

# Whistleblower Policy

---

Elementos Limited ACN 138 468 756 (**Company**)

# Table of Contents

- 1. Purpose .....1
- 2. Definitions and interpretation .....2
  - 2.1 Definitions .....2
  - 2.2 Interpretation .....4
  - 2.3 Taxation Administration Act .....4
- 3. Who the Policy applies to .....5
  - 3.1 Qualification for protection .....5
  - 3.2 Disclosers .....5
- 4. Matters the Policy applies to .....5
  - 4.1 Disclosable Matter .....5
  - 4.2 What this Policy will not address .....7
- 5. Making a Disclosure under this Policy .....8
  - 5.1 Before making a Disclosure .....8
  - 5.2 Eligible Recipients .....8
  - 5.3 Making a Disclosure .....8
  - 5.4 Anonymous Disclosures .....9
  - 5.5 External Disclosures to regulatory bodies and other external parties .....9
  - 5.6 Disclosures to legal practitioners .....9
- 6. Public Interest Disclosures and Emergency Disclosures .....9
- 7. Legal protections for Disclosers .....10
  - 7.1 Identity protection .....10
  - 7.2 Protection from detrimental acts or omissions .....11
  - 7.3 Compensation and other remedies .....12
  - 7.4 Civil, criminal and administrative liability protection .....12
- 8. Anonymity and confidentiality .....12
- 9. Support and practical protection for Disclosers .....13
- 10. Handling and investigation of Disclosures .....13
  - 10.1 Handling a Disclosure .....13
  - 10.2 Investigating a Disclosure .....14
  - 10.3 Confidentiality of investigation .....14
  - 10.4 Factors the Company will consider .....14
  - 10.5 Limitations of the investigation process .....14
  - 10.6 Keeping a Discloser informed .....14
  - 10.7 How the investigation findings will be documented, reported internally and  
communicated to the Discloser .....15
- 11. Fair treatment of employees .....15
- 12. Access to Policy, training and awareness .....16
  - 12.1 How Policy will be made available .....16
  - 12.2 Training and awareness .....16
- 13. Policy management .....16
  - 13.1 Policy review .....16
  - 13.2 Policy history .....17
  - 13.3 Policy approval .....17
- Schedule 1 - Contact details for Eligible Recipients .....18
- Schedule 2 - Processes and procedures for protecting whistleblowers .....19
- Schedule 3 - Investigation process/key steps .....21
- Schedule 4 - Protections under the Taxation Administration Act .....22

# Elementos Limited - Whistleblower Policy

## 1. Purpose

---

Elementos Limited ACN 138 468 756 (**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 across the Company. As part of that commitment, the Company has established this Whistleblower Policy (**Policy**), in compliance with applicable laws and practices.

This Policy is an important tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing. The Company encourages Disclosers who are aware of possible wrongdoing to report it in accordance with this Policy.

The purpose of this Policy is to:

- (a) provide information about the protections available to Disclosers;
- (b) encourage more Disclosures of wrongdoing;
- (c) help deter wrongdoing, in line with the Company's risk management and governance framework;
- (d) ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- (e) ensure Disclosures are dealt with appropriately and on a timely basis;
- (f) provide transparency around the Company's framework for receiving, handling and investigating Disclosures;
- (g) support the Company's values and Code of Conduct;
- (h) support the Company's long-term sustainability and reputation;
- (i) meet the entity's legal and regulatory obligations;
- (j) describe the channels through which Disclosures may be made;
- (k) provide for the process for investigating and dealing with Disclosures and how the Company will support Disclosers and protect them from Detriment; and
- (l) align with the ASX Corporate Governance Principles and Recommendations, 4<sup>th</sup> Ed (2019) and relevant standards.

This Policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the Company's Code of Conduct and the Company's Anti-Bribery and Corruption Policy.

Unless an employment contract applies, this Policy does not form part of any contract of employment or any industrial instrument.

There are certain differences between the whistleblower protections that exist for Disclosers under the Corporations Act and the Taxation Administration Act. The Company encourages Disclosers to read this Policy carefully before making a Disclosure and to understand what is required to be afforded adequate protection.

# Elementos Limited - Whistleblower Policy

## 2. Definitions and interpretation

---

### 2.1 Definitions

In this Policy:

**Act** means a statute or law passed by both Houses of Parliament in Australia or in a State or Territory that has received Royal Assent.

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term under the Corporations Act.

**ATO** means the Australian Tax Office.

**Audit Committee** means the audit and risk management committee of the Board from time to time.

**Board** means the board of Directors of the Company from time to time.

**Chairperson** means the person appointed by the Board as chairperson from time to time.

**Commonwealth authority** means an authority or other body (whether incorporated or not) that is established or continued in existence by or under an Act.

**Company** means Elementos Limited ACN 138 468 756.

**Company Secretary** means a person appointed by the Company to be the company secretary.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means *Corporations Regulations 2001* (Cth).

# Elementos Limited - Whistleblower Policy

**Detriment** has the meaning given in section 1317ADA of the Corporations Act, which may include, without limitation:

- (a) dismissal of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; or
- (j) any other damage to a person.

**Detrimental Conduct** has the meaning given to that term by clause 7.2(a).

**Director** means any person holding the position of a director of the Company and includes an alternate director and Directors means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

**Disclosable Matter** has the meaning given to that term by clause 4.1 of this Policy.

**Discloser** means a person who makes a Disclosure in accordance with section 1317AA of the Corporations Act and is a person listed in clause 3.2 of this Policy.

**Disclosure** means a disclosure of information relating to a Disclosable Matter.

**Eligible Recipient** has the meaning given to that term by clause 5.2(b) of this Policy.

**Emergency Disclosure** has the meaning given to that term by clause 6(c) of this Policy.

**Journalist** means a person who is working in a professional capacity as a journalist for any of the following:

- (a) a newspaper or magazine;
- (b) a radio or television broadcasting service;
- (c) an electronic service (including a service provided through the internet) that:
  - (1) is operated on a commercial basis, or operated by a body that provides a national broadcasting service (within the meaning of the *Broadcasting Services Act 1992* (Cth)); and
  - (2) is similar to a newspaper, magazine or radio or television broadcast.

**Misconduct** includes fraud, negligence, default, breach of trust and breach of duty.

# Elementos Limited - Whistleblower Policy

**Officer** has the meaning given to that term by section 9 of the Corporations Act.

**Parliamentarian** means a member of the Parliament of the Commonwealth, the Parliament of a State or the Legislature of a Territory.

**Personal Work-Related Grievance** means a grievance that:

- (a) relates to the Discloser's current or former employment and has, or tends to have, implications for the Discloser personally;
- (b) does not have any significant implications for the Company to which the grievance relates, or another regulated entity under part 9.4AAA of the Corporations Act, and such implications do not relate to the Discloser; and
- (c) does not concern conduct, or alleged conduct, referred to in section 1317AA(5)(c), (d), (e) or (f) of the Corporations Act.

**Personnel** means Officers, Senior Managers or employees of the Company.

**Policy** means this Whistleblower Policy.

**Public Interest Disclosure** has the meaning given to that term by clause 6(b) of this Policy.

**Related Body Corporate** has the meaning given to that term under the Corporations Act.

**Senior Manager** means a person (other than an Officer of the Company) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the Company's financial standing.

**Taxation Administration Act** means the *Taxation Administration Act 1953* (Cth).

## 2.2 Interpretation

Unless the contrary intention appears, a reference in this Policy to:

- (a) the singular includes the plural and vice versa;
- (b) one gender includes the others;
- (c) an item, recital, clause, subclause, paragraph, schedule or attachment is to an item, recital, clause, subclause, paragraph of, or schedule or attachment to, this Policy and a reference to this Policy includes any schedule or attachment; and
- (d) headings are for ease of reference only and do not affect the meaning or interpretation of this Policy.

## 2.3 Taxation Administration Act

Certain disclosures of information may have protection under the whistleblower regime in the Taxation Administration Act. Set out in Schedule 4 is a summary of the regime and protections, which is not exhaustive or intended to override the regulatory protections under the Taxation Administration Act. Any whistleblower matter that should be dealt with under the Taxation Administration Act regime, will be handled in that manner by the Company.

# Elementos Limited - Whistleblower Policy

## 3. Who the Policy applies to

---

### 3.1 Qualification for protection

A Discloser qualifies for protection as a whistleblower under the Corporations Act if they are a Discloser in relation to the Company and:

- (a) they have made a Disclosure relating to a Disclosable Matter:
  - (1) directly to an Eligible Recipient; or
  - (2) to ASIC, APRA or another Commonwealth authority prescribed by the Corporations Regulations for the purposes of section 1317AA(1)(b) of the Corporations Act;
- (b) they have made a Disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- (c) they have made an Emergency Disclosure or Public Interest Disclosure.

### 3.2 Disclosers

An individual is a Discloser for the purposes of this Policy if the individual is, or has been, any of the following:

- (a) an Officer of the Company;
- (b) an employee of the Company (including permanent, part-time, casual, fixed-term or temporary employees, interns, or secondees);
- (c) an individual who supplies services or goods to the Company (whether paid or unpaid) (eg, current and former contractors, consultants, service providers and business partners);
- (d) an employee of a person that supplies goods or services to the Company (whether paid or unpaid);
- (e) an individual who is an Associate of the Company;
- (f) a relative, dependant or spouse of an individual referred to in any of paragraphs (a) to (e) above; and
- (g) an individual prescribed by the Corporations Regulations for the purposes of section 1317AAA(i) of the Corporations Act.

## 4. Matters the Policy applies to

---

### 4.1 Disclosable Matter

- (a) A Disclosable Matter involves information that the Discloser has reasonable grounds to suspect concerns Misconduct or an improper state of affairs or circumstances in relation to:
  - (1) the Company; or
  - (2) a Related Body Corporate of the Company.

## Elementos Limited - Whistleblower Policy

- (b) The term 'reasonable grounds to suspect' is based on the objective reasonableness of the reasons for the Discloser's suspicion. A Discloser's motive for making a Disclosure, or their personal opinion of the person(s) involved, does not prevent them from qualifying for protection under the Corporations Act.
- (c) Without limitation, a Disclosable Matter includes information which indicates that the Company or a Related Body Corporate (including one or more of their employees and Officers) has engaged in conduct that:
  - (1) constitutes an offence against, or a contravention of, a provision of any of the following:
    - (A) the Corporations Act;
    - (B) the *Australian Securities and Investments Commission Act 2001* (Cth);
    - (C) the *Banking Act 1959* (Cth);
    - (D) the *Financial Sector (Collection of Data) Act 2001* (Cth);
    - (E) the *Insurance Act 1973* (Cth);
    - (F) the *Life Insurance Act 1995* (Cth);
    - (G) the *National Consumer Credit Protection Act 2009* (Cth);
    - (H) the *Superannuation Industry (Supervision) Act 1993* (Cth);
    - (I) an instrument made under an Act referred to in paragraphs (A) to (H) above;
  - (2) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
  - (3) represents a danger to the public or the financial system; or
  - (4) is prescribed by the Corporations Regulations for the purposes of section 1317AA(5)(f) of the Corporations Act.
- (d) The following types of wrongdoing may amount to a Disclosable Matter:
  - (1) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property);
  - (2) fraud, money laundering or misappropriation of funds;
  - (3) offering or accepting a bribe;
  - (4) financial irregularities;
  - (5) failure to comply with, or breach of, legal or regulatory requirements; or
  - (6) engaging in or threatening to engage in Detrimental Conduct against a person who has made a Disclosure or is believed or suspected to have made, or be planning to make, a Disclosure.
- (e) A Disclosable Matter includes conduct that may not involve a contravention of a particular law.



# Elementos Limited - Whistleblower Policy

- (f) Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is a Disclosable Matter, even if it does not involve a breach of a particular law.
- (g) A Discloser can still qualify for protection even if their Disclosure turns out to be incorrect. However, deliberate false reporting, that is, making a report that the Discloser knows to be untrue, is discouraged by the Company and may result in disciplinary action.

## 4.2 What this Policy will not address

- (a) This Policy is intended to complement (not replace) any applicable usual reporting avenues the Company has for raising issues of concern (for example, by talking to the relevant manager).
- (b) Disclosures that relate solely to Personal Work-Related Grievances, and that do not relate to Detriment or threat of Detriment to the Discloser, do not qualify for protection under the Corporations Act.
- (c) The Corporations Act includes the following specific examples of grievances that may be Personal Work-Related Grievances. These examples include:
  - (1) an interpersonal conflict between the Discloser and another employee;
  - (2) a decision about the engagement, transfer or promotion of the Discloser;
  - (3) a decision about the terms and conditions of engagement of the Discloser;
  - (4) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.
- (d) A Personal Work-Related Grievance may still qualify for protection if:
  - (1) it includes information about Misconduct, or information about Misconduct includes or is accompanied by a Personal Work-Related Grievance (mixed report);
  - (2) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the Disclosure relates to information that suggests Misconduct beyond the Discloser's personal circumstances;
  - (3) the Discloser suffers from or is threatened with Detriment for making a Disclosure; or
  - (4) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.
- (e) Any complaints of injustice in the assessment of an employee's performance, will be dealt with under any appropriate Company policy.
- (f) Employees may raise Personal Work-Related Grievances and other types of issues or concerns that are not covered by this Policy by contacting the Chairman, or if unavailable, the Company Secretary.
- (g) Employees are encouraged to seek legal advice about their rights and protections under employment or contract law and to resolve their Personal Work-Related Grievance.

# Elementos Limited - Whistleblower Policy

## 5. Making a Disclosure under this Policy

---

### 5.1 Before making a Disclosure

- (a) Employees of the Company who become aware of, or suspect on reasonable grounds, a Disclosable Matter are encouraged to discuss the matter with a member of the Board or the Company Secretary at first instance to assist with identifying and addressing wrongdoing as early as possible. This is not a requirement and the employee is free to make a Disclosure under this Policy without first discussing it with a member of the Board or the Company Secretary.
- (b) In making a Disclosure, a Discloser must have reasonable grounds to suspect that their Disclosure concerns a Disclosable Matter.

### 5.2 Eligible Recipients

- (a) A Discloser must make their Disclosure directly to an Eligible Recipient, in order for the Disclosure to qualify for protection under the Corporations Act (except for external Disclosures made in accordance with clause 5.5 of this Policy).
- (b) Under the Corporations Act each of the following is an Eligible Recipient in relation to the Company:
  - (1) an Officer or Senior Manager of the Company or a Related Body Corporate;
  - (2) the internal or external auditor (including a member of an audit team conducting an audit) of the Company or a Related Body Corporate;
  - (3) an actuary of the Company or a Related Body Corporate; and
  - (4) such other persons (if any) authorised by the Company to receive Disclosures under this Policy, which may be set out in Schedule 1 or as otherwise approved by the Company from time to time.
- (c) For the purposes of the Taxation Administration Act, an eligible recipient in relation to the Company is set out in Schedule 4.
- (d) The Company may from time to time appoint additional Eligible Recipients within the Company and may engage an external independent whistleblowing service to receive Disclosures.
- (e) The Company will communicate the identity and contact details of Eligible Recipients and details of any external independent whistleblowing service (if any) to Officers and employees of the Company by updating Schedule 1 of this Policy.

### 5.3 Making a Disclosure

- (a) To assist with the efficient management of a Disclosure, a Discloser should:
  - (1) expressly refer to this Policy when making a Disclosure; and
  - (2) where possible, include details of the Disclosable Matter, for example, date, times, places, witnesses and provide any available evidence,although this is not necessary to qualify for protection.
- (b) External disclosures are dealt with under clause 5.5 of this Policy.

# Elementos Limited - Whistleblower Policy

- (c) Any Disclosure made will be treated in accordance with this Policy.

## 5.4 Anonymous Disclosures

- (a) A Disclosure can be made anonymously and still be protected under the Corporations Act.
- (b) A Discloser can choose to remain anonymous while making a Disclosure, over the course of any investigation and after any investigation is finalised.
- (c) A Discloser may refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.
- (d) A Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so the Company can ask follow-up questions or provide feedback.

## 5.5 External Disclosures to regulatory bodies and other external parties

- (a) The Company encourages Disclosers to make a Disclosure to one of the Company's internal or external Eligible Recipients in the first instance. The Company would like to be aware of and address wrongdoing as early as possible. The Company's approach is intended to help build confidence and trust in this Policy and its whistleblower processes and procedures.
- (b) A Discloser may also make a Disclosure directly to regulatory bodies, or other external parties, about a Disclosable Matter and qualify for protection under the Corporations Act without making a prior Disclosure to the Company (**External Disclosure**).
- (c) An External Disclosure can be made to:
  - (1) ASIC;
  - (2) APRA; or
  - (3) another Commonwealth authority prescribed by the Corporations Regulations for the purposes of section 1317AA(1)(b)(iii) of the Corporations Act;and qualify for protection under the Corporations Act.

## 5.6 Disclosures to legal practitioners

A Disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in part 9.4AAA of the Corporations Act is protected (even in the event that the legal practitioner concludes that a Disclosure does not relate to a Disclosable Matter).

## 6. Public Interest Disclosures and Emergency Disclosures

---

- (a) Disclosures can be made to a Journalist or Parliamentarian under certain circumstances as set out in this clause 6 and qualify for protection under the Corporations Act.
- (b) A Public Interest Disclosure is the Disclosure of information to a Journalist or a Parliamentarian, where:

# Elementos Limited - Whistleblower Policy

- (1) at least 90 days have passed since the Discloser made a Disclosure to ASIC, APRA or another Commonwealth authority prescribed by the Corporations Regulations for the purposes of section 1317AA(1)(b)(iii) of the Corporations Act; and
  - (2) the Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their Disclosure; and
  - (3) the Discloser has reasonable grounds to believe that making a further Disclosure of the information would be in the public interest; and
  - (4) before making the Public Interest Disclosure, the Discloser has given written notice to the authority in sub-paragraph 6(b)(1) (ie, the authority to which the previous Disclosure was made) that:
    - (A) includes sufficient information to identify the previous Disclosure; and
    - (B) states that the Discloser intends to make a Public Interest Disclosure.
- (c) An Emergency Disclosure is the Disclosure of information to a Journalist or Parliamentarian, where:
- (1) the Discloser has previously made a Disclosure of the information to ASIC, APRA or another Commonwealth authority prescribed by the Corporations Regulations for the purposes of section 1317AA(1)(b) of the Corporations Act;
  - (2) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
  - (3) before making the Emergency Disclosure, the Discloser has given written notice to the authority in sub-paragraph 6(c)(1) (ie, the authority to which the previous Disclosure was made) that:
    - (A) includes sufficient information to identify the previous Disclosure; and
    - (B) states that the Discloser intends to make an Emergency Disclosure; and
  - (4) 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.
- (d) A Discloser should understand and know the criteria for making a Public Interest Disclosure or Emergency Disclosure, as stated in this clause 6.
- (e) A Discloser should contact an independent legal adviser before making a Public Interest Disclosure or an Emergency Disclosure.

## 7. Legal protections for Disclosers

---

This clause 7 sets out the protections that are available under part 9.4AAA of the Corporations Act to Disclosers.

### 7.1 Identity protection

- (a) The Company and people involved in the handling of a Disclosure have legal obligations to protect the confidentiality of a Discloser's identity.

# Elementos Limited - Whistleblower Policy

- (b) It is illegal for a person to identify a Discloser, or disclose information that is likely to lead to the identification of the Discloser, outside the exceptions in paragraph 7.1(c) and 7.1(d) of this clause.
- (c) A person (including Personnel bound by this Policy) cannot disclose:
  - (1) the identity of a Discloser; or
  - (2) information that is likely to lead to the identification of the Discloser, if that information was obtained directly or indirectly because the Discloser made a Disclosure.
- (d) An exception to clause 7.1(c) is if a person discloses the identity of the Discloser:
  - (1) to ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the *Australian Federal Police Act 1979* (Cth));
  - (2) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in part 9.4AAA of the Corporations Act);
  - (3) to a person or authority prescribed by the Corporations Regulations for the purposes of section 1317AAE(2)(e) of the Corporations Act; or
  - (4) with the consent of the Discloser.
- (e) A further exception to clause 7.1(c) is that a person can disclose the information contained in a Disclosure with or without the Discloser's consent if:
  - (1) the disclosure of information:
    - (A) does not include the Discloser's identity; and
    - (B) is reasonably necessary for investigating the Disclosable Matter raised in the Disclosure; and
  - (2) the person has taken all reasonable steps to reduce the risk that the Discloser will be identified from the information.
- (f) A Discloser can lodge a complaint with the Company about a breach of confidentiality pertaining to this Policy by contacting the Chairman, or if unavailable, the Company Secretary. The Company encourages Disclosers to make a complaint to the Company in the first instance.
- (g) A Discloser may lodge a complaint about a breach of confidentiality with a regulator, such as ASIC, APRA or the ATO, for investigation.

## 7.2 Protection from detrimental acts or omissions

- (a) A person (including Personnel bound by this Policy) cannot engage in conduct that:
  - (1) causes Detriment to a Discloser (or another person); or
  - (2) constitutes the making of a threat to cause Detriment to a Discloser (or another person),

# Elementos Limited - Whistleblower Policy

if:

- (3) the person believes or suspects that the Discloser (or another person) made, may have made, proposes to make or could make a Disclosure that qualifies for protection; and
- (4) the belief or suspicion is the reason, or part of the reason, for the conduct,

**(Detrimental Conduct).**

- (b) A threat may be expressed or implied, or conditional or unconditional. A Discloser (or another person) who has been threatened in relation to a Disclosure does not have to actually fear that the threat will be carried out.
- (c) The following are examples of actions that are not Detrimental Conduct:
  - (1) administrative action that is reasonable for the purpose of protecting a Discloser from Detriment (eg, moving a Discloser who has made a Disclosure about their immediate work area to another office to prevent them from Detriment); and
  - (2) reasonable management of a Discloser's unsatisfactory work performance.

## 7.3 Compensation and other remedies

- (a) A Discloser (or any other employee or person) can seek compensation and other remedies through the courts under sections 1317AD and 1317AE of the Corporations Act if:
  - (1) they suffer loss, damage or injury as a result of the detrimental conduct; and
  - (2) the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.
- (b) Disclosers are encouraged to seek independent legal advice in relation to their right to compensation and other remedies.

## 7.4 Civil, criminal and administrative liability protection

- (a) A Discloser is protected from any of the following in relation to their Disclosure:
  - (1) civil liability (eg, any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
  - (2) criminal liability (eg, attempted prosecution of the Discloser for unlawfully releasing information, or other use of the Disclosure against the Discloser in a prosecution (other than for making a false Disclosure)); and
  - (3) administrative liability (eg, disciplinary action for making the Disclosure).
- (b) The protections do not grant immunity for any misconduct a Discloser has engaged in that is revealed in their Disclosure.

## 8. Anonymity and confidentiality

---

- (a) The Company will implement measures to protect the anonymity of Disclosers where a Disclosure is made anonymously which will include the following:

# Elementos Limited - Whistleblower Policy

- (1) communication with the Discloser will be through an anonymous telephone hotline and anonymised email addresses; and
- (2) a Discloser may adopt a pseudonym for the purpose of their Disclosure.
- (b) The Company will keep the identity of a Discloser who has made a Disclosure under this Policy confidential and not disclose the Discloser's identity, or information that is likely to lead to the identification of the Discloser, to a third party, except as permitted by the Corporations Act as set out in clause 7.1(d) or 7.1(e) of this Policy.
- (c) Unauthorised disclosure of:
  - (1) a Discloser's identity; or
  - (2) information that is likely to lead to the identification of that person,is a breach of this Policy and may also be in breach of the Corporations Act.
- (d) The Company may take disciplinary action against any Personnel who makes an unauthorised disclosure under this Policy.

## 9. Support and practical protection for Disclosers

---

- (a) The Company's processes and procedures for supporting and protecting Disclosers are set out in Schedule 2.
- (b) The Company will not tolerate any form of Detrimental Conduct to a Discloser who has made a Disclosure or to a person who is subjected to such conduct because of the belief or suspicion that they have made a Disclosure.
- (c) The Company will take all reasonable steps to protect Disclosers from Detriment because they have made, are proposing to make or able to make a Disclosure under this Policy.
- (d) Personnel found to have caused or threatened to cause Detriment to a Discloser may be subject to disciplinary action including, in serious cases, dismissal.
- (e) A Discloser who believes they have suffered Detriment as a result of making a Disclosure may wish to submit a complaint in accordance with Schedule 2.
- (f) A Discloser may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered Detriment.

## 10. Handling and investigation of Disclosures

---

### 10.1 Handling a Disclosure

- (a) All Disclosures will be taken seriously and will be investigated as soon as practicable after they are received.
- (b) The Company will need to assess each Disclosure to determine whether:
  - (1) it qualifies for protection; and
  - (2) a formal, in-depth investigation is required.

# Elementos Limited - Whistleblower Policy

## 10.2 Investigating a Disclosure

- (a) Any investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Disclosable Matter and the circumstances.
- (b) The Company may appoint a person to assist in the investigation of a Disclosure. Where appropriate, the Company will provide feedback to the Discloser regarding the progress and outcome of the investigation (subject to considerations of the privacy of those against whom allegations are made).
- (c) The key steps the Company will take in investigating Disclosures are set out in Schedule 3.
- (d) Without a Discloser's consent, the Company and any person involved in the handling of a Disclosure cannot disclose information that is likely to lead to the identification of the Discloser as part of the Company's investigation process except in the circumstances described at clause 7.1.

## 10.3 Confidentiality of investigation

- (a) To ensure the integrity of any investigation, all parties, including the Discloser, must maintain confidentiality of the Disclosure and the information leading to the Disclosure, except as otherwise permitted by this Policy.
- (b) Parties may consult with their professional advisers and confide in their close personal support network, provided those persons agree to the Company's requirement for confidentiality.

## 10.4 Factors the Company will consider

If the Company determines that it will need to investigate a Disclosure, the Company will also need to determine:

- (a) the nature and scope of the investigation;
- (b) the person(s) within and/or outside the Company that should lead the investigation;
- (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
- (d) the expected timeframe for the investigation.

## 10.5 Limitations of the investigation process

The Company may not be able to undertake an investigation if it is not able to contact the Discloser (eg, if a Disclosure is made anonymously and the Discloser has refused to provide, or has not provided, a means of contacting them).

## 10.6 Keeping a Discloser informed

- (a) The Company will provide acknowledgement of receipt of a Disclosure to the Discloser who made the Disclosure (subject to the Company being able to contact that person).
- (b) Subject to compliance with any legal requirements, a Discloser will be provided with regular updates on the progress of the investigation, if the Discloser can be contacted (including through anonymous channels).



# Elementos Limited - Whistleblower Policy

- (c) The frequency and timeframe of any update may vary depending on the nature of the Disclosure.
- (d) The Company will use reasonable efforts to provide updates to a Discloser during the key stages of the investigation, such as:
  - (1) when the investigation process has begun;
  - (2) while the investigation is in process; and
  - (3) after the investigation has been finalised.

## 10.7 How the investigation findings will be documented, reported internally and communicated to the Discloser

- (a) A final report will record findings of the investigation and other action taken in respect of a Disclosure.
- (b) A final report will keep the identity of a Discloser confidential (unless the Discloser consents to the identification) by not referring to the Discloser by name or including details which may lead to the identification of the Discloser.
- (c) Notwithstanding this clause 10.7, the method for documenting and reporting the findings of an investigation will depend on the nature of the Disclosure.
- (d) A final report relating to the Board will be provided to the Chairperson or to the chairperson of the Audit Committee, as appropriate.
- (e) Final reports relating to executive leaders and internal audit team members will be provided to the chairperson of the Audit Committee.
- (f) Updates and final reports relating to all other matters will be provided to the Board / Audit Committee unless the Chairperson of the Board or the chairperson of the Audit Committee direct otherwise.
- (g) Reasonable efforts will then be made to communicate the conclusion and findings of the investigation and any other action taken in respect of a Disclosure to the Discloser. There may be circumstances where it may not be appropriate to provide details of the outcome of an investigation to the Discloser.

## 11. Fair treatment of employees

---

- (a) The Company will adopt the following measures for ensuring fair treatment of employees mentioned in a Disclosure:
  - (1) Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
  - (2) each Disclosure will be assessed and may be the subject of an investigation;
  - (3) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
  - (4) when an investigation needs to be undertaken, the process will be objective, fair and independent;

# Elementos Limited - Whistleblower Policy

- (5) an employee who is the subject of a Disclosure will be advised about the subject matter of the Disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and
  - (6) an employee who is the subject of a Disclosure is encouraged to utilise the Company's support services.
- (b) Subject to compliance with any legal requirements, an employee who is the subject of a Disclosure has the right to:
- (1) be informed as to the substance of the allegations;
  - (2) be given a reasonable opportunity to put their case (either orally or in writing) to the Company; and
  - (3) be informed of the findings in respect of the Disclosure.

## **12. Access to Policy, training and awareness**

---

### **12.1 How Policy will be made available**

- (a) The Company will make this Policy available to Personnel by:
- (1) holding staff briefing sessions and/or smaller team meetings;
  - (2) publishing the Policy on the Company intranet or other suitable communication platform;
  - (3) publishing the Policy on the Company's website;
  - (4) publishing the Policy on staff noticeboards (if applicable);
  - (5) setting out the Policy in the employee handbook; and
  - (6) providing the Policy to new employees on commencement of their employment with the Company.
- (b) Personnel may also request a copy of this Policy from a member of the Board or the Company Secretary.

### **12.2 Training and awareness**

The Company will provide or arrange for the provision of relevant training:

- (a) to Personnel, to ensure they understand the requirements of this Policy and their rights and obligations in connection with this Policy; and
- (b) to Officers, Senior Managers and other Eligible Recipients of the Company, to ensure they understand how to properly respond to Disclosures received under this Policy.

## **13. Policy management**

---

### **13.1 Policy review**

- (a) The Board has ultimate responsibility for the protection of Disclosers.

# Elementos Limited - Whistleblower Policy

- (b) The Board is the governing body to which all Disclosures and investigations are provided, and where the ultimate decision-making power in respect of the reports and investigations resides.
- (c) Approval of this Policy is vested with the Board.
- (d) Reviews of this Policy are the responsibility of the Board to ensure the Policy remains consistent with the Corporations Act and all other relevant legislative and regulatory requirements, as well as the changing nature of the Company.

### 13.2 Policy history

<b>Policy owner</b>	Elementos Limited ACN 138 468 756
<b>Policy author</b>	Duncan Cornish
<b>Version</b>	v1.0
<b>Status</b>	Approved
<b>Effective Date</b>	12-March-2021
<b>Review Period</b>	Annual
<b>Next Review date</b>	February
<b>Document Location</b>	Company's registered office and Company website

### 13.3 Policy approval

Business unit or department	Person	Date
	..... Signature	...../...../20.....

# Elementos Limited - Whistleblower Policy

## Schedule 1 - Contact details for Eligible Recipients

Contact details for Eligible Recipients within the Company.

Eligible Recipient	Contact details
CEO	info@elementos.com.au By post to PO Box 10555 Brisbane Adelaide Street Brisbane QLD 4000, addressed to the "The CEO, Elementos Limited"
Company Secretary	info@elementos.com.au By post to PO Box 10555 Brisbane Adelaide Street Brisbane QLD 4000, addressed to the Company Secretary, Elementos Limited
A Director or the Board of Directors	By post to Elementos Limited, addressed to the specific Director or the Chairperson of the Board of Directors, Elementos Limited. The Board of Directors are identified on Company's website at the following address: <a href="https://www.elementos.com.au/board-and-management/">https://www.elementos.com.au/board-and-management/</a>

# Elementos Limited - Whistleblower Policy

## Schedule 2 - Processes and procedures for protecting whistleblowers

---

### 1. Identity protection (confidentiality)

1.1 The Company will adopt the following measures to reduce the risk that the Discloser will be identified from the information contained in a Disclosure:

- (a) All personal information or reference to the Discloser witnessing an event will be redacted.
- (b) The Discloser will be referred to in a gender-neutral context.
- (c) Where possible, the Discloser will be contacted to help identify certain aspects of their Disclosure that could inadvertently identify them.
- (d) Disclosures will be handled and investigated by qualified staff.

1.2 The Company will adopt the following secure record-keeping and information-sharing processes in relation to Disclosures:

- (a) All paper and electronic documents and other materials relating to Disclosures will be stored securely.
- (b) Access to all information relating to a Disclosure will be limited to those directly involved in managing and investigating the Disclosure.
- (c) Only a restricted number of people who are directly involved in handling and investigating a Disclosure will be made aware of a Discloser's identity (subject to the Discloser's consent) or information that is likely to lead to the identification of the Discloser.
- (d) Communications and documents relating to the investigation of a Disclosure will not be sent to an email address or to a printer that can be accessed by other staff.
- (e) Each person who is involved in handling and investigating a Disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a Discloser's identity may be a criminal offence.

1.3 Despite the Company taking appropriate steps, in practice, people may be able to guess the Discloser's identity if:

- (a) the Discloser informs other people that they have made or are considering making a Disclosure;
- (b) the Discloser is one of a very small number of people with access to the information the subject of the Disclosure; or
- (c) the Disclosure relates to information that a Discloser has previously been told privately and in confidence.

### 2. Protection from Detriment

- (a) The Company regularly reviews the internal processes it has in place intended to protect Disclosers from Detriment.
- (b) The Company will conduct an assessment of the risk of Detriment against a Discloser and subject to that assessment, will take appropriate action as set out below.

## Elementos Limited - Whistleblower Policy

- (c) In conducting an assessment of the risk, the Company will review and consult with the Discloser about possible actions to protect the Discloser from risk of Detriment - for example, the Company may allow the Discloser to perform their duties from another location, reassign the Discloser to another role at the same level, make other modifications to the Discloser's workplace or the way they perform their work duties, or reassign or relocate other staff involved in the Disclosable Matter.
- (d) The Company will, subject to the terms of this Policy, notify the appropriate Personnel in management who need to be aware of the Disclosure refreshing them about their responsibilities under the law, including to:
  - (1) maintain the confidentiality of a Discloser;
  - (2) address the risks of isolation or harassment;
  - (3) manage conflicts; and
  - (4) ensure fairness when managing the performance of, or taking other management action relating to, a Discloser.
- (e) Where appropriate, the Company will also discuss with a Discloser the Company's support services available to the Discloser that relate to the Discloser's involvement in the Disclosable Matter the subject of their Disclosure.
- (f) Where the Discloser is an employee, the Company will also draw the Discloser's attention to other policies it has in place which relate to employee support services.
- (g) A Discloser who believes they have suffered Detriment, can lodge a complaint with the Company by contacting the Chairman, or if unavailable, the Company Secretary.
- (h) The complaint may be investigated as a separate matter by Personnel who are not involved in dealing with Disclosures.
- (i) If the Company is satisfied that the complaint is substantiated, then the Company will take appropriate action.

# Elementos Limited - Whistleblower Policy

## Schedule 3 - Investigation process/key steps

---

The way in which the Company will investigate a Disclosure will depend upon the circumstances.

### 1. Purpose

The purpose of an investigation will be to determine, as far as possible, the facts alleged in the Disclosure and all other relevant circumstances, to enable the Company to decide what action should be taken in response to the Disclosure. In each case the process will involve the collection of relevant data, including conducting witness interviews if required.

### 2. Who will conduct the investigation?

The Company will decide who should conduct the investigation and may seek and act with the benefit of legal advice. Possibilities include some combination of one or more of:

- (a) the conduct of an internal investigation by an appropriate member or members of the Company's staff;
- (b) the appointment of an external investigator to conduct an investigation at arm's length from the Company; and
- (c) the conduct of an investigation by solicitors appointed by the Company to advise the Company in relation to the Disclosure.

### 3. Types of investigation

Upon receipt of a Disclosure the Company will make an initial assessment about the type of investigation required, and may seek and act with the benefit of legal advice. The types of investigation may include:

- (a) A preliminary enquiry to determine whether there are specific factual allegations capable of response. A preliminary enquiry may lead to a more fulsome investigation, as below, or may provide enough information to make a factual determination;
- (b) An investigation 'on the papers' in which the appointed investigator will make findings after an examination of documentary evidence only, with no or limited interview of witnesses. An investigation on the papers may lead to a more comprehensive investigation, or may provide enough information to make a factual determination;
- (c) A full or formal investigation involving gathering evidence and interviews of (but not limited to); the Discloser, witnesses, persons named in the Disclosure, and any other relevant people.

### 4. Investigation outcomes

The usual outcome of an investigation will be the production, by the investigator, of a written investigation report, setting out the findings of the investigation.

The Company will use and rely upon the investigation report to make ongoing decisions about how to deal with the Disclosure that prompted the investigation and the matters raised by it.

The extent to which, if at all, and to whom, the content of an investigation report will be publicised will vary according to the circumstances. Due to the sensitive nature of the matters with which this Policy is concerned some level of confidentiality will almost always apply. In some cases an investigation report will be legally protected from disclosure by legal professional privilege.

# Elementos Limited - Whistleblower Policy

## Schedule 4 - Protections under the Taxation Administration Act

---

1. The Taxation Administration Act gives special protection to Eligible Whistleblowers (defined below) and imposes obligations on Eligible Recipients (defined below) who receive tax related disclosures about a breach of any Australian tax law by the Company or misconduct in relation to the Company's tax affairs (**Tax Disclosure**) if the following conditions are satisfied:
  - (a) the Eligible Whistleblower is or has been:
    - (1) an officer (within the meaning of the Corporations Act or employee of the Company (within the meaning of the *Income Tax Assessment Act 1997* (Cth));
    - (2) an individual who supplies goods or services to the Company or an employee of a person who supplies goods or services to the Company (whether paid or unpaid);
    - (3) an individual who is an associate of the Company (within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth));
    - (4) a current or former spouse, child, dependent or dependent of the current or former spouse of any individual referred to at sub-paragraphs 1(a)(1) to 1(a)(3) above; and
  - (b) the Tax Disclosure is made to:
    - (1) an Eligible Recipient (as defined in section 14ZZV of the Taxation Administration Act) and includes:
      - (A) if the Company is a body corporate, a director, secretary or senior manager or any other employee or officer who has functions or duties relating to the tax affairs of the body corporate.
      - (B) an auditor, or a member of an audit team conducting an audit of the Company (within the meaning of the *Income Tax Assessment Act 1997* (Cth));
      - (C) a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009* (Cth)) who provides tax or BAS services to the Company;
      - (D) a person or body authorised by the Company to receive a Tax Disclosure that may qualify for protection under part IVD of the Taxation Administration Act;
    - (2) the Commissioner of Taxation; or
    - (3) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
  - (c) if the report is made to an Eligible Recipient, the Eligible Whistleblower:
    - (1) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company; and



# Elementos Limited - Whistleblower Policy

- (2) considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate (within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth)) of the Company; and
  - (d) if the Tax Disclosure is made to the Commissioner of Taxation, the Eligible Whistleblower considers that the information may assist the Commissioner to perform his or her functions under a taxation law in relation to the Company or an associate of the Company.
- 2. The Company's external auditor as at the date of this Policy is BDO Audit Pty Ltd.
- 3. The Company's tax agent as at the date of this Policy is PricewaterhouseCoopers.
- 4. The protections given by the Taxation Administration Act when these conditions are met are:
  - (a) the Eligible Whistleblower is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the Tax Disclosure;
  - (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Eligible Whistleblower on the basis of the Tax Disclosure;
  - (c) where the Tax Disclosure was made to the Commissioner of Taxation, the Tax Disclosure is not admissible against the Eligible Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
  - (d) anyone who causes or threatens to cause detriment to an Eligible Whistleblower or another person in the belief or suspicion that a Tax Disclosure has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
  - (e) an Eligible Whistleblower's identity cannot be disclosed to a court or tribunal except where considered necessary;
  - (f) the person receiving the report commits an offence if they disclose the substance of the report or the Eligible Whistleblower's identity, without the Eligible Whistleblower's consent, to anyone except the Commissioner of Taxation, the Australian Federal Police, a prescribed authority or a legal practitioner for the purpose of obtaining legal advice or representation in relation to the Tax Disclosure; and
  - (g) unless the Eligible Whistleblower has acted unreasonably or vexatiously, an Eligible Whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a disclosure.
- 5. Confidentiality

If a Tax Disclosure is made, the identity of the Eligible Whistleblower will be kept confidential unless one of the following exceptions applies:

  - (a) the Eligible Whistleblower consents to their identity being disclosed;
  - (b) details that reveal the Eligible Whistleblower's identity is reasonably necessary for the effective investigation of the allegations;
  - (c) the Tax Disclosure is reported to the Commissioner of Taxation or the Australian Federal Police; or

# Elementos Limited - Whistleblower Policy

- (d) the concern is raised with a legal practitioner for the purpose obtaining legal advice or representation in relation to the operation of the whistleblower provisions under the Taxation Administration Act.