

Tax Recipient has the meaning given in the list of individuals and entities contained in section 6.2(b).

Website means the Company's website at www.twentysevenco.com.au.

Whistleblower means any person who discloses or reports Reportable Conduct/Wrongdoing within the scope of this Policy and who is, or has been, at the time of that disclosure:

- (a) an officer of the Group (including a director, secretary or member of management);
- (b) an employee of the Group;
- (c) an associate of the Group;
- (d) an individual who supplies services or goods to the Group (whether paid or unpaid), or an employee of the person who supplies those services or goods (whether paid or unpaid);
or
- (e) a relative or dependent of any of the persons listed above (including a dependent of an individual's spouse).

Whistleblowing means the disclosure of Reportable Conduct/Wrongdoing in relation to the Group or an officer or employee of the Group by a Whistleblower.

3. RESPONSIBILITIES

3.1. Whistleblowers

- (a) Any person who detects or has reasonable grounds for suspecting Reportable Conduct/Wrongdoing is encouraged to raise their concerns with their immediate manager through normal reporting channels. The manager will then report the allegation to the Protective Officer.
- (b) If a Whistleblower does not believe reporting the Reportable Conduct/Wrongdoing to their immediate manager through normal reporting channels is appropriate given the circumstances of the Reportable Conduct/Wrongdoing, the report may be made directly to the Protective Officer.
- (c) A Whistleblower must have reasonable grounds for believing the disclosure falls within the definition of Reportable Conduct/Wrongdoing in order to be afforded the protections under this Policy and the relevant legislation relating to Whistleblowing. The Whistleblower must provide information to assist any investigation of the Reportable Conduct/Wrongdoing.
- (d) A Whistleblower who reports Reportable Conduct/Wrongdoing under this Policy shall not suffer retaliation or detriment (either actual or threatened), harassment or adverse employment or engagement consequences. If an officer or employee of the Group retaliates against the Whistleblower, they may be subject to discipline by the Group or penalties under the Corporation Act. A Whistleblower may however not be protected from their involvement in the Reportable Conduct/Wrongdoing merely by reporting its existence. Cooperation with the investigation may be taken into account when considering any disciplinary action.

- (e) To assist with investigations of any Reportable Conduct/Wrongdoing, the Group prefers that Whistleblowers disclose their identity when making a report (where possible). However, under Part 9.4AAA of the Corporations Act, anonymous disclosures will be permitted and protected. The Group will (except as contemplated under section 6.3 of this Policy) ensure the identity of a Whistleblower remains confidential throughout the investigation process.

3.2. The Protective Officer

- (a) The Protective Officer is responsible for providing protection to the Whistleblower against being treated detrimentally.
- (b) Details of the Protective Officer are set out in Appendix A.
- (c) The Protective Officer must act impartially without any pre-determined opinion regarding the Whistleblower or the Reportable Conduct/Wrongdoing, and without any conflict of interest.
- (d) If the Whistleblower has a concern about the Protective Officer, they should contact the Chief Executive Officer (whose details are set out in Appendix A).

4. REPORTING PROCEDURES

4.1. Who can disclosures be made to?

In order to benefit from the Whistleblowing protections under the law, a person wishing to report Reportable Conduct/Wrongdoing is entitled to report such an issue to any one of the following people or bodies:

- (a) ASIC;
- (b) APRA;
- (c) the Commissioner of Taxation (for the purposes of section 6.2 of this Policy);
- (d) an officer or senior manager of the Group;
- (e) an auditor, or member of an audit team conducting an audit of the Group;
- (f) an actuary of the Group;
- (g) a person authorised by the Group to receive protected disclosures;
- (h) a lawyer, for the purpose of legal representation either generally or regarding the Whistleblower protections in the Corporations Act or the Taxation Administration Act; and
- (i) in certain circumstances only, to a member of parliament or a journalist. A person may only disclose information concerning Reportable Conduct/Wrongdoing to a member of parliament or a journalist where the disclosure is made in the public interest or in the case of an emergency, as follows:
 - (i) in the case of a disclosure made in the public interest:

- A. the person making the disclosure must have previously made a disclosure of the same information in accordance with this Policy;
 - B. at least 90 days must have passed since that previous disclosure was made;
 - C. the person must not have reasonable grounds to believe that action is being, or has been, taken to address matters to which the previous disclosure related;
 - D. the person must have reasonable grounds to believe that making a further disclosure of the information would be in the public interest; and
 - E. the person must give the Group prior written notice that they intend to make a public interest disclosure.
- (ii) in the case of an emergency disclosure:
- A. the person making the disclosure must have previously made a disclosure of the same information in accordance with this Policy;
 - B. the person must have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
 - C. the person must give the Group prior written notice that they intend to make an emergency disclosure.

4.2. Procedure

- (a) Notwithstanding section 4.1 above, the Company encourages the Whistleblower to report any suspicions regarding Reportable Conduct/Wrongdoing by contacting the Protective Officer, who is available for confidential consultation and support.
- (b) Alternatively, reports may be made to:
 - (i) a person's supervisor or manager; or
 - (ii) the Chief Executive Officer.
- (c) All details regarding the Reportable Conduct/Wrongdoing should be provided, and the Whistleblower must indicate whether they want to remain anonymous.
- (d) The report should include:
 - (i) the names of anyone allegedly involved in the Reportable Conduct/Wrongdoing;
 - (ii) specific details of the alleged Reportable Conduct/Wrongdoing;
 - (iii) dates and times of when any alleged Reportable Conduct/Wrongdoing occurred; and
 - (iv) copies of any documents/evidence of the alleged Reportable Conduct/Wrongdoing.

- (e) Any person who receives a report of Reportable Conduct/Wrongdoing (such as a supervisor or manager) must immediately refer it to the Protective Officer, take no further action and keep the report confidential.
- (f) The Protective Officer should document all reports of alleged Reportable Conduct/Wrongdoing received by him/her and obtain any further evidence or documents to assist him/her to determine whether the report should be escalated within the Company.

4.3. Escalation

If the Protective Officer determines that sufficient information exists to allow a report of Reportable Conduct/Wrongdoing to be escalated, the Protective Officer is required to immediately escalate the report of Reportable Conduct/Wrongdoing to the Chief Executive Officer, unless the Reportable Conduct/Wrongdoing in question relates to the Chief Executive Officer, in which case the report should be escalated to the Relevant Director.

The Board (as appropriate) will be provided, on a quarterly basis, or at such other intervals as required from time to time, with full details of all reports of Reportable Conduct/Wrongdoing in existence at that time.

5. ACTIONS FOLLOWING DISCLOSURE

5.1. Investigation

- (a) All reports of alleged or suspected Reportable Conduct/Wrongdoing made under this Policy will be properly assessed, and if appropriate, independently investigated with the objective of locating evidence that either substantiates or refutes the claims made by the Whistleblower.
- (b) The Protective Officer will be responsible for ensuring the proper conduct of the investigation, which may include appropriate instruction and oversight of a third party appointed to conduct an investigation. The Protective Officer may, depending on the circumstances, be required by law to refer the investigation to the police or a regulatory agency (including but not limited to ASIC or APRA).
- (c) The investigation will not be conducted by a person who may be the subject of the investigation or has inappropriate links or connections (actual or perceived) to the person(s) or practice(s) under investigation.
- (d) The Protective Officer will (to the extent he/she considers it appropriate and to the extent permitted by any third party involved in the conduct of the investigation) keep the Whistleblower informed of the progress of the investigation relating to his/her report, subject to relevant considerations of privacy of those against whom the allegations have been made.
- (e) Throughout the assessment and investigation process, the Company will treat any person who is the subject of a report of Reportable Conduct/Wrongdoing in a fair and objective manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct/Wrongdoing and the circumstances.
- (f) The Protective Officer may, at any time following receipt of a report of Reportable Conduct/Wrongdoing, inform the appropriate members of the Board of the nature of the

allegations, subject at all times to protecting the Whistleblower's identity in accordance with section 6.3 of this Policy.

- (g) All stakeholders of the Group are required (on request by the Protective Officer) to cooperate with the investigation and treat the investigation in absolute confidence. Any stakeholder of the Group revealing the presence/details of an investigation contrary to this Policy may be subject to such action as the Company considers reasonable and appropriate.
- (h) Any individual who is the subject of an allegation of Reportable Conduct/Wrongdoing and is under investigation must be given a fair opportunity to respond to the allegation(s).
- (i) Following an investigation, if the allegations are found not to be substantiated, then any documents relating to the investigation will be handled confidentially.

5.2. Reporting

- (a) Subject to any statutory confidentiality limitations, at the conclusion of the investigation the person responsible for conducting the investigation (being either the Protective Officer or a person appointed by the Protective Officer to conduct the investigation) must prepare a written report detailing the matter, the findings, the reasons for the findings, and the rectification actions implemented or recommended for implementation, and provide it to the appropriate person (being either the Chief Executive Officer or the Relevant Director) determined in accordance with section 4.3 of this Policy.
- (b) Where the report prepared in accordance with section 5.2(a) indicates that Reportable Conduct/Wrongdoing has not occurred, the matter will be referred to the Chief Executive Officer for formal conclusion and the implementation of any actions that may be required in the outcome of the report (if any).
- (c) Where the report prepared in accordance with section 5.2(a) indicates that Reportable Conduct/Wrongdoing has occurred, the report must include recommendations for steps to be taken to address the incidence of the Reportable Conduct/Wrongdoing and to prevent similar conduct from occurring in the future, as well as any action that should be taken to remedy any harm or loss arising from the conduct (including disciplinary proceedings or referral of the matter to the appropriate authorities).
- (d) The Chief Executive or the Relevant Director (as applicable) will determine what action (if any) will be taken following receipt of the Protective Officer's report.
- (e) Any documents pertaining to a Whistleblower report, including subsequent investigations, findings, recommendations and meeting minutes, will be kept securely by the Protective Officer. Where a third party has been appointed to investigate a report of Reportable Conduct/Wrongdoing, the Company has the right to access and take copies of such documents.
- (f) Unless the Protective Officer considers it inappropriate to do so, the Protective Officer will ensure that the Whistleblower is kept informed of the outcomes of the investigation of the allegations, and the final outcome of the report (if any), subject to relevant considerations of privacy of those against whom allegations are made and any other issues of confidentiality.

6. PROTECTION OF WHISTLEBLOWER

6.1. Protections under the Corporations Act

Under the Corporations Act, a Whistleblower qualifies for certain protections where:

- (a) the person is a Whistleblower in relation to the Group; and
- (b) the disclosure is made to;
 - (i) ASIC;
 - (ii) APRA;
 - (iii) a Commonwealth or State or Territory authority in relation to the Group;
 - (iv) an officer or senior manager of the Group;
 - (v) the auditor or a member of the audit team of the Group or an actuary of the Group;
 - (vi) the Protective Officer; or
 - (vii) a lawyer, for the purpose of legal representation either generally or regarding the whistleblower protections in the Corporations Act,

and the person making the disclosure provides his or her name prior to disclosing the information; and

- (c) the Whistleblower makes a report on Reportable Conduct/Wrongdoing on reasonable grounds to support that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to the Group.

The protections do not generally apply to information relating to personal work-related grievances, except in limited circumstances.

The following protections are given to the Whistleblower by the Corporations Act when the above conditions are met:

- (a) the Whistleblower is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the report;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Whistleblower on the basis of the disclosure;
- (c) in the event that the report is made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure, the report 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 the Whistleblower in the belief or suspicion that a report has been made, or may have been made, may be guilty of an offence and liable to pay damages;

- (e) the Whistleblower's identity cannot be disclosed to a Court or tribunal, except where considered necessary; and
- (f) the person receiving the report (including any person listed in Appendix A) 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.

6.2. Protections under the Taxation Administration Act

Under the Taxation Administration Act, the disclosure of Reportable Conduct/Wrongdoing by a Whistleblower qualifies for certain protections:

- (a) when the Whistleblower is or has been:
 - (i) an officer or employee of the Group;
 - (ii) an individual who supplies goods or services to the Group or an employee of a person who supplies goods and services to the Group;
 - (iii) an associate of the Group; or
 - (iv) a relative or dependent of any of the persons listed above (including a dependent of an individual's spouse);
- (b) when the report of Reportable Conduct/Wrongdoing is made to:
 - (i) the Protective Officer;
 - (ii) an officer or senior manager of the Group;
 - (iii) the auditor or a member of the audit team of the Group;
 - (iv) a registered tax agent or BAS agent, who provides tax or BAS services to the Group;
 - (v) any other employee or officer of the Group who has functions or duties relating to tax affairs of the Group (e.g. an internal accountant) (collectively, **Tax Recipients**);
 - (vi) the Commissioner of Taxation; or
 - (vii) a lawyer for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower protections in the Taxation Administration Act; and
- (c) if the report of Reportable Conduct/Wrongdoing is made to a Tax Recipient, the Whistleblower:
 - (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Group or an associate of the Group; and

- (ii) considers that the information may assist the Tax Recipient to perform functions or duties in relation to the tax affairs of the Group or an associate of the Group.

The following protections are given to the Whistleblower by the Tax Administration Act when the above conditions are met:

- (a) the Whistleblower is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the report;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Whistleblower on the basis of the disclosure;
- (c) where the report was made to the Commissioner of Taxation, the reported information is not admissible against the Whistleblower in criminal proceedings or in proceeding for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- (d) the Whistleblower cannot be ordered to pay costs in any legal proceedings in relation to the report;
- (e) anyone who causes or threatens to cause detriment to the Whistleblower in the belief or suspicion that a report has been made, or may have been made, may be guilty of an offence and liable to pay damages;
- (f) the Whistleblower's identity cannot be disclosed to a Court or tribunal, except where considered necessary; and
- (g) the person receiving the report (including any person listed in Appendix A) commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.

6.3. Protecting the Whistleblower's identity

- (a) If a Whistleblower makes a report of alleged or suspected Reportable Conduct/Wrongdoing under this Policy, the Group will endeavour to protect that Whistleblower's identity (and any information that is likely to lead to the identification of that person) from disclosure.
- (b) The Group will not disclose a Whistleblower's identity unless:
 - (i) the Whistleblower consents to the disclosure of his/her identity;
 - (ii) the disclosure is required or authorised by law; or
 - (iii) the disclosure is necessary to further the investigation as to whether Reportable Conduct/Wrongdoing has occurred (and the Group will take all reasonable steps to reduce the risk that the Whistleblower's identity will be further disclosed as a result).

6.4. Confidentiality

- (a) Maintaining confidentiality is critical in ensuring that no reprisal or retaliatory actions are taken against a Whistleblower.
- (b) Generally, reports made under this Policy will be treated confidentially. However, when a report is investigated, it may be necessary to reveal its substance to people such as other Group personnel, external persons involved in the investigation process and, in appropriate circumstances, law enforcement agencies. At some point in time, it may also be necessary to disclose the fact and the substance of a report to the person who is the subject of the report. **Where any disclosure is required to be made in accordance with this section, it will only be made to those persons strictly having a need to know for the purposes of investigating the fact and substance of the report in question, and the Group will use all reasonable endeavours to preserve the anonymity of the Whistleblower.**
- (c) Unauthorised disclosure of information relating to a report, the identity of any Whistleblower who has made a report of Reportable Conduct/Wrongdoing or information from which the identity of the Whistleblower could be inferred will be regarded seriously and may result in such action as the Group considers reasonable and appropriate.

7. APPENDIX A

7.1. Protective Officer

Name: Amy Fink
Title: Chief Financial Officer, Twenty Seven Co. Limited
Phone: 08 9385 6911
Mobile: 0403 739 004
Email: afink@twentysevenco.com.au

7.2. Chief Executive Officer

Name: Simon Phillips
Title: Chief Executive Officer, Twenty Seven Co. Limited
Phone: 08 9385 6911
Mobile: 0411 883 450
Email: sphillips@twentysevenco.com.au

7.3. Relevant Director

Name: Rohan Dalziell
Title: Non-Executive Chairman, Twenty Seven Co. Limited
Phone: 08 9385 6911
Mobile: 0407 994 507