



## Speak Up Policy

---

Threat Protect

Adopted by the Board on 12 December 2019

## 1 What is the purpose of this Policy?

---

The *Corporations Act 2001* (Cth) and the *Tax Administration Act 1953* (Cth) provide for protections for whistleblowers (**Whistleblower Protection Scheme**).

Threat Protect and its subsidiaries (**Threat Protect**) are committed to conducting business honestly and in accordance with its values and standards of expected behaviour. The Threat Protect Board of Directors (**Board**) has approved this Policy to:

- encourage people to disclose wrongdoing (**Speak Up**) if they become aware of Potential Misconduct;
- explain how to Speak Up and what protections a discloser will receive, including under the Whistleblower Protection Scheme;
- outline Threat Protect's processes for responding to Speak Up disclosures; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to Speak Up.

Threat Protect will not tolerate anyone being discouraged from Speaking Up or being disadvantaged or victimised because they want to Speak Up or they have done so. Disciplinary action, up to and including termination of employment or engagement, will be imposed on anyone shown to have disadvantaged or victimised a person because they want to Speak Up or have Spoken Up.

A failure of people to Speak Up exposes Threat Protect to additional risks and will undermine our culture and values.

## 2 What is Speaking Up?

---

Speaking Up means telling a **Recipient** information about **Potential Misconduct** in relation to Threat Protect. If in doubt, Speak Up. The Recipients are set out in section 5.

### 3 What is Potential Misconduct?

---

**Potential Misconduct** is any suspected or actual misconduct or improper state of affairs or circumstances in relation to Threat Protect. This will include conduct in relation to an employee or officer of Threat Protect.

You should Speak Up even if you are unsure if something is Potential Misconduct.

Potential Misconduct does **not** generally include **personal work-related grievances**.

Personal work-related grievances are grievances relating to your employment that have implications for you personally (such as a disagreement between you and another employee or a manager or a decision about your promotion).

Generally, these grievances should be raised with your Manager to allow those issues to be resolved most effectively. In some cases, these grievances may qualify for legal protection (see Attachment 1).

Potential Misconduct may or may not include a breach of law or information that indicates a danger to the public or to the financial system. You should Speak Up even if you are unsure if something is Potential Misconduct. Examples of Potential Misconduct include, but are not limited to:

- breach of laws or regulations;
- breach of the Code of Conduct or other Company policies, standards or codes;
- criminal activity;
- bribery or corruption;
- conduct endangering health and safety, or causing damage to the environment;
- dishonest behaviour;
- conflicts of interest;
- illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- anti-competitive behaviour;
- financial fraud or mismanagement;
- insider trading;
- unauthorised use of Threat Protect's confidential information;
- conduct likely to damage Threat Protect's financial position or reputation;
- involves harassment, discrimination, victimisation or bullying and
- deliberate concealment of any of the above.

### 4 Who can Speak Up?

---

Anyone with information about Potential Misconduct is encouraged to Speak Up.

This Policy applies to all of Threat Protect's current and past:

- employees, directors, officers and contractors;



- suppliers (including employees of suppliers); and
- associates,

and these people's dependents (or their spouse's dependents) and their relatives.

## 5 Who can I Speak Up to?

---

Threat Protect encourages you to Speak Up to one of the following **Recipients**.

| <b>Recipient Name</b>         | <b>Contact details</b>   |
|-------------------------------|--|
| Human Resources Manager       | Letchumi Ramasamy<br>Contact no: 0434 713 084<br>Postal address:<br>PO Box 1920 West Perth WA 6872<br>Email address:<br>lramasamy@threatprotect.com.au                                     |
| Audit Chairperson             | Dimitri Bacopanos<br>Contact no: 0416 255 998<br>Postal address:<br>PO Box 1920 West Perth WA 6872<br>Email address: DimitriBacopanos@kailis.com.au  |
| Chairman of Threat Protect    | Derek La Ferla<br>Contact no: 0412 169 750<br>Postal address:<br>PO Box 1920 West Perth WA 6872<br>Email address: derek@laferla.net.au   |
| External third party provider | Whistleblowing Service<br>Full internet access 24 hours<br><a href="https://www.whistleblowingservice.com.au/threat-protect/">https://www.whistleblowingservice.com.au/threat-protect/</a> |



You can make your Speak Up report to the Recipients by email, telephone or in person.

You can also make disclosures to journalists and parliamentarians, under certain circumstances (set out in more detail in Attachment 1).

Threat Protect has engaged an external provider, Whistleblowing Service, an independent hotline service that gives employees and other individuals the opportunity to anonymously report Potential Misconduct.

Whistleblowing Service provide an interactive solution to assist in defining what the issues are. Whistleblowing Service allows you remain in contact for updates. This is based on you logging in (so that you can remain anonymous).

You may make a report to Whistleblowing Service using any of the following methods:

- calling the hotline number within Australia 1300 687 927; or
- visiting online <https://www.whistleblowingservice.com.au/threat-protect/>

An external report may be made anonymously, if desired, using any of these methods. However, this may impact Threat Protect's ability to investigate the matters reported.

At all times, these discussions and interchange of information will remain confidential and be protected under this Policy.

At all times, the identity and role of the discloser will remain confidential and be protected under this Policy.

It is intended that reports made to a Recipient or through the hotline will be acknowledged within 24 hours.

## 6 Support and Protection of Discloser

---

You will be able to access Threat Protect Employee Assistance Program (EAP) on 1300 307 912.

You will receive updates as and when available through secure and/ or appropriate channels to protect your identity and anonymity.

## 7 What information should I provide?

---

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.

When Speaking Up you will be expected to have reasonable grounds to believe the information you are disclosing is true. You will not be penalised even if the information turns out to be incorrect – you can still qualify for protection under the Whistleblower Protection Scheme. However, you must not make a report that you know is not true or is misleading (see section 10.4 below).

## 8 Can I Speak Up anonymously?

---

### **You can Speak Up anonymously if you do not want to reveal your identity.**

However, you are encouraged to provide your name if you Speak Up anonymously because it will make it easier for us to investigate and address your disclosure (for example, we may seek more information to assist an investigation).

If you do not provide your name, any investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity. You will still be entitled to protections under the Whistleblower Protection Scheme.

If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator). If you have concerns about this, you can discuss this with the Recipient.

Details about how your identity will be protected if you do provide your name are described in section 10.

## 9 How will Threat Protect respond if I Speak up?

---

The Board is determined to ensure that all disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. Threat Protect will apply the protections described at section 10 when responding to or investigating disclosures.

- Threat Protect's response to a Speak Up disclosure will vary depending on the nature of the disclosure and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through a formal investigation.
- While Speaking Up does not guarantee a formal investigation, all reports of disclosure will be properly assessed and considered by Threat Protect and a decision made as to whether they should be investigated.
- Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the disclosure relates.
- People who Speak Up will be provided regular updates (if they can be contacted, including through anonymous channels) about any investigation being conducted into their disclosure. The frequency and timeframe of updates may vary depending on the nature of the disclosure.
- Investigations will generally be conducted by, or under the supervision of, the Company Secretary and HR Manager. Other people, including employees or external advisers, may also be asked to assist or run the investigation.



- Where the Potential Misconduct involves senior management, a director or significant financial matters, the Recipient must immediately notify the Chair of the Board. Where the Potential Misconduct relates to the Chair of the Board, the Recipient must immediately notify Whistleblowing Service.
- All employees and contractors must co-operate fully with any investigations.
- Where appropriate, a person being investigated will be informed of the allegations against them at an appropriate time (to the extent permitted by law), usually during the course of an investigation, and will be given an opportunity to respond to the allegations made against them.
- The results of any investigation conducted will be recorded in writing in a formal internal report that will be confidential and is the property of Threat Protect.
- Where possible, people who Speak Up will be informed of the investigation outcome. However, it may not always be appropriate to provide disclosers with this information.
- Where an investigation identifies a breach of Threat Protect's Code of Conduct or internal policies or procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment /engagement of the person(s) involved in the misconduct.
- If an investigation identifies a suspected or actual breach of the law, Threat Protect may refer the matter to the relevant legal authority.

## 10 What protections exist if I Speak Up under the Policy?

---

This section outlines Threat Protect's policy on protecting those who Speak Up. The law also contains protections for disclosers, which are summarised at Attachment 1.

### 10.1 Protecting your identity

Threat Protect's priority is to protect the identity of people who Speak Up. If you Speak Up, your identity (and any information Threat Protect has because of your disclosure that someone could likely use to work out your identity) will only be disclosed (beyond the person to whom you made the disclosure):

- if you give your consent to Threat Protect to disclose that information; or
- in exceptional circumstances where the disclosure is allowed or required by law (for example, to the Australian Federal Police or a lawyer in order to receive legal advice about the disclosure).

### 10.2 Protecting you from detriment

No person may victimise or cause detriment to someone (or threaten to do so) because of a suspicion that any person has or will Speak Up. Examples of detriment include discrimination, harassment, causing physical or psychological harm, damaging property, varying an employee's role or duties, termination of employment, or injury of an employee in their employment. Examples of actions that are not detrimental conduct include reasonable administrative action taken for the purpose of protecting a discloser from detriment (e.g. moving them to a different work area), or managing a discloser's unsatisfactory work performance in a reasonable manner.



You should tell a Recipient listed in section 5 if you are concerned that you may be, are being, or have been subject to detrimental conduct. Threat Protect will treat this very seriously.

Any person involved in detrimental conduct will be subject to disciplinary action (including but not limited to termination of employment / engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment.

### **10.3 Other protections available**

Threat Protect is committed to making sure that you are treated fairly and do not suffer detriment because you Speak Up. The protections offered will depend on things such as the Potential Misconduct and people involved. Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- access to Threat Protect's Employee Assistance Program (if you are a current employee) and additional support from Threat Protect (such as counselling or other support services); and/or
- rectifying any detriment that you have suffered.

Threat Protect will look for ways to support all people who Speak Up, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because Threat Protect cannot itself offer flexible workplace arrangements to a supplier) Threat Protect will still seek to offer as much support as practicable.

Further information regarding the protections afforded under Australian law to persons who Speak Up is available at Attachment 1 to this Policy.

### **10.4 Maintaining integrity when Speaking Up and conducting investigations**

A Speak Up report may damage the career prospects and reputation of people who are the subject of serious allegations. If your report is not made on objectively reasonable grounds or is found to be malicious, deliberately misleading or frivolous:

- you will not be afforded the protections under the Whistleblower Protection Scheme; and
- you may be subject to disciplinary action, up to and including termination of employment.

Speaking Up is not about airing a grievance. It is about reporting real or perceived misconduct, malpractice, breaches of Threat Protect policies or the law.

Threat Protect is committed to protecting the wellbeing of all its employees and is concerned about the fair treatment of all Threat Protect employees. If you would like additional support in relation to Speaking Up or responding to an investigation or allegation, please contact the Human Resources Manager. You can also access the Employee Assistance Program via phone.



## 10.5 Other matters

Any breach of this Policy may result in disciplinary action, up to and including termination of employment. This Policy is not intended to go beyond the legislation. This Policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on Threat Protect. This Policy may be varied by the Board from time to time.

## 11 Reporting

---

The Board will receive a summary of disclosures made under this Policy on a monthly basis. The Board will be provided additional information about any material incidents raised.

## 12 Further information

---

Any questions about this Policy or Speaking Up can be referred to Threat Protect HR Manager or Whistleblowing Service.

Threat Protect will ensure this Policy is widely disseminated to and easily accessible by officers and employees within and outside the entity, by:

- making the Policy available on Threat Protect's public website;
- setting out the Policy in the employee handbook; and
- incorporating the Policy in employee induction information packs and training for new starters.

This Policy will be reviewed from time to time and amended as required.

This Policy does not form part of terms of employment and may be amended from time to time.

### **RELEVANT LEGISLATION**

**Australia** – Public Interest Disclosure Act 2013

**ACT** – Public Interest Disclosure Act 2012

**NSW** – Public Interest Disclosures Act 1994

**NT** – Public Interest Disclosure Act 2008

**Queensland** – Public Interest Disclosure Act 2010

**South Australia** – Whistleblowers Protection Act 1993

**Tasmania** – Public Interest Disclosures Act 2002

**Victoria** – Protected Disclosure Act 2012

**Western Australia** – Public Interest Disclosure Act 2003

## 1 Additional legislative protections

You are encouraged to Speak Up under this Policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than Recipients). If you make a “protected disclosure” under the law that does not comply with the Speak Up Policy, you will still be entitled to the legal protections.

Please contact a Recipient if you would like more information about legal protections.

## 2 Protected disclosures

Certain information that is disclosed to certain people or organisations is protected by law. Examples of this information and recipients are outlined in the following table.

| Information reported or disclosed  | Recipient of disclosed information   |
|--|--|
| <p><b>General disclosable matters</b></p> <ul style="list-style-type: none"> <li>Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Threat Protect or a related body corporate</li> <li>Information that Threat Protect or a related body corporate or any officer or employee of the Threat Protect or a related body corporate has engaged in conduct that: <ul style="list-style-type: none"> <li>contravenes or constitutes an offence against certain legislation (e.g. the <b>Corporations Act</b>);</li> <li>represents a danger to the public or the financial system; or</li> <li>constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.</li> </ul> </li> </ul> <p>Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below</p> | <p><b>Recipients for any general disclosable matters</b></p> <ul style="list-style-type: none"> <li>A person authorised by Threat Protect to receive protected disclosures – i.e. Recipients under this Policy (see section 5)</li> <li>An officer or senior manager of Threat Protect or a related body corporate</li> <li>An auditor, or a member of an audit team conducting an audit, of Threat Protect or a related body corporate</li> <li>An actuary of Threat Protect or a related body corporate</li> <li>The Australian Securities and Investments Commission (<b>ASIC</b>) or the Australian Prudential Regulation Authority (<b>APRA</b>)</li> <li>A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul> |
| <p><b>Tax-related disclosable matters</b></p> <ul style="list-style-type: none"> <li>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Threat Protect or an</li> </ul>   | <p><b>Recipients for any tax-related disclosable matters</b></p>   |

| Information reported or disclosed   | Recipient of disclosed information  |
|---|---|
| associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of Threat Protect or an associate  | <ul style="list-style-type: none"> <li>• A person authorised by Threat Protect to receive reports of tax-related disclosable matters</li> <li>• An auditor, or a member of an audit team conducting an audit, of Threat Protect</li> <li>• A registered tax agent or BAS agent who provides tax services or BAS services to Threat Protect</li> <li>• A director, secretary or senior manager of Threat Protect</li> <li>• An employee or officer of Threat Protect who has functions or duties that relate to the tax affairs of Threat Protect</li> <li>• A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul> |
| Further tax-related information   | Recipients for any further tax-related information  |
| <ul style="list-style-type: none"> <li>• Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Threat Protect</li> </ul> | <ul style="list-style-type: none"> <li>• Commissioner of Taxation</li> <li>• A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>  |

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to journalists and parliamentarians, under certain circumstances. Please contact Threat Protect’s Company Secretary if you would like more information about emergency and public interest disclosures.

It is important for you to understand the criteria for making a public interest or emergency disclosure.

For public interest disclosures:

- the disclosure must have previously been made to ASIC, APRA, or a prescribed body;
- at least 90 days must have passed since the previous disclosure;
- you do not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the qualifying disclosure related;
- you have reasonable grounds to believe that making a public interest disclosure would be in the public interest;
- after 90 days have passed, you must give the body to which the qualifying disclosure was originally made, a written notification that includes sufficient information to identify the qualifying disclosure, and states that you intend to make a public interest disclosure; and
- the extent of the information disclosed in the public interest disclosure is no greater than to inform the journalist or parliamentarian of the Potential Misconduct.

For emergency disclosures:

- you must have first made a qualifying disclosure to ASIC, APRA or a prescribed Commonwealth authority;
- you have reasonable grounds to believe that information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- you have given notice to the body to which the qualifying disclosure was made that states:
  - that you intend to make an emergency disclosure; and
  - includes sufficient information to identify the qualifying disclosure; and
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

You should contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

### **Personal work-related grievances**

Legal protections for disclosures about solely personal work-related matters are only available under the law in limited circumstances. Otherwise, disclosures relating to personal work-related grievances do not qualify for protection under the Corporations Act.

A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering Speaking Up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the Whistleblower Protection Scheme, a grievance is **not** a 'personal work-related grievance' if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the Whistleblower Protection Scheme.

## **3 Specific protections and remedies**

---

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct; and
- an order requiring an apology for engaging in the detrimental conduct;



- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure.