

**4DS MEMORY LIMITED**  
**ACN 145 590 110**

**Corporate Governance Policies**

**Whistleblower Policy**

Approved by the Board on 24 December 2019  
Amended by the Board 1 July 2020, 29 June 2022 & 28 June 2024

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## 1. Purpose of this Policy

### 1.1 Purpose

This Whistleblower Policy (**Policy**) has been adopted by the Board to ensure concerns regarding unacceptable conduct including breaches of the Company's policies and standards and relevant legislation can be raised on a confidential basis and without fear of reprisal, dismissal or discriminatory treatment.

This Policy outlines the Company's commitment to encouraging speaking-up and protecting those who report. It also outlines the protections available to whistleblowers and sets out the requirements for the management and investigation of reports made by whistleblowers.

### 1.2 Whistleblowing Laws

Sections 1317AA to 1317AJ of the Corporations Act and sections 14ZZT to 14ZZZE of the Taxation Administration Act (together, the **Whistleblowing Laws**) contain protections which are available to whistleblowers who make certain types of disclosures (in this Policy called "Qualifying Disclosures") to certain people (in this Policy called "Qualifying Recipients"). This Policy does not override any rights or obligations of the Company or others under the Whistleblowing Laws. Refer to the text of the Whistleblowing Laws for further details.

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## 2. Who this Policy covers

This Policy applies to everyone who works or has worked at, or with, the Company (or any of its related bodies corporate), including:

- directors, officers, employees or associates of the Company;
- contractors, sub-contractors or other suppliers of goods or services to the Company, including their employees; and
- a relative, dependent or spouse of any of the above people.

A **Whistleblower** is any of the above persons who makes or attempts to make a report under this Policy.

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## 3. Conduct this Policy covers

### 3.1 Disclosable Matters

Whistleblowers are encouraged to report conduct which constitutes a "Disclosable Matter" under the Whistleblowing Laws. A "Disclosable Matter" is information which gives a Whistleblower reasonable grounds to suspect:

- that the Company (or its related bodies corporate) has engaged in conduct which constitutes an offense against, or a contravention of, a Relevant Law;
- misconduct or an improper state of affairs or circumstances in relation to the Company (or its related bodies corporate) including serious breaches of Company policies and standards, unsafe work, environmental or health practices or abuse of the Company's property or resources;

- fraud, corruption, bribery or other serious impropriety (including in relation to the tax affairs of the Company);
- breaches privacy or confidentiality, including in relation to the Company and customer information;
- conduct which represents a danger to the public or the financial system; or
- conduct which is otherwise prescribed by the regulations under a Relevant Law to be a "Disclosable Matter" from time to time.

Any of the above matters is a **Disclosable Matter** for the purposes of this Policy.

A Disclosable Matter may involve unlawful conduct but this is not essential, including for example in relation to unethical or dishonest behaviour or practices. Whistleblowers can still qualify for protection even if their disclosure turns out to be incorrect provided they had reasonable grounds to suspect the disclosure was correct.

### **3.2 This Policy does not apply to personal work-related grievances**

Disclosable Matters do not generally include work-related grievances and disclosures of such matters generally do not qualify for protection under the Whistleblowing Laws. Personal work-related grievances include a person's grievance about their employment or former employment, which may relate to interpersonal conflicts or disagreements with another employee, a decision relating to the engagement, transfer or promotion of a person or the terms of their employment or a decision to suspend, terminate or discipline a person. Such grievances should be reported to the person's manager.

However, a personal work-related grievance may qualify as a Disclosable Matter if the information:

- has significant implications for the Company or indicates a Disclosable Matter;
- relates to detriment caused or threatened to a Whistleblower by a person who knows or suspects the Whistleblower has made or proposes to make a disclosure under this Policy; or
- is disclosed to an independent legal adviser for the purpose of obtaining legal advice regarding the Whistleblowing Laws.

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## **4. How to make a Qualifying Disclosure**

### **4.1 Disclosures to Qualifying Recipients**

Whistleblowers must make a report of a Disclosable Matter directly to:

- a director, secretary or senior manager of the Company;
- ASIC;
- the Company's auditor or a member of an audit team conducting an audit on the Company; or
- an Authorised Officer,

to qualify the Whistleblower for protection under the Whistleblowing Laws. Any of the above people or bodies are a **Qualifying Recipient** under this Policy.

Whistleblowers may also make disclosures of Disclosable Matters to regulators such as APRA, ACCC, ATO or other Commonwealth bodies prescribed by regulations under a Relevant Law. Disclosures by Whistleblowers of Disclosable Matters will also be protected under the Whistleblowing Laws if they are made to an independent legal adviser for the purpose of obtaining legal advice regarding the Whistleblowing Laws (even in the event that the legal adviser concludes that a disclosure is not a Disclosable Matter).

A Disclosable Matter reported directly to a Qualifying Recipient or any of the above bodies constitutes a **Qualifying Disclosure** for the purposes of this Policy.

Qualifying Disclosures can be made verbally or in writing. To enable the efficient investigation of the reported conduct, the Company encourages Whistleblowers to provide as much detail as possible, which may include:

- important date(s), time(s) and location(s);
- name(s) of person(s) involved and potential witnesses;
- supporting evidence (emails, messages, documents etc); and
- steps the Whistleblower may have already taken to report the matter or resolve the concern.

#### **4.2 Whistleblowers may remain anonymous**

Whistleblowers may identify themselves when making a Qualifying Disclosure or they may remain anonymous. Whistleblowers who chose to remain anonymous while making a report may also remain anonymous over the course of the investigation and after the investigation is finalised.

Whistleblowers may refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations about a report. While the Company will not investigate the identity of a Whistleblower who wishes to remain anonymous, it is the Whistleblower's obligation to manage their anonymity, including by expressly stating that their disclosure is being made on an anonymous basis. Neither the Company, its officers or employees, or the Authorised Officers shall be liable if the Whistleblower's identity is, or becomes, readily ascertainable as a result of the Whistleblower's failure to manage their anonymity.

Qualifying Disclosures made by Whistleblowers anonymously may hinder the ability of the Company to fully investigate the matter. A Whistleblower who wishes to remain anonymous should maintain ongoing two-way communication with the recipient of the Qualifying Disclosure so the Company can ask follow-up questions and provide updates on investigations.

#### **4.3 Public interest and emergency disclosures**

The Whistleblowing Laws also protect "emergency" and "public interest" disclosures. Such disclosures can be made by Whistleblowers to members of parliament and professional journalists provided a prescribed process is followed.

"Public interest" disclosures arise when a Whistleblower has previously made a disclosure to ASIC, APRA or another Commonwealth body prescribed by applicable regulations and the Whistleblower:

- does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure; and
- has reasonable grounds to believe that making a further disclosure of the information to the journalist or parliamentarian is in the public interest.

"Emergency " disclosures arise when a Whistleblower has previously made a disclosure to ASIC, APRA or another Commonwealth body prescribed by applicable regulations and:

- the Whistleblower 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; and
- the information in the disclosure to the journalist or parliamentarian is no greater than is necessary to inform them of the substantial and imminent danger.

At least 90 days must have passed since the Whistleblower made its initial disclosure and before making the "public interest" or "emergency" disclosure the Whistleblower must give written notice to the initial recipient of the disclosure that the Whistleblower intends to make a "public interest" or "emergency" disclosure.

Whistleblowers who are considering making a "public interest" or "emergency" disclosure should first consult with an Authorised Officers or an independent legal adviser to ensure their disclosure is made under the requisite criteria that qualifies the Whistleblower for protection.

## **5. Investigations of Qualifying Disclosures**

### **5.1 Investigations by the Company**

Authorised Officers who receive a Qualifying Disclosure will first determine the most appropriate person to investigate the matter. Anyone implicated directly or indirectly with the matter will not be appointed to investigate or handle the matter. Depending on the circumstances, the person(s) investigating the matter may be someone within the Company (including an Authorised Officer) or an external third party (such as an independent legal adviser).

The investigation will be conducted:

- as soon as is practicable after the Qualifying Disclosure is received;
- on a confidential basis as far as is practicable;
- in an objective and fair manner; and
- in an appropriate manner having regard to the nature of the Disclosable Matter and surrounding circumstances.

Any recipient of a Qualifying Disclosure must not disclose the identity of the Whistleblower or information which could allow their identity to be ascertained except as permitted under the Whistleblowing Laws (see Section 6 of this Policy for further details).

The investigator will collect all relevant information about a Qualifying Disclosure to the extent possible and consider whether there are grounds to indicate a Disclosable Matter. Where appropriate, the investigator will make recommendations on further investigations or potential remedial actions in respect of a Qualifying Disclosure.

Authorised Officers will regularly update the Whistleblower on the progress of the investigation, provided the Whistleblower can be contacted and subject to applicable privacy and confidentiality obligations at law. The frequency and timing of updates may vary depending on the nature of the Qualifying Disclosure. Whistleblowers must keep confidential any details of the investigation, its progress or outcome.

The timeframes for handling an investigation about a Qualifying Disclosure may vary depending on the nature of the Qualifying Disclosure and surrounding circumstances, but in all cases the Company will endeavour to finalise the investigation within 4 to 8 weeks.

## **5.2 Investigations by other bodies**

Whistleblowers who are considering making a Qualifying Disclosure to ASIC, ACCC, APRA, ATO or another Commonwealth body prescribed by regulations should contact the relevant body for further details on how a Qualifying Disclosure will be investigated.

## **5.3 Outcomes**

A report on the outcome of the investigation, including any recommended actions, will be prepared by the investigator of a Qualifying Disclosure. The investigator is not subject to legal liability for the report they produce. The Whistleblower will be informed of the outcome unless they have remained anonymous or cannot be contacted. The outcome of the investigation may result in disciplinary action including but not limited to dismissal of the subject(s) of the Qualifying Disclosure.

The act of whistleblowing does not protect Whistleblowers from the consequences of any involvement in improper conduct disclosed in the Qualifying Disclosure (including civil and criminal liability that would flow from that conduct). Involvement in any improper conduct may also lead to disciplinary action, including termination of employment. Any admissions made by a Whistleblower may be a mitigating factor when considering disciplinary action.

If a Qualifying Disclosure leads to regulatory or Court proceedings, the Whistleblower may be requested by the Company to provide assistance, including as a witness. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

If the Whistleblower is not satisfied with the outcome of the investigation, they can escalate the matter to the Board, ASIC, ACCC, APRA or ATO (as applicable), or any other Commonwealth body prescribed by regulations under a Relevant Law.

## **5.4 Fair treatment of subjects of a Qualifying Disclosure**

The Company will ensure the fair treatment of any person who is mentioned in a Qualifying Disclosure or to whom a Qualifying Disclosure relates by, to the extent possible and appropriate, keeping their identity confidential and ensuring the investigation remains confidential. Any person who becomes the subject of an allegation in a Qualifying Disclosure will be provided with an opportunity to understand and respond to the allegation.

The Company will not take adverse action against the subject of a Qualifying Disclosure unless it is justified at the end of an investigation, except where action is warranted in advance of the investigation being concluded (for example to protect the Whistleblower from detriment). Where appropriate, such persons will be kept updated on the progress and outcomes of the investigation, including any proposed remedial actions, subject to applicable privacy and confidentiality obligations at law.

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## 6. Protections for Whistleblowers

Whistleblowers who make a Qualifying Disclosure receive various protections under the Whistleblowing Laws including those described below.

### 6.1 Protecting confidentiality

It is unlawful for a person to identify a Whistleblower or disclose information that is likely to lead to the identification of the Whistleblower. There are exceptions to this general rule where the disclosure of information concerning the Whistleblower's identity is:

- to ASIC, APRA or a member of the AFP;
- to a legal practitioner for the purposes of obtaining legal advice or legal representation about the Whistleblowing Laws; or
- with the consent of the Whistleblower.

Disclosure of information concerning the Whistleblower's identity may also be made by ASIC, APRA or the AFP to a Commonwealth, State or Territory body for the purpose of assisting the authority in the performance of its functions or duties.

The Company is committed to protecting the confidentiality of a Whistleblower who makes a Qualifying Disclosure. Depending on the nature of the Qualifying Disclosure and surrounding circumstances, where possible the Company may take any one or more of the following steps to protect the Whistleblower's identity:

- redaction of personal information in relation to the Whistleblower and reference to the Whistleblower in a gender-neutral context;
- assess with the Whistleblower which aspects of the Qualifying Disclosure may inadvertently identify them;
- ensure Qualifying Disclosures are handled and investigated by appropriate staff; and
- maintaining secure record-keeping and information sharing processes in relation to a Qualifying Disclosure and investigations of the same.

In practice, people may be able to guess a Whistleblower's their identity if, for example, they have previously mentioned their identity to people in relation to the Qualifying Disclosure or the Whistleblower is one of a very small number of people with access to the information concerning a Qualifying Disclosure.

A Whistleblower who is concerned over the breach of confidentiality should immediately contact an Authorised Officer or applicable regulatory body, such as ASIC, APRA or ATO.

### 6.2 Protecting from detriment

It is unlawful for a Whistleblower to be subjected to detrimental conduct or threats of detriment where such conduct is motivated by the belief or suspicion that the Whistleblower made or will make a Qualifying Disclosure.

Examples of detrimental conduct include:

- dismissal, demotion or diminishment of a Whistleblower's position or duties;

- any form of harassment, discrimination or intimidation towards the Whistleblower;
- harm or injury to a Whistleblower or their property, reputation businesses or financial position; and
- current or future bias against the Whistleblower.

Not all conduct against a Whistleblower constitutes detrimental conduct at law. Examples of conduct that is detrimental conduct includes:

- administrative action that is reasonable for the purpose of protecting a Whistleblower from detriment (e.g. moving a Whistleblower who has made a disclosure about their immediate work area to another work area or office to prevent them from detriment); or
- managing a Whistleblower's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

The Company is committed to protecting Whistleblowers from detriment or threats of detriment. Depending on the nature of the Qualifying Disclosure and surrounding circumstances, where possible the Company may take any one or more of the following steps to protect Whistleblowers from detriment or threats of detriment:

- assessing the risk of detriment against a Whistleblower as soon as possible after receiving a Qualifying Disclosure;
- handling and investigating Qualifying Disclosures by appropriate staff;
- responding to any threats of detriment to the Whistleblower or detriment suffered by the Whistleblower promptly and appropriately;
- providing the support to Whistleblowers as outlined in Section 6.4; and
- adopting appropriate training processes to ensure Authorised Officers and the Company's management are aware of their responsibilities to Whistleblowers and in relation to Qualifying Disclosures.

Whistleblowers should seek independent legal advice or contact regulatory bodies such as ASIC, ACCC, APRA or ATO (as applicable) if they believe they have suffered detriment or have been subject to threats of detriment. Whistleblowers should also contact the applicable regulatory body for or an independent legal adviser guidance in relation to their rights.

Whistleblowers can seek compensation and other remedies through the Courts if they suffer loss, damage or injury because of a Qualifying Disclosure where entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. Whistleblowers are encouraged to seek independent legal advice in relation to compensation and other remedies.

### **6.3 Protection from civil, criminal and administrative liability**

Under the Whistleblowing Laws, Whistleblowers are protected from any of the following in relation to a Qualifying Disclosure:

- civil liability (e.g. any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation);



- criminal liability (e.g. attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the disclosure against the Whistleblower in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, a Whistleblower is not granted immunity from any misconduct the Whistleblower has engaged in that is revealed in their disclosure.

## **6.4 Other support for Whistleblowers**

The Company believes that Whistleblowers who suspect, witness or are subject to misconduct should be able to report such conduct with the confidence that they will be supported, not discriminated against or subject to other forms of detriment. The Company will seek to offer as much support as practicable to all people involved in a Qualifying Disclosure, particularly Whistleblowers.

Depending on the nature of a Qualifying Disclosure and surrounding circumstances, the Company will support the people who are the subject of the Qualifying Disclosure, for example by:

- monitoring and managing the behaviour of employees;
- offering temporary or permanent relocation to a different team, division or office if available;
- offering a leave of absence or flexible workplace arrangements while a matter is being investigated or potential disciplinary action is being considered;
- providing access to additional support services such as internal or external counselling services; and
- where possible, taking steps to avoid detriment to a Whistleblower and rectifying any detriment suffered by a Whistleblower.

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## **7. Other matters**

### **7.1 Non-Compliance and False Reporting**

A breach of this Policy may have serious consequences including termination of employment, engagement or services. Legal consequences in the form of civil and criminal penalties and other disciplinary action may also apply. Any employee who in any way retaliates against a Whistleblower for making Qualifying Disclosure under this Policy will be subject to disciplinary action (which may include termination of employment).

Deliberate false reporting under this Policy is strongly discouraged by the Company. Any deliberate false reports will not be protected under law and will be treated as a serious disciplinary matter by the Company.

### **7.2 Review and Amendment of this Policy**

The Board (or a delegated Board committee) will be periodically informed of all material reports made under this Policy. The Board will monitor the effectiveness of this Policy and review and update this Policy as required, and at a minimum every two years. This Policy may be varied by the Company from time to time by resolution of the Board, and in accordance with Relevant Laws.

### 7.3 Accessibility of Policy

This policy is available online at <http://www.4dsmemory.com/company/corporate-governance> and can also be obtained by contacting an Authorised Officer.

### 7.4 Who to contact for further information

Any questions relating to this Policy and the protections available for Whistleblowers should be directed to an Authorised Officer. Whistleblowers are also encouraged to contact the applicable regulatory bodies, such as ASIC, APRA, ACCC or ATO (as applicable) for further guidance on their rights.

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## 8. Glossary

**ACCC** means the Australian Competition and Consumer Commission.

**AFP** means the Australian Federal Police.

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

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

**ATO** means the Australian Taxation Office.

**Authorised Officer** means a person listed in the Schedule or any other person appointed by the Board from time to time.

**Board** means the Company's board of directors.

**Company** means 4DS Memory Limited ACN 145 590 110.

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

**Disclosable Matters** has the meaning given in Section 3.

**Policy** means this document or any amending or replacement document.

**Qualifying Disclosure** has the meaning given in Section 4.1.

**Qualifying Recipients** has the meaning given in Section 4.1.

**Relevant Laws** means the Corporations Act, the Taxation Administration Act, the *Australian Securities and Investments Commission Act 2001*, 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*, the *Competition and Consumer Act 2010*, other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth or State law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts.

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

**Whistleblower** has the meaning given in Section 2.

## Schedule – Authorised Officers

Position	Contact Details
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