



# Whistleblower Policy



## 1 Definitions

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**Relevant Persons** refers to individuals who are or have been:

- an officer, employee and/or contractor of Superloop;
- a supplier of goods or services to Superloop (whether paid or unpaid); and
- a relative or dependent of any of the above.

**Reportable Conduct** is any conduct which is, or may be, harmful to Superloop or any of its employees, officers, contractors or customers, and includes:

- fraudulent, corrupt or dishonest conduct or illegal activities (including theft, drug sale/use, violence or threatened violence and criminal damage against property);
- breaches of state or federal law or other rules or regulations which apply to Superloop;
- unethical conduct (either representing a breach of Superloop's Codes of Conduct, Anti-bribery and Corruption Policy and other policies or procedures, including the Whistleblower Policy);
- unsafe work practices or work practices in violation of environmental regulations;
- conduct likely to cause financial or other loss or reputational damage;
- serious improper conduct or an abuse of authority; or
- conduct aimed to conceal records related to the above.

**Superloop** refers to Superloop Limited and all of its wholly owned subsidiaries.

## 2 Introduction

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### 2.1 Purpose

(a) The Whistleblower Policy (**Policy**) expresses a commitment to Superloop's employees, officers and contractors that the facilitation of a culture of corporate accountability and compliance is important. We believe the Policy is essential in providing:

- effective financial management;
- a safe and collaborative work environment;
- accountable management;
- an environment that encourages honesty and ethical behaviour; and
- a framework where corrupt and illegal practices can be reported at all levels of the organisation (including at the board and senior management level) without fear of retribution.



- (b) This Policy's purpose is to:
- identify conduct which, by its nature, is or may be materially harmful to Superloop or its employees, officers, contractors or customers;
  - provide officers, employees and contractors of Superloop a framework to disclose Reportable Conduct where there are reasonable grounds for doing so;
  - help detect, address and prevent Reportable Conduct within Superloop;
  - provide suitable channels and processes for Relevant Persons to report inappropriate conduct; and
  - outline certain protections which may apply to Relevant Persons who make disclosures in the manner set out in this Policy.

### **3 Policy**

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#### **3.1 General**

- (a) This Policy applies to all Relevant Persons. Superloop encourages all Relevant Persons to raise concerns about Reportable Conduct covered by this Policy and use the reporting procedure set out below.
- (b) This Policy is published on Superloop's website and is accessible to all Superloop officers, employees, contractors and members of the public.

#### **3.2 Reportable Conduct**

- (a) Reportable Conduct is any conduct which is, or may be, harmful to Superloop or any of its employees, officers, contractors or customers, and includes:
- fraudulent, corrupt or dishonest conduct or illegal activities (including theft, drug sale/use, violence or threatened violence and criminal damage against property);
  - breaches of state or federal law or other rules or regulations which apply to Superloop;
  - unethical conduct (either representing a breach of Superloop's Codes of Conduct, Anti-bribery and Corruption Policy and potentially other Superloop policies and/or procedures;
  - unsafe work practices or work practices in violation of environmental regulations;
  - conduct likely to cause financial or other loss or reputational damage;
  - serious improper conduct or an abuse of authority; or
  - conduct aimed to conceal records related to the above.



- (b) Reportable Conduct does not include personal work-related grievances, unless the complaint is about a Relevant Person's victimisation as a whistleblower. Examples of personal work-related grievances include disclosures regarding interpersonal conflicts with other employees, transfer and promotion decisions, decisions regarding terms and conditions of employment, decisions regarding suspension and termination of employment and disciplinary decisions. These issues can be raised via the People & Culture team.
- (c) Matters that are trivial, vexatious, or involve conduct where the Relevant Person knows, or ought to know, there are no reasonable grounds for the suspicion, do not fall within the scope of this Policy and should not be reported. Superloop takes the provisions and implications of the Policy seriously and where it can be demonstrated that a person purporting to be a whistleblower has made a false and dishonest report of Reportable Conduct, then that person may be subject to disciplinary measures, which may include dismissal.

### **3.3 Whistleblower Protection Officer**

- (a) The Company Secretary is the appointed Whistleblower Protection Officer who is responsible for protecting Relevant Persons from being victimised as a result of making a report.
- (b) Any Relevant Person reporting wrongdoing can seek advice from the Whistleblower Protection Officer prior to or after making a report.
- (c) The Whistleblower Protection Officer can protect Relevant Persons in a number of ways including, but not limited to, the following:
  - ensuring confidentiality in the investigation;
  - protecting, as far as legally possible, the Relevant Person's identity;
  - offering Relevant Persons a leave of absence while a matter is investigated; and
  - relocating Relevant Persons to a different work group or department.
- (d) In instances of alleged or suspected wrongdoing involving the Company Secretary, the External Disclosure Officer will act as the Whistleblower Protection Officer.

### **3.4 Reporting Procedure**

1. If a Relevant Person has reasonable grounds to suspect, or is aware of, Reportable Conduct, they are encouraged to report the conduct using the following channels:

- (a) Making a report outside of this Policy

1. In the first instance, if the Relevant Person is an employee, it is preferable for the employee to raise the matter with their immediate supervisor or manager *outside of this Policy* (provided they are comfortable in doing so). Where appropriate, the supervisor or manager will then take the matter to either the Internal Disclosure Officer or External Disclosure Officer.

- (b) Making a report under this Policy



2. Certain internal and external persons are eligible to receive a disclosure from a Relevant Person under this Policy. These persons are called Eligible Recipients.

- Internal Disclosure Officer

1. If the Relevant Person is not an employee, or where the Relevant Person is an employee and believes that it may not be appropriate to report the matter to their immediate manager or is uncomfortable in doing so, they may report the matter directly to an Internal Disclosure Officer, being:

2. Group Head of People & Culture
3. Ashleigh Loughnan
4. +61 412 866 519
5. [ashleigh.loughnan@superloop.com](mailto:ashleigh.loughnan@superloop.com)

- 6.
7. Head of Risk/Company Secretary - WhistleBlower Protection Officer
8. Ronnie Lake
9. +61 401 465 768
10. [ronnie.lake@superloop.com](mailto:ronnie.lake@superloop.com)

11.

12. The Internal Disclosure Officer can also be contacted via an **internal disclosure mailbox: [whistleblower@superloop.com](mailto:whistleblower@superloop.com)**

- External Disclosure Officer

13. In instances of alleged or suspected wrongdoing involving senior management where reporting using the channels above may not be appropriate, the Relevant Person may contact the External Disclosure Officer, being:

14. Chair of the Risk Management Committee
15. Vivian Stewart
16. [vivian@callafin.com.au](mailto:vivian@callafin.com.au)

(c) Other Eligible Recipients

3. Under the Corporations Act, a Relevant Person may also disclose Reportable Conduct to a legal practitioner, external auditors conducting an audit of Superloop, a senior manager of Superloop (ie. a member of the Executive Leadership Team), a Superloop Board member, ASIC, APRA or (if the Reportable Conduct is a tax matter) a register tax agent or BAS agent engaged by Superloop, or with the Commissioner of Taxation where it is information that may assist the Commission in their duties in relation to Superloop. Reporting through these channels has the same effect as reporting through an Internal or External Disclosure Officer as the Reportable Conduct will be reported confidentially to them and be dealt with in accordance with this Policy.

(d) Public interest or emergency disclosures in specific circumstances

4. In certain limited circumstances a Relevant Person may be able to make a further disclosure to a journalist or a parliamentarian and qualify for protection. For further information please contact the Superloop Legal team for general information; [view Tables 2 and 3 on this page of the ASIC website](#); and/or seek independent legal advice.



### **3.5 Investigations**

- (a) Superloop will thoroughly, objectively and fairly investigate all matters reported in accordance with this Policy as soon as reasonably practicable. Upon receipt of a report under this Policy, the Immediate Manager, Internal or External Disclosure Officer will make a preliminary assessment (Preliminary Assessment) of the evidence presented. If, on the face of the evidence presented, a potential material wrongdoing has occurred, the Whistleblower Protection Officer will be notified, and they shall appoint an investigator (Investigator) who is an:
- internal investigator who is independent of the area where the wrongdoing is alleged to have occurred; or
  - external investigator independent of Superloop where considered necessary.
- (b) The Investigator must have the requisite skills to conduct the investigation. An external Investigator must be a trained and qualified investigator. The investigation will not be conducted by a person who may be the subject of the investigation or has significant links or connections (actual or perceived) to the person(s) or practice(s) under investigation.
- (c) Investigations will remain confidential. Superloop will notify the Relevant Person of the progress and outcome of the investigation.

### **3.6 Protecting the Whistleblower**

- (a) If a Relevant Person makes a report under this Policy, it will be treated as confidential and Superloop will protect the confidentiality of the Relevant Person's identity. In limited circumstances, Superloop may disclose the Relevant Person's identify where:
- a report has been made to the Australian Securities and Investments Commission or the Australian Federal Police;
  - Superloop is obtaining legal advice in relation to the provisions of whistleblower legislation;
  - it is required by law;
  - the Relevant Person consents; or
  - it is reasonably necessary to further the investigation of the Reportable Conduct and all reasonable steps are taken to reduce the risk that the Relevant Person will be identifiable.
- (b) Superloop is committed to protecting Relevant Persons who report conduct based on reasonable grounds against detrimental or retaliatory treatment (including dismissal, disciplinary action or other unfavourable treatment). Superloop will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against a Relevant Person for making a report under this Policy. Such treatment will be regarded as serious misconduct and may constitute grounds for termination. Such treatment is also illegal.



- (c) Relevant Persons who disclose Reportable Conduct are entitled at law to seek compensation if they suffer retaliatory conduct, loss, damage or injury for making a report. There are also other remedies available to Relevant Persons, including:
- reinstatement of their original position or a comparable position;
  - a court issuing an injunction to prevent or stop detrimental conduct; or
  - an order that the person who caused the Relevant Person detriment or threatened them with detriment apologising to them.
- (d) Relevant Persons who disclose Reportable Conduct are protected from certain legal actions, including criminal prosecution, civil litigation (eg. breach of employment contract, duty of confidentiality or other contractual obligation), or administration legal action (including disciplinary action) for making the disclosure. In addition, the information Relevant Persons provide may not be admissible as evidence against them in a legal proceeding (unless they have provided false information).
- (e) The Whistleblower Protection Officer will safeguard all Relevant Persons interests, having regard to this Policy, other applicable policies and laws. In particular, the Whistleblower Protection Officer will take whatever action is possible consistently with this Policy to ensure that Relevant Persons are not personally disadvantaged for making a report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias.
- (f) A Relevant Person may choose to remain anonymous in making a report under this Policy, however anonymity can significantly limit thorough investigation and proper resolution of the matter.
5. Superloop will take reasonable precautions to store any records relating to a report of wrongdoing securely and to permit access to authorised persons only.
- (g) Unauthorised disclosure of information relating to a report, the identity of a person that has made a report or wrongdoing or information from which the identity of the reporting person could be inferred will be regarded seriously and may result in disciplinary action, which may include dismissal.
- (h) Where a whistleblower believes they have suffered a reprisal as a result of making a report, they may make an appeal to the Whistleblower Protection Officer who will take all reasonable steps to resolve the matter internally. Where the matter cannot be resolved internally, it will be referred to the Chair of the Risk Management Committee who will make a final determination on the matter which will be binding to all relevant parties.
- (i) Superloop also offers counselling support services to all of its staff (including employees who are whistleblowers or employees named in a disclosure) via its Employee Assistance Program (EA). To speak with an EAP counsellor, please call 1300 687 327.

### **3.7 Management of a person against whom a report is made**

- (a) Superloop recognises the principles of natural justice and that an accusation does not automatically confer guilt and that individuals who have had an accusation made against



them must also be supported during the handling and investigation of the wrongdoing report.

- (b) Where a person is identified as being suspected of possible wrongdoing, but the Preliminary Assessment determines that the suspicion is baseless or unfounded and that no investigation is warranted, then the Relevant Person(s) making the report will be informed of this outcome and the case closed.
- (c) Where an investigation occurs but does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the Relevant Person(s) who the subject of the report must be handled confidentially.
- (d) The Investigator must ensure that the person who is the subject of any report where an investigation is commenced:
  - is informed of the substance of the allegations;
  - is given a reasonable opportunity to answer the allegations before any investigation is finalised;
  - is informed about the substance of any adverse comments that may be included in any report arising from the investigation before it is finalised; and
  - has their response set out fairly in the Investigator's report.
- (e) Where the allegations in a report have been investigated and where the person who is the subject of the report has been made aware of the allegations or the fact of the investigation, then the Investigator must formally advise the person who is the subject of the report of the outcome of the investigation.
- (f) Superloop will give its full support to a person who is the subject of a report where the allegations contained in the report are clearly wrong.

### **3.8 Record keeping and Reporting**

- 6. To the extent required by law, Superloop will:
  - (a) retain confidential and accurate records of a report and investigation made under this Policy; and
  - (b) provide the Board and the Risk Management Committee with a confidential summary of reports made under this Policy as appropriate.

## **4 Review**

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- 7. The Board will review the Policy regularly.
- 8. *Adopted by the Board of Superloop Limited on 18 November 2016*
- 9. *Last amended and approved by the Board on 21 February 2020.*