



Knosys Limited Whistleblowing policy

1 Introduction

We are committed to conducting our business with honesty and integrity, and we expect our officers, employees, contractors, suppliers and agents to maintain high standards as set out in our group policy manual and in our code of conduct. A culture of openness and accountability is essential to minimise the risk of illegal or unethical conduct and to address this conduct if it occurs.

This policy is an important tool for helping Knosys to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing, and Knosys encourages employees and non-employees who are aware of possible wrongdoing to have the confidence to speak up.

This policy sets out a process for reporting illegal, corrupt or unethical conduct occurring in our business. Your disclosure can be made anonymously and your identity will be kept confidential (except in certain permitted circumstances). We are committed to ensuring that anyone who reports such conduct is not victimised as a result.

There are protections available under this policy and at law provided:

- you are one of our officers, employees, or otherwise have a connection with us, as set out at paragraph 3.1 and 3.2 of this policy;
- you have reasonable grounds for your concern;
- your concern relates to the types of matters set out at paragraph 5 of this policy; and
- you raise your concern with one of the recipients set out at paragraph 6, or as set out at paragraph 14.

2 Interaction between this policy and legislative whistleblower protections

- 2.1 In Australia, various pieces of legislation protect whistleblowers from negative treatment including the *Corporations Act 2001* (Cth) (**Corporations Act**) and *Taxation Administration Act 1953* (Cth) (**Whistleblower Protection Laws**). Other jurisdictions have their own whistleblowing regimes and you must also comply with those laws to the extent they apply to you.
- 2.2 One of the aims of this policy is to comply with our legislative obligations to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws. This policy is to be read subject to those statutory protections.
- 2.3 This policy has been prepared with reference to Australian law and regulation. While we will endeavour to offer whistleblowers in any jurisdiction the protections set out in this policy, the legal protections outlined in this policy are matters of Australian law and may not be available where the whistleblower is located and/or the reported activity occurs outside of Australia. In such cases whistleblowers are encouraged to discuss the matter with a Whistleblowing Protection Officer on a confidential basis before taking further action.



3 Who does this policy apply to?

3.1 This policy applies to:

- anyone who performs work for us, which includes:
 - our officers and employees;
 - consultants, secondees and volunteers;
 - our associates;
 - our contractors, suppliers, agents and their employees; and
- all Knosys Limited operations, including our related bodies corporate.

3.2 If you are not an individual described above, please refer to Schedule 1 titled “Disclosures by external persons”.

3.3 As a condition of working with us, you are required to comply with any lawful directions made by Knosys Limited in respect of this policy. This policy is not intended to be contractually binding and does not form part of any contract you may have with us.

3.4 If you are an eligible whistleblower, and you make a protected disclosure, you will be protected under the Whistleblower Protection Laws.

4 Interpretation

4.1 In this policy, where the context requires, the following terms are used:

- (1) **you** refers to individuals to whom this policy applies;
- (2) **we** or **us** refers to Knosys Limited and our subsidiaries;
- (3) **discloser** means a person who makes a disclosure;
- (4) **disclosure** means a disclosure of improper conduct, made on reasonable grounds;
- (5) **improper conduct** means the matters set out in paragraph 5 of this policy;
- (6) **officer** is defined in the *Corporations Act* 2001, and includes a director or secretary;
- (7) **protected disclosure** means a disclosure protected by the Whistleblower Protection Laws (and includes internal disclosures and disclosures to regulatory and other external bodies, public interest disclosures and an emergency disclosure as defined in the *Corporations Act*);
- (8) **protected matter** means a matter protected under the Whistleblower Protection Laws;
- (9) **senior manager** is defined in the *Corporations Act*, and relevantly means a person other than a director or secretary) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or has the capacity to affect significantly the corporation's financial standing;



- (10) **tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation;
- (11) **Whistleblower Protection Laws** includes the *Corporations Act 2001* (Cth) and *Taxation Administration Act 1953* (Cth).

5 What can be the subject of a disclosure?

5.1 This policy encourages reporting of the following types of improper conduct (which may not necessarily be unlawful), provided you have reasonable grounds for your concern:

Type of conduct	Example/s
<p>Misconduct in relation to Knosys Limited or a related body corporate.</p> <p>Misconduct includes fraud, negligence, default, breach of trust, or breach of duty in relation to Knosys Limited or a related body corporate.</p>	<p>Examples:</p> <p>Deliberately or negligently breaching laws in the conduct of our business.</p> <p>Deliberately overcharging customers or charging customers for services they did not receive.</p>
<p>An improper state of affairs or circumstances, in relation to Knosys Limited or a related body corporate.</p>	<p>Example:</p> <p>Unethical conduct, such as systemic or serious breaches of our Code of Conduct, Anti-Bribery Policy or Access and Equity Policy.</p> <p>Conduct which may cause financial or non-financial loss to Knosys Limited or be otherwise detrimental to the interests of Knosys Limited, such as financial mismanagement.</p>
<p>Information that indicates that Knosys Limited or our related bodies corporate or any of our officers or employees have engaged in conduct that constitutes a serious breach of the Corporations Act, ASX Listing Rules or other laws administered by Australian Securities and Investments Commission (ASIC), as set out in Schedule 2.</p>	<p>Examples:</p> <p>Insider trading.</p> <p>Trading while insolvent.</p> <p>Breach of continuous disclosure rules.</p> <p>Victimising a person who is, or is thought to be, a discloser.</p> <p>Breaching the confidentiality of a discloser.</p>
<p>Information that indicates that Knosys Limited or our related bodies corporate or any of our officers or employees have</p>	<p>Example:</p> <p>Bribing a government official.</p>



<p>engaged in conduct that breaches any other Commonwealth laws, punishable by 12 months or more imprisonment.</p>	
<p>Information that indicates that Knosys Limited or our related bodies corporate or any of our officers or employees have engaged in conduct that represents a danger to the public or to the financial system.</p>	<p>Examples: Deliberately or negligently misleading the public about the safety of a product. Systemic conduct that might pose a risk to stability of, or confidence in, our financial system.</p>
<p>Information that indicates misconduct or an improper state of affairs or circumstances, in relation to the tax affairs of Knosys Limited, or an associate¹ of Knosys Limited and you consider this information may assist the recipient to perform their functions or duties in relation to those tax affairs.</p>	<p>Example: Information about a tax evasion scheme within the business.</p>
<p>Any attempt to conceal or delay disclosure of any of the above conduct.</p>	

- 5.2 Concerns should not be reported under this policy if they are more appropriately raised under another company policy.
- 5.3 This policy should not be used for complaints relating to personal work-related grievances, such as an interpersonal conflict between the discloser and another person, a decision relating to engagement, transfer or promotion of the discloser, a decision relating to the terms and conditions of engagement of the discloser, or a decision relating to suspension, termination or discipline of the discloser.
- 5.4 Concerns of that nature should be raised with:
- (1) if you are one of our employees, officers, secondees or volunteers – with the CEO, CFO, as per the Access and Equity Policy;
 - (2) otherwise – concerns should be raised with the Company Secretary or a non-executive director.
- 5.5 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 entity 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

¹ Associate in this context refers to an associate of a company as defined in the *Income Tax Assessment Act 1936*, and includes a partner, a trustee of a trust where the company or their associate benefits from the trust, a controlling entity, and a controlled company.



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.

5.6 If you are one of our officers or employees and you have concerns about the actions of a third party, for example a supplier asking you for a kickback arrangement, we also encourage you to report these concerns under this policy. You should contact your line manager or the Company Secretary for guidance.

6 How do I make a disclosure?

6.1 In most situations, if you have a concern about something, we recommend you speak to your supervisor or manager, or the CFO before making a disclosure under this policy. However if you are not comfortable doing so, you fear victimisation or other adverse action, or you feel that the issue has not been resolved, you can make a disclosure under this policy.

6.2 If you wish to make a disclosure about improper conduct pursuant to this policy, we encourage you to report it to one of our designated whistleblowing protection officers. They are authorised to receive disclosures and can also provide additional information about this policy and Whistleblower Protection Laws.

6.3 They have received special training on how to handle disclosures and can be contacted on:

- Phone: 03 9046 9700
- Email: cosec@knosys.it
- Mail: Level 8, 31 Queen St Melbourne Vic 3000

6.4 It is our preference that disclosures about improper conduct are made through our designated whistleblowing protection officers. However you may also make an internal disclosure to:

An officer or senior manager of Knosys Limited or a related body corporate	An auditor or a member of an audit team conducting an audit of Knosys Limited or a related body corporate	An actuary of Knosys Limited or a related body corporate
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6.5 If the disclosure relates to improper conduct in our tax affairs, internal disclosures may also be made to:

An officer or senior manager of Knosys Limited	Any other employee or officer who has functions or duties relating to the tax affairs of Knosys Limited	An auditor or a member of an audit team conducting an audit of Knosys Limited	A registered tax agent or BAS agent providing tax agent or BAS services to Knosys Limited.
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6.6 You may also be able to report your concern externally. Please read paragraph 13 of this policy if you are considering this.

6.7 You may wish to seek independent legal advice (at your own cost) for the purpose of obtaining legal advice or representation in relation to making a disclosure.

7 Can I make a disclosure anonymously?

7.1 You can make a disclosure of improper conduct anonymously. However to enable us to properly investigate and respond to disclosures, we encourage disclosers to provide their name when making a disclosure.

7.2 If you make an anonymous disclosure, the person investigating the disclosure will not be able to provide you with information about the status of any investigation into the conduct.

8 Can someone make a disclosure on my behalf?

8.1 A relative or another person can make a disclosure on your behalf. The victimisation protections in this policy apply regardless of who communicates the disclosure.

9 Confidentiality of disclosures

9.1 We will keep a discloser's identity (or information likely to lead to a person being identified as a discloser) confidential, except in the following circumstances:

- the discloser consents in writing to this information being disclosed;
- during the investigation process, we are permitted to disclose information (other than the identity of the discloser) reasonably necessary for the purposes of investigating the disclosure. We will take reasonable steps to reduce the risk of the discloser being identified;
- we need to disclose this information to obtain confidential legal advice or representation; or
- we are required or permitted to do so by law, or we need to disclose the information to prevent a serious and imminent threat to life, health or property.

9.2 If you receive information about the identity of a discloser (whether directly or indirectly), you must keep that information confidential (except in the circumstances permitted above). If you do not keep that information confidential or you disclose information likely to lead to the person being identified as a discloser (except in the circumstances permitted above):

- if you are one of our employees – you will be subject to disciplinary action, which may include a formal written warning, or termination of your employment,
- if you are not one of our employees – we may terminate your engagement or appointment, or take other appropriate corrective action; and
- you may be exposed to criminal and civil penalties, including substantial fines and / or jail.

9.3 Files and records relating to disclosures will be treated as confidential and stored securely.

10 How will we investigate a disclosure?

- 10.1 The way we will investigate a disclosure of improper conduct will depend on who raises the concern, the seriousness and nature of the conduct disclosed, and who receives the disclosure. The objective of an investigation is to determine whether there is evidence which substantiates the concern raised in the disclosure.
- 10.2 The usual steps in responding to a disclosure are set out below. We expect each step to take no more than one week, however timeframes may vary depending on the nature of the disclosure.



- 10.3 If the disclosure is appropriately dealt with under this policy, we will endeavour to:
- investigate the disclosure within a reasonable period of time,
 - ensure that any investigation is fair and objective;
 - avoid conflicts of interest in carrying out any investigation; and
 - keep information relating to disclosures (including the identity of the discloser) confidential, except as required by law and permitted under this policy.
- 10.4 The investigation team will be coordinated by the Company Secretary. In some cases we may appoint external investigators such as lawyers or forensic accountants.
- 10.5 If the discloser can be contacted, the Company Secretary or recipient of the disclosure will discuss the likely steps of the investigation with the discloser (including whether the discloser consents to their identity being disclosed) and provide the discloser with updates from time to time (where appropriate).
- 10.6 The outcome of any investigation will be reported on a confidential basis to the CEO and to the Board of Directors, and where possible, to the discloser.

11 How do we ensure fair treatment of employees mentioned in a disclosure?

- 11.1 Our usual practice is to ensure that any investigation process is confidential and fair.
- 11.2 We will endeavour to:
- maintain the privacy of employees who are mentioned in a disclosure or to whom a disclosure relates;

- provide employees who are mentioned in a disclosure or to whom a disclosure relates, an opportunity to respond (where appropriate and subject to our requirements to maintain confidentiality).

11.3 We are committed to protecting persons from being victimised in the workplace as a result of an actual or potential disclosure. These protections are essential to creating an environment where our employees, officers and others who work with us are comfortable reporting any improper conduct. However for practical reasons, we may not be able to extend the full range of protections to persons who are not our officers or employees.

12 Victimization is prohibited

12.1 **Victimization** is conduct that:

- causes **any** detriment to another person; or
- constitutes the making of a threat to cause detriment to another person;

where the reason (or part of the reason) for that conduct is a belief or suspicion that the other person (or any other person) made, may have made, proposes to make, or could make a disclosure of improper conduct.

12.2 **Detriment** includes but is not limited to:

- dismissing or demoting an employee;
- injuring an employee in their employment;
- altering an employee's position or duties to their disadvantage;
- discriminating between an employee and other employees;
- harassing or intimidating a person;
- harming or injuring a person, including causing psychological harm;
- damaging a person's property, reputation, business or financial position or causing any other damage to a person.

12.3 **Detriment** does not include reasonable management action to protect a person from detriment (for example reallocating duties or reporting lines) or to manage unsatisfactory performance of a person who is or may be a discloser.

12.4 If you consider that you have been victimised as a result of making a disclosure, or in the belief that you have made, or may make, a disclosure, you should immediately report this to the Company Secretary. You can also report victimising conduct under this policy.

12.5 If you are found to have engaged in victimisation:

- if you are one of our employees - you will be subject to disciplinary action which may include a formal written warning, or termination of your employment with us;
- if you are not one of our employees – we may terminate your engagement or appointment, or take other appropriate corrective action.



12.6 The Whistleblower Protection Laws prohibit victimisation. If a court decides that you have victimised another person in breach of the Whistleblower Protection Laws, the court may order you to:

- pay compensation to the person who was victimised;
- pay substantial fines and / or go to jail.

We may also be ordered to pay substantial penalties and legal costs.

13 What support and protections do we provide for disclosers?

13.1 If you are one of our employees or officers, you are entitled to support through our Company Secretary, who may engage external support services for persons making whistleblower complaints. We may explore options such as taking leave, relocation to another area of business or a secondment arrangement while the disclosure is being investigated.

13.2 If you are one of our employees, you will not be subject to disciplinary action for making a disclosure on reasonable grounds. You may however still be subject to disciplinary action for misconduct that is revealed as a result of your disclosure. We may take the disclosure into account when determining the nature of any disciplinary action taken against you.

13.3 If you think your disclosure has not been dealt with sufficiently, or if you think your identity has been disclosed in breach of this policy, you may raise the concern with the Company Secretary if you have not already done so, or report this concern under this policy.

14 Can I report my concern externally?

14.1 This policy is intended to facilitate internal disclosures of improper conduct as defined in this policy.

14.2 In addition to being reportable under this policy, disclosures about protected matters (as defined in the Whistleblower Protection Laws) can be reported directly to an external regulatory body including ASIC or APRA, or the Commissioner of Taxation (for a protected disclosure under the *Taxation Administration Act*).

14.3 The Corporations Act enables you to make a public interest disclosure or an emergency disclosure about a protected matter to a journalist or a member of parliament in certain limited circumstances. It is important for the discloser to understand the criteria for making a public interest or emergency disclosure before doing so. Before doing so, a disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. In addition, in the case of a public interest disclosure, at least 90 days must have passed since the previous disclosure.

14.4 Before reporting any concern externally, we recommend you contact our Company Secretary. Our Company Secretary can discuss the available options with you. We also recommend you seek independent legal advice (at your own cost) before reporting any concern externally. A disclosure to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the operation of the Whistleblower Protection Laws is a protected disclosure.

14.5 Nothing in this policy is intended to prevent any person from reporting possible breaches of laws to relevant government agencies or authorities.



15 Protections available to disclosers at law

- 15.1 If your disclosure is a protected disclosure as defined under the Whistleblower Protection Laws, these laws provide that:
- you cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure;
 - no contractual or other remedy may be enforced and no contractual or other right may be exercised against you on the basis of the protected disclosure;
 - you may be subject to civil, criminal or administrative liability for conduct that is revealed by the protected disclosure;
 - if the protected disclosure is to ASIC, APRA or the Commissioner of Taxation, or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act (see clause 14 of this policy), the information is not admissible in evidence against you in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.
- 15.2 If you have been victimised for making a protected disclosure under the Whistleblower Protection Laws or in the belief that you have, or may make such a disclosure, possible remedies available under the Whistleblower Protection Laws (and enforceable by you through the courts) include reinstatement, compensation, an order prohibiting the victimisation or an apology. The victimiser can be ordered to pay substantial monetary fines or imprisoned. Protections for Knosys Limited employees also exist under the *Fair Work Act*. These are enforceable as a matter of statute and do not form part of this policy.

16 What are the consequences of a baseless disclosure?

- 16.1 You may be liable to disciplinary or other form of appropriate corrective action if we conclude that you have made a disclosure maliciously and without having reasonable grounds to do so. The legal protections are not available if a disclosure is made without reasonable grounds and is deliberately false.

17 Other information about this policy

- 17.1 The CEO has responsibility for this policy, including ensuring it is reviewed every 12 Months.
- 17.2 This policy is located in the company secretary's office and will be on the company intranet. A copy will be sent to all existing employees and to new employees on induction.
- 17.3 We reserve the right, at our absolute discretion, to change this policy from time to time. You are required to periodically review the policy to update yourself on any changes to the policy.
- 17.4 Training on this policy will be offered from time to time. Employees and officers are required to attend this training within 1 month of commencement and then every year.
- 17.5 If you have any questions about this policy, please contact the Company Secretary.



Schedule 1

Disclosures by external persons

This schedule applies to individuals including:

- our former officers, employees, consultants and associates²;
- relatives of our current and former officers, employees, consultants and associates³;
- our former contractors, suppliers, agents, and their employees;
- relatives of current and former contractors, suppliers, agents and their employees.

A relative includes a spouse (including de facto), parent, child or dependant.

If you have a concern about improper conduct occurring in relation to our business, you may raise your concern, via the following.

- Phone: 039046 9700, ask for the Company Secretary
- Email: cosec@knosys.it
- Mail: Attn: Company Secretary, Level 8, 31 Queen Street Melbourne Vic 3000

You can raise your concern anonymously. The identity of a discloser (or information likely to lead to a discloser being identified as a discloser) will be kept confidential, except to the limited extent advised otherwise.

Your concern must be based on reasonable grounds **and** relate to the types of conduct outlined below:

Type of conduct	Example/s
<p>Misconduct in relation to Knosys Limited or a related body corporate.</p> <p>Misconduct includes fraud, negligence, default, breach of trust, or breach of duty in relation to Knosys Limited or a related body corporate.</p>	<p>Examples: Information that indicates that we have deliberately or negligently breached any laws in conducting our business.</p> <p>Deliberately overcharging customers or charging customers for services they did not receive.</p>
<p>An improper state of affairs or circumstances, in relation to Knosys Limited or a related body corporate.</p>	<p>Examples: Unethical conduct, such as systemic or serious breaches of our Code of Conduct, Anti-Bribery Policy, or Access and Equity Policy.</p> <p>Conduct which may cause financial or non-financial</p>

² Associate in this context is defined in the Corporations Act 2001.

³ Associate in this context is defined in the Corporations Act 2001.



	loss to Knosys Limited or be otherwise detrimental to the interests of Knosys Limited, such as financial mismanagement.
Information that indicates that we or any of our officers or employees have engaged in conduct that constitutes a breach of the Corporations Act or other laws administered by ASIC and APRA, as set out in Schedule 2	<p>Examples:</p> <p>Insider trading.</p> <p>Trading while insolvent.</p> <p>Breach of continuous disclosure rules.</p> <p>Victimising a person who is, or is thought to be, a discloser.</p> <p>Breaching the confidentiality of a discloser.</p>
Information that indicates that we or any of our officers or employees have engaged in conduct that breaches any other Commonwealth laws punishable by 12 months or more imprisonment.	<p>Example: Bribing a government official</p>
Information that indicates that we or any of our officers or employees have engaged in conduct that represents a danger to the public or the financial system.	<p>Examples:</p> <p>Deliberately or negligently misleading the public about the safety of a product</p> <p>Systemic conduct that might pose a risk to stability of, or confidence in, our financial system.</p>
Information that indicates misconduct or an improper state of affairs or circumstances, in relation to our tax affairs of Knosys Limited or an associate of Knosys Limited and you consider this information may assist the recipient to perform their functions or duties in relation to those tax affairs.	<p>Example: information indicating a tax evasion scheme within the business.</p>



Schedule 2

Legislation administered by Australian Securities and Investment Commission (ASIC) or Australian Prudential Regulation Authority (APRA)

ASIC:

- the *Corporations Act 2001*;
- the *ASIC Act 2001*;

APRA:

- the *Banking Act 1959*;
- the *Financial Sector (Collection of Data) Act 2001*;
- the *Insurance Act 1973*;
- the *Life Insurance Act 1995*;
- the *National Consumer Credit Protection Act 2009*;
- the *Superannuation Industry (Supervision) Act 1993*; or
- an instrument made under those Acts.