

LINIUS TECHNOLOGIES LIMITED

ACN 149 796 332

(Company)

WHISTLEBLOWER POLICY

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WHISTLEBLOWER POLICY

1. INTRODUCTION

Linius Technologies Limited ACN 149 796 332 (Linius) recognises the importance of transparency and accountability in its operations to promote best practice in corporate governance. The Company is committed to ensuring that any disclosures of wrongdoing and those individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

The purpose of this policy is to encourage disclosures of wrongdoing and ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

This policy does not apply in respect of any disclosures which do not qualify for protection under the Corporations Act 2001 (Cth) (Corporations Act) (however these disclosures may be protected under other legislation, for example the Fair Work Act 2009 (Cth)). To be protected under this policy, you must:

This policy also does not apply to customer complaints or concerns regarding products or services.

Importance of whistleblowing regime

Linius is committed to complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness and respect. This policy forms part of, and is of integral importance to, Linius' risk management strategy and corporate governance framework. This policy is a practical tool for helping Linius to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing such conduct.

We encourage any persons who are aware of possible wrongdoing with respect to the Linius to have the confidence to speak up.

2. DOES THIS POLICY APPLY TO YOU

To be protected under this policy, you must:

- (a) be a person covered by this policy you are, or have previously been;
- (b) report a matter / issue covered by this policy; and
- (c) report the matter to the correct person or organisation.

If you fail to satisfy any one of the above requirements, you will not be eligible for the protections and support offered under this policy. The Corporations Regulations 2001 (Cth) (Corporations Regulations) may from time to time amend or supplement the criteria in the above. We will update this policy periodically to reflect such updates. You should obtain independent legal advice to determine whether you fall within the whistleblower regime if you are considering making a disclosure under this policy.

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**LINIUS TECHNOLOGIES LIMITED
WHISTLEBLOWER POLICY**

3. PERSONS COVERED BY THIS POLICY

To be a person covered by this policy you are, or have previously been, any one of the following:

- an officer of Linius;
- an employee of Linius (which includes permanent, part time, fixed-term or temporary employees, interns, secondees and managers);
- an individual who supplies services or goods to Linius Member, or is an employee of a person that supplies services or goods to Linius (which includes paid or unpaid suppliers, contractors, consultants and service providers);
- an individual who is an associate of Linius (which includes business partners); or
- a relative, spouse or dependant of any individual referred above (which includes a dependant of such an individual's spouse).

4. MATTERS COVERED BY THIS POLICY

To make a disclosure under this policy, you must have "reasonable grounds", which includes to believe that the information concerns Reportable Conduct (as noted below). If you do not have reasonable grounds, or the information does not relate to Reportable Conduct, your disclosure will not qualify for protection under this policy.

What constitutes "reasonable grounds"?

Any disclosure of Reportable Conduct must be based on objective reasonable grounds. Your motive for making a disclosure, or your personal opinion of the person(s) involved, does not prevent you from qualifying for protection.

While you do not have to prove the allegations raised in your disclosure, you should have some form of supporting information underlying your belief in order to qualify for protection - you cannot make a completely baseless allegation

What is Reportable Conduct?

Reportable Conduct involves information that falls into one of the following categories:

(a) Information concerning misconduct

The information concerns misconduct in relation to Linius, including information indicating fraud, negligence, default or a breach of trust or duty.

(b) Information concerning an improper state of affairs

The information concerns an improper state of affairs or circumstances in relation to Linius, including information:

- (i) indicating a systemic issue that the relevant regulator should know about to properly perform its functions;
- (ii) relating to conduct that may cause harm;
- (iii) relating to dishonest or unethical behaviour or practices; or
- (iv) relating to conduct that is prohibited by Linius' standards or code(s) of conduct.

(c) Information indicating a legal offence or contravention

The information indicates that Linius, or one of its officers or employees, has engaged in conduct that constitutes:

- (i) an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (ii) an offence against, or a contravention of, a provision of the Corporations Act or one of the prescribed list of other legislative instruments (including the Australian

**LINIUS TECHNOLOGIES LIMITED
WHISTLEBLOWER POLICY**

Securities and Investments Commission Act 2001 (Cth), Banking Act 1959 (Cth), Financial Sector (Collection of Data) Act 2001 (Cth), Insurance Act 1973 (Cth), Life Insurance Act 1995 (Cth), National Consumer Credit Protection Act 2009 (Cth), Superannuation Industry (Supervision) Act 1993 (Cth) and Superannuation Industry (Supervision) Act 1993 (Cth)), or an instrument made under any of those Acts.

(d) Information indicating conduct representing a danger or significant risk to the public. The information indicates that Linius, or one of its officers or employees, has engaged in conduct that represents a danger or significant risk to the public or public safety.

(e) Information indicating conduct representing a danger or significant risk to the financial system.

The information indicates that Linius, or one of its officers or employees, has engaged in conduct that represents a danger or significant risk to the establishment of, or confidence in, the financial system.

Disclosures that cannot be made under this policy

Even if you are a person this policy applies to, this policy will not apply to any disclosure you make that does not qualify for protection under the Corporations Act. Disclosures that cannot be made under this policy include personal work-related grievances. A personal work-related grievance is one that relates to your current or former employment and has, or tends to have, implications for you personally but does not relate to Reportable Conduct or have any other significant implications for Linius.

No protection for deliberate false reporting

If you deliberately make a malicious, false or vexatious allegation under this policy, you will not be able to access the whistleblower protections under the Corporations Act and may be subject to disciplinary proceedings.

However, if you reasonably suspect misconduct or have some information leading to a suspicion (but lack all the details) we encourage you to nonetheless come forward. Provided you make your disclosure in good faith, you may still be protected even if your allegation is then found to be incorrect, unfounded or unable to be substantiated in a subsequent investigation.

5. HOW TO REPORT AN ISSUE

If you are a person this policy applies to, and have reasonable grounds to believe you have information concerning Reportable Conduct, you may make a disclosure to any of the persons or organisations referred to below.

Disclosures can be made verbally or in writing and can be made anonymously.

How to report

In the first instance, we encourage you to make your disclosure to the following Company Secretary to allow us to take the appropriate steps to investigate, rectify (if possible) or otherwise resolve the issue internally as soon as possible.

Disclosure can be made to:
cosec@linius.com

The Company Secretary
PO BOX 6156
SOUTH YARRA, VIC, 3141

LINIUS TECHNOLOGIES LIMITED WHISTLEBLOWER POLICY

How to make anonymous or external disclosures

Should you wish to make an anonymous or confidential disclosure, or a disclosure outside of office hours, you can send your concern to PO Box 6156, South Yarra, Australia 3141 and still be entitled to protection under the Corporations Act.

Alternatively, you can choose to use a pseudonym to make your disclosure if you are not comfortable making one in your own name.

In such instances, we suggest you still maintain ongoing two-way communication with the Linius and provide a means of contacting you anonymously, to ensure the Linius can properly investigate your disclosure and provide feedback to you during the course of the investigation.

You can choose to remain anonymous even after making your disclosure, both during the course of the investigation of your disclosure, when receiving updates on the status of your disclosure and after the investigation is finalised.

Additional contacts

Alternatively, at law you will still qualify for protection if you make your disclosure to any of the following:

- (a) an officer of Linius (i.e.: a director or company secretary);
- (b) a senior manager of Linius (i.e.: a person that makes or participates in making decisions that affect the whole, or a substantial part, of the business of Linius or has the capacity to significantly affect the financial standing of Linius). For the purposes of this policy, the senior managers comprise the Chief Executive Officer (CEO), Chief Financial Officer (CFO) of each Linius;
- (c) Linius' internal or external auditor, KPMG, or a member of the audit team;
- (d) a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the Corporations Act (even if the legal practitioner subsequently concludes that the information does not relate to Reportable Conduct);
- (e) the Australian Securities and Investments Commission (ASIC); and
- (f) the Australian Prudential Regulatory Authority (APRA).

Emergency and public interest disclosures

In specified circumstances 'emergency disclosures' may also be made to a member of parliament or a journalist. Importantly, such disclosures will be protected only if they have already been made to ASIC, APRA (or another prescribed body) and where the discloser believes there is a substantial or imminent risk to public health and safety (or the environment). A public interest disclosure may be made in circumstances where 90 days have passed since the whistleblower's original disclosure to one of the prescribed regulators and they believe, on reasonable grounds, that further disclosure would be in the public interest. The discloser must give the original recipient written notice of their intention to make an emergency or public interest disclosure. Disclosures will not be protected as public interest disclosures or emergency disclosures if they relate to tax affairs.

**LINIUS TECHNOLOGIES LIMITED
WHISTLEBLOWER POLICY**

6. WHAT HAPPENS AFTER A REPORT IS MADE

If you raise a report under this policy, then it will be assessed to determine if it relates to Reportable Conduct and, if so, will be investigated as appropriate. The investigation process includes:

- **Assigning an investigation team:**

Experts with the right knowledge and objectivity are assigned to investigate.

- **Conducting an investigation:**

The team determines the facts through interviews and/or review of documents as necessary. Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time, and will be given a chance to respond to the allegations made against them.

- **Corrective action:**

If necessary, the team recommends corrective actions to the appropriate managers for implementation.

- **Feedback:**

The person raising the concern receives feedback on the outcome, to the extent he or she has made available a means to contact him/her.

If you are an external party and your report is assessed as relating to a concern or complaint about a product or service provided by the Company rather than to Reportable Conduct, then the report will be referred to your local service concern department for further investigation and resolution.

Will my report be treated confidentially?

If you raise a report under this policy, then the information you provide will be shared only on a strict "need-to-know" basis as necessary for investigating the concern raised. In any case, all reasonable steps will be taken to protect your identity where your report is made on reasonable grounds, or otherwise in good faith. We will not disclose your identity without your consent, except as permitted or compelled by legal and regulatory requirements in your local jurisdiction.

All files and records created from an investigation will be retained under strict security.

Will I be protected if I submit a report?

The Company will not tolerate any retaliation against any person who raises (or attempts to raise) a report of Reportable Conduct on reasonable grounds, or otherwise in good faith, or a person who helps to address or investigate a concern raised. Retaliation occurs where a person causes or threatens detriment to another person, which may include (but is not limited to):

- disadvantage or discrimination in employment (e.g. demoting, dismissing or suspending a person);
- harassment or intimidation;
- harm or injury (physical or psychological harm);
- any damage to a person, including their property, reputation or financial position; or
- any of the above actions when carried out against any person associated with the whistleblower.

Any such retaliatory action is grounds for disciplinary action up to and including dismissal. In some cases, retaliatory action may attract civil or criminal liability.

LINIUS TECHNOLOGIES LIMITED
WHISTLEBLOWER POLICY

Reporting

The Company Secretary will report on whistleblower incidents quarterly to the Chairman. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

In addition, serious and/or material Reportable Conduct will be considered by the Company Secretary for immediate referral to the Chairman.

7. IMPLEMENTATION OF THIS POLICY

This policy must be implemented in accordance with the local laws of the relevant jurisdiction in relation to which a disclosure is made. To the extent of any inconsistency between local jurisdictional requirements and the requirements of this policy, the local jurisdictional requirements will prevail