



# TOUCH VENTURES LIMITED WHISTLEBLOWER POLICY

ADOPTED BY THE BOARD ON 23 AUGUST 2021

## PURPOSE

Touch Ventures Limited ("**TVL**") is committed to conducting its business with integrity and in accordance with TVL's Code of Conduct.

TVL also requires its directors, officers, employees, consultants, contractors and suppliers ("**TVL Individuals**") to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of TVL, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws.

This Whistleblower Policy ("**Policy**") is in place to ensure that TVL Individuals (as well as their relatives, dependants or spouse, where applicable) (each a "**Discloser**") can raise concerns regarding any misconduct or improper state of affairs or circumstances of TVL (including any related entities of TVL) without being subject to victimisation or detrimental treatment.

The purpose of this Policy is to:

- a) Encourage and enable Disclosers to report concerns regarding any actual or suspected misconduct or improper state of affairs or circumstances on the part of TVL or its officers or employees on a confidential and, if desired, anonymous basis;
- b) Outline how TVL will protect Disclosers for raising such concerns; and
- c) Document and provide transparency regarding how reported concerns are received and, where appropriate, investigated by TVL.

Australia's *Corporations Act 2001* (Cth), provides certain people legal rights and protections as whistleblowers and requires TVL to have a whistleblowing policy that addresses the protections under that Act. Further information regarding these protections is set out in Appendix A in this Policy.

## WHO CAN MAKE A REPORT?

You can raise a concern under this Policy as a Discloser, and the terms of this policy will apply to you, if you are a current or former:

- a) TVL employee (including a full time, part time, casual or fixed term employee);
- b) TVL officer (including a director or secretary);
- c) person who supplies services or goods to TVL, whether paid or unpaid (for example, a contractor, consultant, service provider, supplier or business partner), or an employee of such a supplier; or
- d) a relative (including a parent, child or sibling), dependant or spouse (including a de facto partner) of any of the people listed above.

Even if you don't fall into one of the above categories, you are still encouraged to raise any concern you have through the channels outlined in this policy. TVL will still assess the concern raised and take appropriate steps. While TVL may not be able to apply all of the protections set out in this Policy to you in this circumstance, it will look for ways to support all people who raise a concern.

## WHAT CAN BE REPORTED?

All Disclosers are encouraged to report any matters that they have reasonable grounds to believe or suspect amounts to misconduct or an improper state of affairs or circumstances in connection with TVL's operations (including its tax affairs).

This may include behavior or conduct that is:

- Fraudulent
- Corrupt or unethical practices
- Dishonest
- Illegal
- Undisclosed conflicts of interest
- Unauthorised disclosure of IP or confidential information
- Receiving or paying a bribe or kickback
- Harassment
- Improper or misleading accounting or financial reporting practices
- A serious risk to public health, public safety or the environment
- Failure to comply with, or a breach of, legal or regulatory requirements
- Misuse of TVL's assets
- A serious risk to the health and safety of any person at the workplace
- Detrimental to the interests of TVL and could cause financial or non-financial loss, including damage to its reputation or interests
- In breach of any of TVL's policies
- Detrimental conduct against a person because they have made a report under this Policy

You do not have to be sure that any of the above behaviour or conduct has occurred in order to raise a concern (for example, if you only have some information leading to a suspicion, but not all the details) and you will be protected under this Policy even if your concern turns out to be incorrect. However, you must not make a report that you know, or ought to know, is false or has no substance. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action.

## What should not be reported?

A concern that relates to a 'personal work-related grievance' does not constitute a whistleblower disclosure. Personal work-related grievances are generally grievances relating to a person's current or former employment or engagement that only have implications for them personally, and do not have any other significant implications for TVL or relate to any conduct about a matter that is reportable under this Policy (as set out in the section above).

For example, a personal work-related grievance would include interpersonal conflicts with another employee or challenges to decisions relating to the person's employment or engagement, such as a transfer, promotion or disciplinary action.

However, if a personal work-related grievance concerns a matter that is reportable under this Policy (as set out in the section above), would have significant implications for TVL, or relates to a person suffering from, or being threatened with detriment for making a report under this Policy, it should still be reported under this Policy.

## How to make a report

Where you have concerns about behavior or conduct that is reportable under this policy, you are encouraged to report it under this Policy by contacting the Company Secretary ("**Recipient**"), directly via email at [Alyn.Tai@holdingredlich.com](mailto:Alyn.Tai@holdingredlich.com).

The role of the Recipient in this capacity is to receive reports that qualify for protection under this Policy. If a Recipient is involved in the concern, the report should be made to the chair of the Remuneration and Nomination Committee directly via email at [sk@legalc.com.au](mailto:sk@legalc.com.au).

Reports can be made anonymously and you can remain anonymous while interacting with TVL in relation to your report, including during any investigation of your report, as well as after your report is closed. At any given time you can identify yourself, but this is your choice and at no point do you need to do this or will you be forced to provide your identity. If you decide to disclose your identity, TVL will take steps to protect your identity and to protect you from detriment.

TVL will make every endeavor to investigate your report where possible and appropriate, but in some cases, there are limitations of what can be achieved if you decide to remain anonymous (for example, if TVL is not able to contact you to obtain sufficient information).

If you would like some further information before making a report, please contact the Company Secretary, Alyn Tai, directly via email at [Alyn.Tai@holdingredlich.com](mailto:Alyn.Tai@holdingredlich.com).

## Confidentiality of a reporter's identity

TVL's priority is to support and protect Disclosers who raise concerns that are reportable under this Policy. As part of this, a person who raises a report under this Policy will be afforded the confidentiality protections set out in this Policy.

In particular, if you are a Discloser and you raise a concern that is reportable under this Policy, your identity (and any information that TVL has because of your report that someone could likely use to identify you) will only be disclosed if:

- a) you consent to the disclosure of that information;
- b) the disclosure is required or allowed by law (for example, disclosure by TVL to a lawyer or to obtain legal advice); and/or
- c) in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken by TVL to prevent someone from identifying you.

Reports received will be treated sensitively and seriously. To maintain the confidentiality of a report, TVL:

- a) limits access to information relating to your report; and
- b) carefully reviews and potentially de-identifies certain aspects of your report as appropriate.

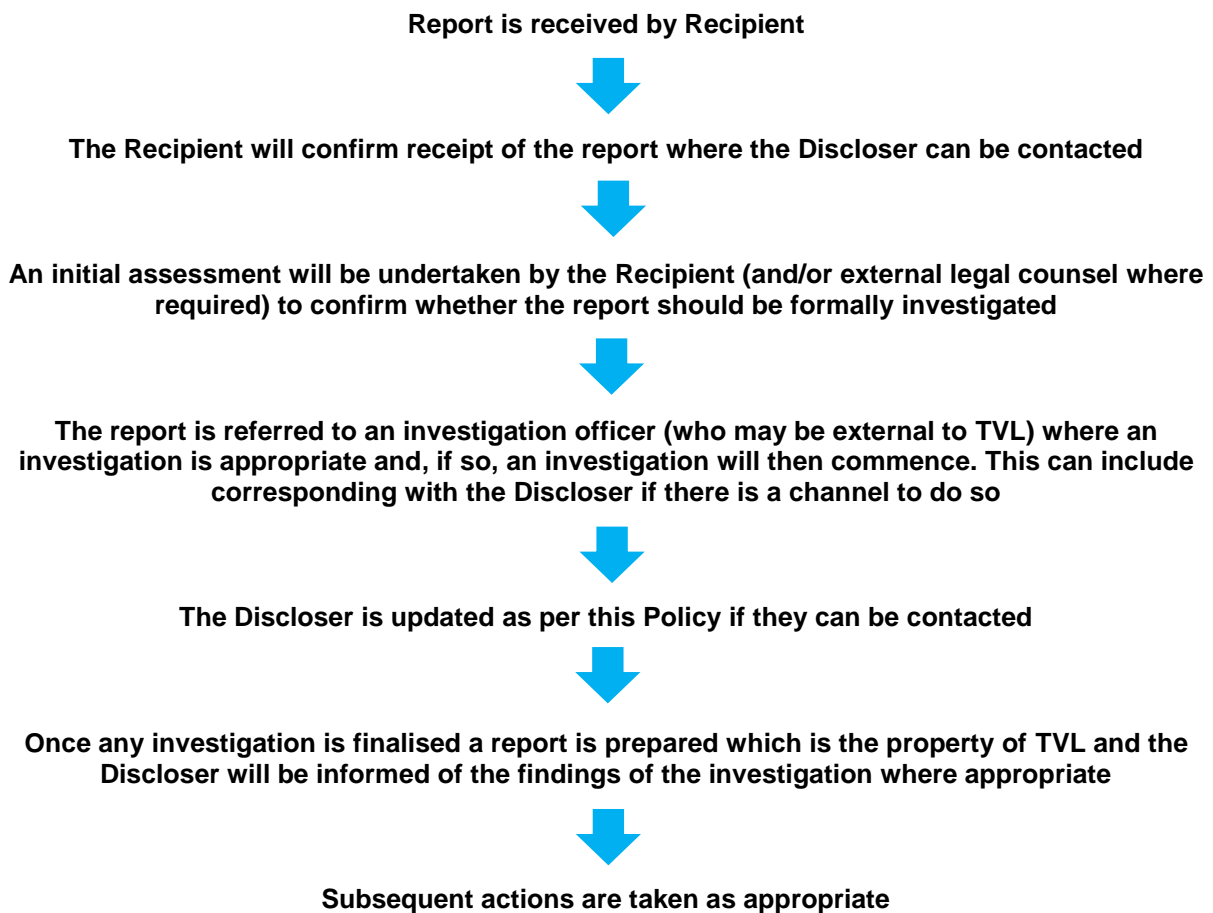
Please be aware that if you do not consent to the limited sharing within TVL of your identity and the information provided by you as needed, this may limit TVL's ability to progress your report and to take any action in relation to it.

You have a right to raise with TVL any issue you experience as a result of making a report (including if you believe or suspect that there has been a breach of your confidentiality) directly with the Recipient.

# INVESTIGATION

Making a report under this Policy guarantees that it will be initially assessed by a Recipient and a decision made by the Recipient as to whether it should (and can) be investigated further. The response will vary depending on the nature of the report (including the amount of information provided). It may not be possible to investigate a disclosure if you are not able to be contacted to obtain sufficient information (for example, if you have made the report anonymously and have not provided contact details).

The diagram below outlines the high level steps that will generally be taken once a report has been received.



Where an investigation is undertaken, the objective will be to determine whether there is enough evidence to substantiate the matters reported. Investigations will be impartial of both the person who made the report and the person(s) or business unit(s) reported.

The timeframe for an investigation will vary depending on the nature of the report. TVL endeavours to complete investigations within 90 days of receipt of a report, however this time period may be exceeded depending on the circumstances of the matter.

Unless there are confidentiality or other reasons not to do so, employees to whom a report relates will be informed of the allegation at the appropriate time, and given an opportunity to respond to the allegation(s) made against them, as and when required by principles of procedural fairness.

Findings will be made on the balance of probabilities and it will be either that the allegation(s) are:

- a) fully substantiated;
- b) partly substantiated (for example, if one but not all allegations are substantiated);
- c) not able to be substantiated;
- d) unsubstantiated; or
- e) disproven.

While TVL may communicate the findings of any investigation to a Discloser who has made a report in its absolute discretion, it may not always be appropriate to provide details of the outcome having regard to confidentiality and privacy considerations.

The method for documenting and reporting the findings of an investigation will depend on the nature of the report. Any report prepared in relation to an investigation may be provided to a decision-maker in relation to the matter and remains the property of TVL. It will not be provided to a person who makes a report or any other person to whom a report relates.

### **Using third parties**

A Recipient may undertake an investigation themselves or delegate the investigation to external legal counsel, accountants, or other experts. This is subject to compliance with the confidentiality protections set out in this Policy and the delegate not being a subject of the reported concern.

### **Updating the Discloser**

A Discloser will be provided with periodic updates on the progress of the investigation (including in relation to timeframes) if they are able to be contacted. The frequency and timeframe of these updates may vary depending on the nature of the disclosure. These updates may include the following:

- a) confirming receipt of a report;
- b) advising that an investigative process has begun;
- c) providing updates on the investigation status (even if there has been no progress);
- d) advising when an investigation has been closed.

### **Further action following investigation**

Where an investigation identifies misconduct or other inappropriate conduct, TVL may take appropriate disciplinary action in its discretion. This may include, but is not limited to, verbal or written warnings, suspension of employment or termination of employment or engagement of a person(s) involved in any such conduct. If an investigation finds that criminal activity is likely to have occurred, the matter may also be reported to the police and / or other regulatory authorities by the responsible area within TVL.

## **PROTECTION**

TVL is committed to protecting Disclosers from any detriment or threats of detriment against any person because of a report raised under this Policy, or because of a belief or suspicion that such a report is proposed to be made. These protections are an essential element of creating an environment in which Disclosers feel safe to raise concerns about reportable conduct.

Prohibited reprisal action of this nature can take the form of:

- a) dismissal of an employee;
- b) injury of an employee in their employment or alteration of their duties to their disadvantage;
- c) discrimination between an employee and other employees of the same employer;
- d) harassment or intimidation of a person;
- e) harm or injury to a person, including psychological harm;
- f) damage to a person's property, reputation, business, financial position, or any other damage; and/or
- g) threats to carry out any of the above.

Any actual or threatened reprisal action will be treated as serious misconduct and may result in disciplinary action, which may include termination of employment. In some circumstances, this conduct can also attract civil and/or criminal penalties.

If you believe you or someone else has suffered reprisal action as a result of a concern being reported or being proposed to be reported, please immediately report this to a Recipient on the contact details outlined above.

TVL can take a number of steps to protect a person from detriment. For example, this may include:

- a) monitoring and managing the behavior of other employees;
- b) implementing investigation processes where appropriate;
- c) taking disciplinary action where appropriate for conduct that amounts to reprisal action or breaches the confidentiality requirements under this Policy;
- d) allowing a person to perform their duties from a different location; and/or
- e) providing support services.

TVL will at all times be able to raise and address with an individual matters that arise in the ordinary course of their employment or contractual relationship with TVL (for example, any separate performance or misconduct concerns), or take appropriate action to protect a person from detriment, and this will not amount to reprisal action.

TVL will look for ways to support all people who raise a concern, but it will not be able to provide non-employees with the same type and level of support that it provides to its employees. Where this Policy cannot be applied to non-employees, TVL will still seek to offer as much support as reasonably practicable.

## REPORTING TO THE BOARD

The Board of TVL is regularly updated on TVL whistleblowing program, inclusive of summary information relating to reports, investigations, and results, which are de-identified as required. Reports or investigations concerning material incidents may be reported to the Board outside of the usual updates. The Board at any time can ask about the state of TVL's whistleblowing program.

## REVIEW

This Policy will be periodically reviewed at least every two years to ensure that it is operating effectively and appropriately reflects how whistleblowing matters are managed by TVL. The review will also ensure that the Policy evolves in line with changes in the nature, scale and complexity of TVL's business, its operating and regulatory environments.

## BREACH OF THIS POLICY

Where you are concerned that a breach of this Policy has occurred or will occur, you should report your concern to the Company Secretary, Alyn Tai, directly via email at [Alyn.Tai@holdingredlich.com](mailto:Alyn.Tai@holdingredlich.com). A breach of this Policy may be regarded as misconduct, which may lead to disciplinary action (including up to termination of employment or engagement). An individual may also be exposed to criminal and civil liability for a breach of legislation.

## MISCELLANEOUS

### **Effect of policy**

This policy is non-contractual and does not form part of any employment agreements with employees. This policy does not bind TVL and does not create any obligation on the part of TVL toward an employee.

### **Policy Administration and Amendments.**

This Policy is subject to ongoing review and may be amended, replaced or revoked at any time by TVL in its absolute discretion. Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Company Secretary, Alyn Tai, directly via email at [Alyn.Tai@holdingredlich.com](mailto:Alyn.Tai@holdingredlich.com).



## Appendix A: Protections for whistleblowers provided by Australian law

## Overview

As set out in this Policy, TVL is committed to protecting whistleblowers who make a report in accordance with this Policy. Protections can also arise under the *Corporations Act 2001* (Cth) ("**Corporations Act**"), which protects whistleblowers where they make a disclosure about a "disclosable matter" to a person specified under the Corporations Act as set out below. Protections can also arise under the *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**"). This Appendix sets out more information regarding these protections.

### What types of matters are protected under Australian law?

A "disclosable matter" under the Corporations Act will arise where a whistleblower makes a report in circumstances where they have reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs in relation to TVL, including, but not limited to, conduct that:

- constitutes an offence against a range of corporate and financial sector legislation specified under the Corporations Act;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system; or
- is otherwise prescribed by regulation.

In addition, a disclosure may also be protected as a "qualifying disclosure" under the Taxation Administration Act where a report relates to a breach of Australian tax law or tax-related misconduct.

If a whistleblower makes a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation, their disclosure will also be protected even if it does not relate to a "disclosable matter".

Disclosable matters specified in this Policy which do not amount to a "disclosable matter" under the Corporations Act (or a "qualifying disclosure" under the Taxation Administration Act) will not be protected under those Acts, but will be protected in accordance with this Policy.

### How will I be protected if I raise a concern?

Two key protections inform all aspects of TVL's whistleblower program.

**Confidentiality:** We protect the confidentiality of whistleblowers who raise concerns. We do this by limiting how both your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or by law.

Under the Corporations Act, where a report is made about a "disclosable matter" by a whistleblower to the

persons specified in this Policy and under the Corporations Act (as set out below), that whistleblower's identity (and information which is likely to identify them) can only be disclosed without their consent, if the disclosure is to:

- the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA);
- the Australian Federal Police (AFP);
- the Australian Taxation Commissioner in respect of tax-related misconduct; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation,

or if it is reasonably necessary to disclose information for the purposes of an investigation, provided their identity is not disclosed and all reasonable steps are taken by TVL to reduce the risk that they will be identified.

It is illegal for a person to identify a whistleblower or disclose information in a report about a "disclosable matter" made by them that is likely to lead to their identification, other than as set out above. Reports can also be made anonymously and still be protected under the Corporations Act.

**Non-victimisation:** We protect whistleblowers from detriment caused because they raised a concern or plan to raise a concern. We do not tolerate anyone threatening to cause or causing detriment to you because of your desire or decision to raise a concern. Doing so is taken seriously by TVL and may lead to disciplinary action.

In certain circumstances, these protections will also be enforceable under the *Corporations Act* or the *Tax Administration Act* (where a report relates to a breach of Australian tax law or tax-related misconduct). Under this legislation, a person cannot engage in conduct (or threaten to engage in conduct) that causes detriment to you (or another person) if:

- that person believes or suspects that you (or another person) made, may have made, propose to make, or could make a disclosure that qualifies for protection, and
- the belief or suspicion is the reason (or part of the reason) for the conduct.

Where those provisions apply, you are also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against you). Information you disclose cannot be used in legal proceedings against you (except for proceedings in relation to giving false information). However, you will not be granted immunity from the consequences of any misconduct you have engaged in that is revealed by your report (including, but not limited to, any disciplinary action).

### When will I be protected?

TVL provides protections to whistleblowers who raise concerns pursuant to this policy. TVL also provides

these protections to any whistleblower who makes a disclosure regarding a disclosable matter that is protected under law to:

- a director, officer or senior manager of TVL;
- an auditor, or a member of the audit team conducting an audit of TVL;
- an actuary of TVL;
- an employee or officer of TVL with functions or duties that relate to the tax affairs of TVL, or a registered tax agent or BAS agent who provides tax agent or BAS services to TVL, in relation to tax-related disclosable matters;
- ASIC, APRA, or, in the case of tax-related misconduct, the Australian Taxation Commissioner where it may assist the Commissioner to perform their statutory functions and duties; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern.

A disclosure needs to be made directly to one of the above people in order to be able to qualify for protection as a whistleblower under the Corporations Act (or the Taxation Administration Act, where relevant).

In limited circumstances, certain "public interest" or "emergency" disclosures are also protected by law. It is important that you understand the criteria for making a "public interest" or "emergency disclosure" before doing so. For example, you must have previously made a disclosure to ASIC, APRA or another prescribed body before you can make a "public interest" or "emergency" disclosure and, in the case of a "public interest" disclosure, at least 90 days must have passed since the previous disclosure. Please contact the Company Secretary if you would like more information about emergency and public interest disclosures.

#### **What should I do if a protection is breached?**

TVL takes any breach of these protections seriously. Where you believe a breach has occurred, you should raise a concern with a Recipient.

If you suffer detriment because a person believes or suspects that you or another person has, proposes to make, could make or may make a report that qualifies for protection under the Corporations Act, you can also seek compensation and other remedies through the courts if you suffer loss, damage or injury because of the disclosure, including if TVL fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. You should seek legal advice if you are considering seeking such remedies.

#### **Is anything not covered by TVL's whistleblower program?**

TVL's whistleblowing program and the protections under the Corporations Act or Tax Administration Act generally do not apply to personal work-related grievances. These are usually reports which relate to your employment.

However, this policy will still apply in some circumstances, such as where your concern:

- relates to any detriment caused or threatened to you for raising a concern regarding a disclosable matter;
- relates to a "disclosable matter" (see above), including a breach of employment or other laws punishable by 12 months imprisonment or more;
- has significant implications for TVL; or
- relates to misconduct beyond your personal circumstances.

Where in doubt, you should make your report to a Recipient under this Policy. They will make sure your report is dealt with under the right policy.

#### **Training**

TVL will provide training to "eligible recipients" of disclosures about how to respond to them if received and for all Australian employees in relation to this Policy and their rights and obligations under it.