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AD: Policy - Whistleblower

Introduction

SmartSat CRC Ltd (ABN 63 633 923 949) (**SmartSat**) is committed to maintaining a high standard of corporate governance through a culture of strong ethical behaviour and corporate compliance. Staff members, contractors and any individual representing SmartSat, or who has business dealings with SmartSat, must fulfil their roles and responsibilities with honesty and integrity. If you are aware of possible wrongdoing we encourage you to disclose this information and will support you in doing so.

The objectives of this Policy are:

- To encourage directors, staff members, suppliers, contractors or any individual who has business dealings with SmartSat, to raise any concerns and report any instances of misconduct, illegal, fraudulent or other unethical conduct where there are reasonable grounds to suspect such conduct has occurred;
- To provide an appropriate, independent and confidential procedure for individuals to report such conduct in the knowledge they can act without fear of intimidation, disadvantage or reprisal; and
- To ensure that any individual who makes a report in accordance with this Policy (a Protected Whistleblower) is appropriately protected from any Detrimental Action (as defined in this Policy).

1. Purpose

- 1.1. This Policy is an important tool for helping SmartSat to identify wrongdoing that may not be uncovered unless there is a safe and secure way to disclose wrongdoing.
- 1.2. The purpose of this Policy is to:
 - 1.2.1. To comply with legislative obligation to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws (PART 9.4AAA *Corporations Act 2001* (Cth) (**Corporations Act**), *ASIC Corporations Whistleblowers Policies Instrument 2019/1146* - <https://www.legislation.gov.au/Details/F2019L01457>);
 - 1.2.2. Provide an understanding of what can be reported under this Policy;
 - 1.2.3. Demonstrate the importance SmartSat places on ensuring a safe and supportive environment where its Staff and associates are confident to raise breaches of internal rules or Reportable Conduct;
 - 1.2.4. Assist in creating a workplace culture that encourages Staff to speak up about Reportable Conduct;
 - 1.2.5. Explain the processes for reporting Reportable Conduct, including what happens when a report is made; and
 - 1.2.6. To outline how the protections are provided if a report is made.
- 1.3. This Policy is not designed to circumvent or override other SmartSat internal policies and procedures.

2. What is Whistleblowing?

- 2.1. Whistleblowing is the disclosure of illegal, immoral or illegitimate practices to persons that may be able to effect action.
- 2.2. This Policy protects people who act in the public interest when disclosing serious wrongdoing relating to issues or information regarding corruption, misconduct and maladministration.
- 2.3. Before conduct is reported, the Protected Whistleblower must have reasonable grounds to suspect that Reportable Conduct has occurred. Individuals must not make baseless reports or knowingly provide false or misleading information regarding Reportable Conduct. Doing so may result in Disciplinary Action up to and including termination.

3. Who does this Policy apply to?

- 3.1. This Policy applies to and provides protections to Protected Whistleblowers.
- 3.2. You are a Protected Whistleblower and entitled to protection under the Corporations Act and, if applicable, under the *Taxation Administration Act 1953* (Cth) if:
 - 3.2.1. you are an Eligible Whistleblower; and
 - 3.2.2. you have disclosed (or intend to disclose) Reportable Conduct to an Eligible Recipient or to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or another entity prescribed under the Corporations Act.
- 3.3. You will also be entitled to protection as a Protected Whistleblower if you get advice from a legal practitioner on the operation of whistleblowing protection laws.
- 3.4. Also, in more specific and limited circumstances where a matter is of public interest or there is an emergency, a report may be protected if it's made to a journalist or a member of Parliament. It's important that you understand the criteria for making a public interest or an emergency disclosure to be covered by the whistleblower protections. SmartSat recommends that you contact an independent legal adviser before making a public interest or an emergency disclosure.
- 3.5. An Eligible Whistleblower is a person who is, or has been, any of the following:
 - 3.5.1. an officer or employee of SmartSat (this includes current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
 - 3.5.2. a person who supplies goods or services to SmartSat or an employee of a person who supplies goods or services to SmartSat (whether paid or unpaid) - this could include current and former volunteers, contractors, consultants, service providers and business partners;
 - 3.5.3. a person who is an associate of SmartSat - for example, a director or company secretary of SmartSat or a related body corporate of SmartSat (including SmartSat Aurora); or
 - 3.5.4. a relative, dependent or dependent of the spouse of any person referred to in this definition of Eligible Whistleblower.

4. What is Reportable (Disclosable) Conduct?

4.1. Reportable Conduct means conduct, in relation to SmartSat, on the part of a SmartSat director, officer, staff member, contractor, or any person who has business dealings with SmartSat (in the context of those dealings with SmartSat), whether actual or suspected, which an individual suspects on reasonable grounds:

- Is dishonest, fraudulent or corrupt, or involves bribery or corruption, improper, or otherwise amounts to an abuse of authority;
- Is illegal, including theft, drug sale or use, violence, or threatened violence, harassment, intimidation, or criminal damage to property;
- Is in breach of Commonwealth or state legislation or local authority by-laws;
- Is unethical, including dishonestly altering company records or data, improper or misleading accounting or financial reporting practices, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;
- Breaches the SmartSat Code of Conduct or other SmartSat policies;
- Is potentially damaging to SmartSat, a SmartSat staff member or a third party, the public or the financial system, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- Amounts to an improper state of affairs or circumstances, in relation to the tax affairs of SmartSat, a related company or associated entity and this information may assist the recipient to perform their functions or duties in relation to those tax affairs;
- You have reasonable grounds to believe that the information in your report concerns substantial and imminent danger to the health or safety of one or more people or to the natural environment.
- May cause financial or non-financial loss to SmartSat, damage its reputation or be otherwise detrimental to SmartSat interests; or
- Is an attempt to conceal or delay disclosure of any of the above conduct.

5. What is Not Reportable (Disclosable) Conduct?

5.1. Reportable Conduct does not include conduct that is dealt with, and therefore more appropriately raised, under an alternative policy. This Policy should not be used for complaints relating to personal workplace grievances or concerns which relate to individual working arrangements. Concerns of that nature should be raised in the first instance with your direct line manager.

Generally, a personal work-related grievance will include:

- An interpersonal conflict with another employee;
- A decision about your employment, transfer, or promotion;
- A decision about the terms and conditions of your employment; and
- A decision to suspend or terminate your employment or otherwise.

5.2. This Policy is not designed to replace normal communication channels between management and staff to address questions, concerns, suggestions, complaints or opinions regarding SmartSat policies and procedures.

5.3. If staff have any concerns about what is proper conduct for themselves or others, it is expected they will raise their concerns through appropriate channels. In most instances, the staff member's immediate supervisor is in the best position to address an area of

concern. Serious matters or matters not satisfactorily resolved should be escalated through appropriate management channels in the normal course of business.

6. Reporting Reportable Conduct

- 6.1. Each Staff member has a role and responsibility in ensuring SmartSat is run ethically and in accordance with SmartSat policies and the law.
- 6.2. If you have any concern about known or suspected unacceptable practices, misconduct, anything improper or the appropriateness of conduct, you should make a disclosure about it.
- 6.3. Where an issue of Reportable Conduct is identified, the matter should be raised as soon as possible with the people responsible for handling matters (refer below).
- 6.4. Reports can be made in person or by telephone, post or email. Reports can be made within business hours or outside business hours.
- 6.5. If, at any time, you are not sure about whether to make a protected disclosure, you can get independent legal advice. Any discussions you have with a lawyer will be protected under this Policy and under law.

7. Who to report a matter to?

- 7.1. If you believe you are a Protected Whistleblower with reasonable grounds to suspect that there has been Reportable Conduct, you will be afforded the whistleblower rights and protections when you report or disclose your concerns to an Eligible Recipient.
- 7.2. Disclosures of Reportable Conduct can be made using any of the channels below (each if an Eligible Recipient of a Reportable Conduct):
 - 7.2.1. A director, company secretary, company officer or senior manager of the SmartSat or SmartSat Aurora; or
 - 7.2.2. The SmartSat Whistleblower Protection Officer (WPO) or the Whistleblower Investigation Officer (WIO) named below; or
 - 7.2.3. You can also report your concerns externally to
 - An auditor, or member of the audit team of BDO – Adelaide.
 - An actuary of the company (Superannuation fund - UniSuper), insurance (CIVIC Insurance Brokers) or the Department of Industry, Innovation and Science, Business Cooperative Research Centres Program
- 7.3. Disclosures of Reportable Conduct may also be protected when made to:
 - The Australian Securities & Investment Commission (ASIC);
 - The Australian Prudential Regulation Authority (APRA) ;
 - The Commissioner of Taxation;
 - Another Commonwealth authority prescribed by law; or
 - Your lawyer
- 7.4. The WIO is SmartSat's representative responsible for receiving disclosures of Reportable Conduct from Protected Whistleblowers and overseeing their investigation and resolution. The WIO is appointed on a case by case basis by the WPO. The WIO can be a person or

entity outside of the SmartSat such as an external auditor or ASIC.

7.5. The WIO must (after reasonable assessment):

- 7.5.1. Appoint a Whistleblower Protection Officer (the WPO) to provide support to the Whistleblower;
- 7.5.2. Be satisfied that action taken in response to the inquiry/investigation is appropriate to the circumstances, and
- 7.5.3. Ensure that all investigations are carried out in line with the principle of procedural fairness.

7.6. The contact details for the WPO are:

Channel	Contact Details
Whistleblower Protection Officer (WPO):	Via Stopline, a confidential, independent provider of whistleblowing services who will take full details of your concerns via telephone, mail, email, fax or the specifically created website. Phone: 1300 30 45 50 Email: disclosures@stopline.com.au Website & Online Reporting Form: http://smartsatcrc.stoplinereport.com/

8. What happens if I make a disclosure?

- 8.1. If you report a Reportable Conduct matter under this Policy, you should provide as much factual information as possible (i.e. dates, times, location, individuals involved, witnesses, evidence, documents) and any general information which may be helpful to assist SmartSat in determining what action may be required.
- 8.2. SmartSat will consider the quality of the information that is reported. Any information provided may be used in an investigation or other appropriate action. All investigations will be conducted in a manner that is procedurally fair, confidential, conducted without bias and in a timely manner.
- 8.3. Examples of actions that SmartSat may take in response to an investigation may include:
 - a satisfactory explanation can be provided in relation to the matter;
 - the matter is resolved by speaking to one or more parties;
 - the matter is recorded and monitored going forward;
 - a decision is made to investigate (internally or via independent, external investigators);
 - the matter is referred to an external agency, regulator or authority; or
 - a combination of the above.
- 8.4. If appropriate, you will be contacted and advised of what action will be undertaken by SmartSat.
- 8.5. A Protected Whistleblower who reports Reportable Conduct in good faith will still qualify

for protection for a disclosure even if their disclosure turns out to be incorrect. However, anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal.

9. Confidentiality

- 9.1. Disclosures from Protected Whistleblowers will be treated confidentially and sensitively. Once a report is received, the Eligible Recipient will make sure immediate steps are taken to protect the identity of the Protected Whistleblower. This will include redacting the name and position of the Protected Whistleblower from any written record of the report, and making sure appropriate document security is implemented.
- 9.2. It's illegal for a person to identify Protected Whistleblowers or disclose information that is likely to lead to their identification. If you are a Protected Whistleblower, your identity and position (or any other information which would be likely to identify you) will only be shared if:
 - 9.2.1. you consent to the information being shared;
 - 9.2.2. the disclosure is to a recipient permitted by law such as ASIC, APRA, the Commissioner of Taxation or Australian Federal Police; or
 - 9.2.3. the disclosure is otherwise allowed or required by law (for example, disclosure to a lawyer of SmartSat to receive legal advice relating to the law on whistleblowing).
- 9.3. In addition, for information likely to identify an Eligible Whistleblower, this may be shared if it is reasonably necessary for the purposes of an investigation. In this circumstance all reasonable steps will be taken to reduce the risk that you will be identified.
- 9.4. Anonymous reports of alleged Reportable Conduct are accepted however this may place limitations on the ability for SmartSat to undertake a proper investigation, such as an inability to provide feedback on the outcome and/or to gather additional particulars to assist an investigation.

10. Protection against detrimental treatment

- 10.1. In accordance with the Corporations Act;
 - 10.1.1. It is illegal (through a criminal offense and civil penalty) for someone to cause or threaten detriment to you because they believe or suspect that you have made, may have made, or could make a whistleblower disclosure.
 - 10.1.2. The criminal offence and civil penalty apply even if you have not made a whistleblower report, but the offender causes or threatens detriment to you because they believe or suspect you have or might make a report.
 - 10.1.3. A person may be causing detriment if they:
 - Dismiss or threaten to dismiss you from your employment;
 - Injure you in your employment;
 - Alter your position or duties to your disadvantage;
 - Discriminate between you and other employees of the same employer;
 - Harass or intimidate you;
 - Harm or injure you, including causing you psychological harm;
 - Damage your property;

- Damage your reputation;
- Damage your business or financial position;
- Cause you any other damage.

10.1.4. The offence and penalty require that the detriment be the result of an actual or suspected whistleblower disclosure.

10.2. If a Protected Whistleblower believes that they have been subject to detrimental treatment, they should inform an Eligible Recipient immediately.

11. Other protections for Protected Whistleblowers

11.1. Protected Whistleblowers are protected from civil, criminal or administrative liability (including disciplinary action) for making reports of Reportable Conduct. No contractual right (including under an employment contract) can be exercised against a Protected Whistleblower to stop them disclosing Reportable Conduct.

11.2. If you're a Protected Whistleblower and the disclosure is to an Eligible Recipient or other designated body as set out above or is a public interest disclosure or emergency disclosure, the information you disclose also can't be used against you in criminal proceedings or in proceedings for the imposition of a penalty (except if the proceedings are in respect of the falsity of the information).

11.3. Eligible Whistleblowers may also be entitled to seek compensation and other remedies through the courts if SmartSat fails to protect the Eligible Whistleblower from detriment and the Eligible Whistleblower suffers loss or damage.

11.4. SmartSat expects all Staff to treat this Policy appropriately and with honesty. Please note that SmartSat will not entertain allegations which are vexatious or frivolous and Staff are not exempt from the consequences of their own misconduct.

11.5. Any deliberate breach of this Policy may result in disciplinary action, including dismissal from SmartSat.

12. How will SmartSat investigate disclosures?

12.1. Once a report of a Reportable Conduct has been received from a Protected Whistleblower, who has provided reasonable grounds for their belief that the Reportable Conduct has occurred, an investigation of those allegations will begin as soon as practicable after the report has been received.

12.2. If SmartSat determines that the information disclosed doesn't amount to Reportable Conduct, the Protected Whistleblower will be, if practicable, informed of that decision. In some instances, reports may not be able to be responded to, for example, because they are anonymous reports.

12.3. If an investigation is conducted, it will:

- follow a fair process;
- be conducted in as timely a manner as the circumstances allow; and
- be independent of the person(s) about whom an allegation has been made.

- 12.4. Provided there are no restrictions or other reasonable bases for doing so, people against whom an allegation has been made will be informed of the allegation and will have an opportunity to respond to any allegation. That is, SmartSat will take steps to ensure fair treatment of any person who is the subject of the Reportable Conduct report as well as the Protected Whistleblower.
- 12.5. Investigations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights of the people involved in the investigation. SmartSat recognises the importance of balancing the rights of the Protected Whistleblower and the rights of people against whom a report is made in ensuring fairness.

13. Communications with the Protected Whistleblower

- 13.1. SmartSat will ensure that, provided the claim was not submitted anonymously, the Protected Whistleblower is kept informed of the outcomes of the investigation of their allegations. This will be subject to the considerations of privacy of those against whom allegations are made and considerations of confidentiality affecting SmartSat.
- 13.2. If the Protected Whistleblower is not an employee of SmartSat, the Protected Whistleblower will be kept informed of the investigative outcomes (subject to privacy considerations as above), once the Protected Whistleblower has agreed in writing to maintain confidentiality in relation to any information provided to them regarding a report made by them.

14. Availability of Policy

This Policy is provided as part of the SmartSat suite of internal policies. It is also freely available online. SmartSat Staff are encouraged to make themselves familiar with the Policy.

15. Endorsement

The SmartSat Board is committed to this Policy and its implementation and to ensuring an enjoyable, healthy and safe working environment.