



Whistleblower Policy

Spirit Telecom Limited

ACN 089 224 402

Version	1
Approved on	11 September 2019
Next Review	September 2020

1. Purpose

- 1.1 Spirit Telecom Limited (**Spirit** or **Company**) is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.
- 1.2 The Company encourages the reporting of any instances of unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

2. What is Reportable Conduct

- 2.1 You may make a report under this Whistleblower Policy (**Policy**) if you believe that a Company director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with the Company has engaged in conduct (**Reportable Conduct**) which:
- is dishonest, fraudulent or corrupt activity, including bribery;
 - is 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);
 - is unethical or in breach of the Company's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company's Code of Conduct or other policies or procedures);
 - is potentially damaging to the Company, a Company employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company property or resources;
 - amounts to an abuse of authority;
 - may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company's interests;
 - involves harassment, discrimination, victimisation or bullying; or
 - involves any other kind of serious impropriety.

3. Who can I make a report to?

- 3.1 Spirit has a number of channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct:

a) Spirit employees or contractors working within a Spirit team:

You may raise the matter with your immediate supervisor, manager or another senior supervisor within your division/business unit. A supervisor in receipt of a report must take the matter to a Protected Disclosure Officer or a senior executive within the division/business unit in accordance with the protocols regarding confidentiality set out in clause 5 below.

Spirit employees or contractors working within a Spirit team may also report directly to a Protected Disclosure Officer, as outlined below:

b) *Any person may make a report to any of the following Protected Disclosure Officers:*

Melanie Leydin Company Secretary	Phone: Email: Address:	+61 (3) 9692 7222 mleydin@leydinfreyer.com.au Level 4, 100 Albert Road, South Melbourne, VIC, 3205
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Sol Lukatsky Managing Director	Phone: Email: Address:	+61 3 8554 1320 soll@spirit.com.au Level 2, 19-25 Raglan Street, South Melbourne, VIC, 3205
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4. Investigation of Reportable Conduct

- 4.1 Spirit will investigate all matters reported under this Policy as soon as possible after the matter has been reported. A Protected Disclosure Officer may appoint a person to assist in the investigation of a matter raised. Where appropriate, the Company will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).
- 4.2 The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

5. Protection of Whistleblowers

- 5.1 Spirit is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

a) *Protection of your identity and confidentiality*

Subject to compliance with legal requirements, upon receiving a report under this Policy, the Company will not disclose any particulars that would suggest or reveal your identity as a whistleblower, without first obtaining your consent.

Any disclosure that you consent to will be disclosed on a strictly confidential basis.

b) *Protection of files and records*

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under the Company's disciplinary procedures.

c) *Fairness*

A Spirit employee or contractor within a Spirit team who is subjected to detrimental treatment as a result of making a report in good faith under this Policy should inform

the Company Secretary immediately. If the matter is not remedied, it should be raised in accordance with clause 3 of this policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

The Corporations Act 2001 (Cth) (Act) also provides special protection to disclosures about breaches of that Act, as long as certain conditions are met – refer to Annexure A for further details.

6. Duties in relation to Reportable Conduct

- 6.1 It is expected that employees or contractors of the Company who become aware of known, or potential cases of Reportable Conduct will make a report under this Policy or under other applicable policies.

7. Reporting Procedures

- 7.1 Protected Disclosure Officers will report to the Board on the number and type of whistleblower incident reports annually, to enable the Company to address any issues.
- 7.2 These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy. The Board will receive copies of all whistleblower reports, and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Board.

8. Policy Review

- 8.1 This Policy cannot be amended without approval from the Company's Board. This Policy will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of the Company.

9. Further assistance

- 9.1 Any questions regarding this Policy should be referred to a Protected Disclosure Officer in the first instance.

10. Approved and adopted

- 10.1 This policy was approved and adopted by the Board on 11 September 2019.

ANNEXURE A – SPECIAL PROTECTIONS UNDER THE CORPORATIONS ACT

Part 9.4AAA of *the Corporations Act 2001* (Cth) gives special protection to disclosures about Corporations Act breaches, where these conditions are satisfied:

1. the whistleblower is an officer or employee of a company, or a person or company who has a contract for the supply of goods and services with a Company (a 'contractor') or an employee of such a contractor;
2. the report is made to:
 - a Protected Disclosure Officer;
 - a director, officer or senior manager of the company concerned;
 - the company's external auditor (or a member of that audit team); or
 - the Australian Securities and Investments Commission (ASIC);
3. the whistleblower gives their name before making the report (i.e. the report is not anonymous); and
4. the report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by the company or any of its officers or employees.

Briefly, the protections provided by the Corporations Act when these conditions are met are:

- the whistleblower cannot be subject to legal liability for making the report;
- anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- the person receiving the report 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, the Australian Federal Police or the Australian Prudential Regulatory Authority.

Appendix

Employee acknowledgement

I acknowledge that I have read and understood the *Whistleblower Policy* of Spirit Telecom Limited and understand that I am obliged to observe the requirements of this Policy and to communicate this Policy and its obligations to the entities and staff under my control or supervision.

Your Name: _____

Signature: _____

Date: _____