

1. Introduction

- 1.1 This policy supports the commitment of Isentia Group Limited (**Company**, and together with its controlled entities, the **Group**) in promoting and supporting a culture of corporate compliance and ethical behaviour.
- 1.2 The purpose of this policy is to:
- (a) encourage Employees to raise any concerns about and report instances of Reportable Conduct (where there are reasonable grounds to suspect such conduct), without fear of intimidation, disadvantage or reprisal;
 - (b) outline the procedures for reporting and investigating reported matters;
 - (c) outline the measures in place to protect Whistleblowers; and
 - (d) outline the additional procedures and protections that apply to Whistleblowers under the Corporations Act in relation to the reporting of possible breaches of the Corporations legislation.
- 1.3 It is expected that Employees will report known, suspected or potential cases of Reportable Conduct. Failure to raise issues could result in disciplinary action.

2. Definitions

ASIC means the Australian Securities and Investments Commission.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or modified from time to time.

Corporations legislation has the meaning in the Corporations Act and includes the Corporations Act and *Australian Securities and Investments Commission Act 2001* (Cth) as amended or modified from time to time.

Employee includes a director, secretary, officer, employee, secondee or contractor of the Company or the Group.

Reportable Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes but is not limited to conduct that:

- (a) is against the law or is a failure by the Company to comply with any legal obligation;
- (b) is unethical or breaches the Company's policies, protocols or codes of conduct;
- (c) is dishonest, fraudulent or corrupt;
- (d) is coercion, harassment, victimisation or discrimination;
- (e) is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company or the Group);

- (f) is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of corporate resources;
- (g) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company or its interests; or
- (h) involves any other serious impropriety.

Whistleblower means an Employee who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company or Group.

Whistleblower Protection Officer means a person nominated by the Company whose key responsibilities include protecting Whistleblowers who report concerns under this policy. The Company's current Whistleblower Protection Officers are identified in **paragraph 4**.

3. Scope

- 3.1 This policy applies to all Employees who wish to report Reportable Conduct in relation to the Company's or Group's activities.
- 3.2 This policy does not deal with staff grievances which are not Reportable Conduct and for which separate procedures exist.

4. How to make a report

- 4.1 Employees can report Reportable Conduct:
 - (a) to their immediate supervising manager; or
 - (b) if the Employee feels unable to raise the Reportable Conduct with their supervising manager, to a Whistleblower Protection Officer.
- 4.2 The current Whistleblower Protection Officers nominated by the Company are:
 - (a) the Company's human resources director; and
 - (b) the company secretary of the Company.
- 4.3 Reports will be kept confidential to the extent possible, subject to legal and regulatory requirements.
- 4.4 Reports can be made anonymously if required, by sending written reports directly to a Whistleblower Protection Officer. However, if an Employee chooses to disclose Reportable Conduct anonymously, it may hinder the ability of the Company to fully investigate the matter. Further, in certain circumstances it may prevent the Whistleblower from accessing additional protection at law. Disclosures that involve a threat to life or property, illegal activities or legal action against the Group may require actions that do not allow for complete anonymity, and in such cases will be referable to the local police department with the consent of the Whistleblower.

5. Handling of reports

- 5.1 All reports of Reportable Conduct will be investigated by a Whistleblower Protection Officer on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

- 5.2 The Whistleblower Protection Officer is responsible for:
- (a) coordinating the investigation into any report received from a Whistleblower;
 - (b) documenting and handling all matters in relation to the report and investigation; and
 - (c) finalising all investigations.
- 5.3 The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when it is required for any investigation.
- 5.4 A person who is the subject of an investigation is entitled to be:
- (a) informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation; and
 - (b) given a reasonable opportunity to put their case to the Whistleblower Protection Officer who is investigating the report.
- 5.5 The Whistleblower will be kept appropriately informed of the progress of action taken in respect of their report. At the conclusion of the investigation, they will be informed of the outcome.
- 5.6 Subject to law, the Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the Whistleblower without obtaining the Whistleblowers prior consent. Any such disclosure to which the Whistleblower consents will be on a strictly confidential basis.
- 5.7 All files and records created from an investigation will be retained under strict security. Subject to law, the unauthorised release of information without a Whistleblowers consent to any person not involved in the investigation (other than the board's audit and risk committee (**Audit and risk committee**)) is a breach of this policy.
- The Audit and risk committee will receive copies of all investigation reports from Whistleblower Protection Officers. Anonymity and confidentiality requirements will be observed by the Audit and risk committee.

6. Protection of Whistleblowers

- 6.1 Whistleblowers who report a concern in good faith under this policy must not be personally disadvantaged by:
- (a) dismissal;
 - (b) demotion;
 - (c) any form of harassment;
 - (d) discrimination; or
 - (e) current or future bias.
- 6.2 The Whistleblower is not, however, protected from civil or criminal liability for any of his or her conduct which may be revealed by the report. However, if a Whistleblower reports such conduct and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions that may be taken against them.

7. Protection under the Corporations legislation

7.1 The Corporations Act provides additional protections in relation to the reporting of a possible contravention of the Corporations legislation. A disclosure of information by a person qualifies for protection under the Corporations Act if:

- (a) the Whistleblower is an officer or employee of a Group company, a contractor (who has a contract for the supply of goods or services to the Company) or an employee of such a contractor;
- (b) the report is made to:
 - (i) ASIC;
 - (ii) the Company's auditor or a member of the audit team;
 - (iii) a director, secretary or senior manager of the Company; or
 - (iv) a person authorised by the Company to receive disclosures of that kind (i.e. a Whistleblower Protection Officer);
- (c) the Whistleblower provides their name before making the report. Anonymous reports are not protected under the Corporations Act;
- (d) the Whistleblower has reasonable grounds to suspect that the information indicates that there has been a contravention of the Corporations Act by the Company or any of its officers or employees; and
- (e) the disclosure is made in good faith.

7.2 If these conditions are met, the Corporations Act provides the following protections to the Whistleblower:

- (a) the Whistleblower is not subject to any civil or criminal liability for making the disclosure. The Whistleblower is not, however, protected from civil or criminal liability for any of his or her conduct which may be revealed by the report;
- (b) no contractual or other remedy may be enforced or exercised against a Whistleblower on the basis of the disclosure, and a contract to which the Whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract;
- (c) if the Company purports to terminate the employment of a Whistleblower on the basis of the disclosure, a court may reinstate the Whistleblower to the same position or a position at a comparable level;
- (d) the Whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment; and
- (e) subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the Whistleblower's identity or information likely to lead to identification of the Whistleblower.

7.3 The Group is committed to full compliance with these protective provisions.

8. Amendment of this policy

This policy can only be amended with the approval of the board of directors of the Company.

9. Approved and adopted

This policy was approved and adopted by the board of directors of the Company on 16 July 2014.