

9 Spokes International Limited
Whistleblower Policy

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1. Introduction and purpose

9 Spokes International Limited (“9Spokes” or the “Company”) and the Board of Directors (the “Board”) are committed to upholding the highest standards of ethical business practice and corporate governance. The Company is committed to a culture across the organisation of acting lawfully, ethically, and responsibly.

This policy has been developed to ensure that any concerns regarding actual or suspected contravention of the Company’s ethical and legal standards can be raised without fear of reprisal.

- 1.1 Our [Corporate Governance](#) and [Code of Conduct](#) policies guide our everyday conduct. 9Spokes embraces full transparency in reporting unethical or unlawful conduct by empowering all Directors, Officers, employees, and contractors (“Personnel”) as well as suppliers, to raise concerns without fear of adverse personal repercussions.
- 1.2 This document sets out 9Spokes’ policy for reporting concerns and instances of unethical or unlawful behaviour (“**Whistleblower Policy**”).
- 1.3 This Whistleblower Policy is intended to be:
 - (a) the policy recommended by Recommendation 3.3 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations.
 - (b) consistent with the requirements of Part 9.4AAA (Protection for Whistleblowers) of the *Corporations Act 2001* (Corporations Act).
- 1.4 Material incidents reported under this Whistleblower Policy will be reported to the Audit & Risk Committee and to the Board.

2. Scope

- 2.1 This Whistleblower Policy:
 - (a) applies to all 9Spokes Personnel
 - (b) encourages Personnel to actively participate in minimising and discouraging unethical or unlawful conduct from occurring
 - (c) sets out 9Spokes’ approach towards encouraging Personnel to report unethical or unlawful conduct
 - (d) sets out 9Spokes’ approach towards investigating and responding to reports of unethical or unlawful conduct

- (e) sets out the roles and responsibilities of those involved in the reporting and investigation process
- (f) establishes the mechanism for review of this Whistleblower Policy.

3. Reporting

When to report

- 3.1 The Company not only encourages but expects Personnel to make a report in accordance with this Whistleblower Policy if the Personnel, in good faith and with reasonable grounds, is concerned about or becomes aware of serious wrongdoing in or by the Company, which could include:
- (a) actual or suspected contraventions of, or non-compliance with, any law, regulation, industry code, governance principles or guidelines applicable to 9Spokes
 - (b) material breaches of any of 9Spokes' policies or codes of conduct
 - (c) conduct or omissions involving dishonesty, fraud, corruption, deception or unethical behaviour
 - (d) an actual or suspected abuse of authority or position
 - (e) conduct or omissions which pose a significant risk of harm to the health, safety or wellbeing of 9Spokes' Personnel, stakeholders, or the environment
 - (f) any other conduct which is likely to have a material impact on the profitability, reputation or risk of the Company
- (collectively "**Relevant Circumstances**").

How to report

- 3.2 Any Personnel who has witnessed, been involved with, or is otherwise aware of information concerning Relevant Circumstances, should promptly make a report of the Relevant Circumstances to the 9Spokes Company Secretary with all relevant information ("**Whistleblower Report**").
- 3.3 Where it is impractical to contact the Company Secretary, or if the Personnel is concerned that the Company Secretary is involved in the Relevant Circumstances, the Whistleblower Report may be communicated to the Chief Executive Officer of the Company or the Chairman of the Board.

- 3.4 Where there is an immediate threat to the health, safety or wellbeing of a person or people, the police also should be notified immediately.
- 3.5 A Whistleblower Report may be made anonymously. However, it may be necessary for the Personnel making the disclosure to be identified for the Whistleblower Report and the matters set out in it to be investigated thoroughly.
- 3.6 Whether or not a report is made anonymously, it will be treated as confidential to the extent practicable in the circumstances. However, the Whistleblower Report or its contents may be disclosed to the persons set out in section 4.5.
- 3.7 The Audit & Risk Committee and the Board will be kept informed of material incidents reported under this Whistleblower Policy (subject to withholding the name of the whistleblower where necessary and appropriate to protect the identity of the whistleblower).

Whistleblower confidentiality

- 3.8 The Company acknowledges that Whistleblowers making internal disclosures may be concerned about reprisals, discriminations, harassment or retribution in making an internal disclosure. The Company is committed to minimising these concerns by:
 - (a) protecting the identity of the individual making the internal disclosure
 - (b) protecting the individual making the disclosure from personal disadvantage where the discloser has acted in good faith and has not engaged in misconduct or illegal activities or made a malicious disclosure
 - (c) protecting the individual making the disclosure from victimisation for having made the disclosure.

Reporting Relevant Circumstances under Legislation

- 3.9 If a Relevant Circumstance involves a contravention or suspected contravention of the Corporations Act or other Corporations Legislation, section 1317AA of the Corporations Act protects disclosure (including in a Whistleblower Report) if:
 - (a) the disclosure is made to:
 - i. ASIC; or

- ii. 9Spokes' auditor or member of an audit team conducting an audit of 9Spokes
- iii. a Director, the Company Secretary, or a Senior Executive of 9Spokes
- iv. any person authorised by 9Spokes from time-to-time to receive Whistleblower Reports

- (b) the disclosure is based on reasonable grounds
- (c) the disclosure is made in good faith.

3.10 If protection applies, the Personnel making the disclosure:

- (a) may be protected from civil or criminal liability for making the disclosure
- (b) may be protected from contractual or other remedies based on the disclosure.

3.11 Despite **section 3.8**, the Personnel may be subject to civil or criminal liability for his or her own conduct, as may be revealed by the disclosure.

3.12 A person is not permitted to intentionally cause detriment to the discloser in respect of a disclosure that is made in accordance with and protected by section 1317AA of the Corporations Act.

3.13 The Board is committed to 9Spokes complying with its obligations under Part 9.4AAA of the Corporations Act.

3.14 Whistleblowers are afforded certain legal protections under the Protected Disclosures Act (PD Act). Your identity will be kept confidential unless you consent in writing to disclosure of your identity, or disclosure is essential to:

- (a) the effective investigation of the allegations
- (b) prevent serious risk to public health or safety, or the environment
- (c) comply with the principles of natural justice.

3.15 The PD Act gives immunity from civil, criminal, or disciplinary proceedings against a person for making a protected disclosure, or for referring a disclosure on to an appropriate authority.

3.16 The PD Act also provides that an employee who suffers retaliatory action by their employer for making a protected disclosure can take personal grievance proceedings against their employer under the Employment Relations Act.

- 3.17 It is unlawful under the Human Rights Act to treat whistleblowers or potential whistleblowers less favourably than others in the same or similar circumstances. Legal remedies under the Human Rights Act may be available

4. Investigation

- 4.1 All reports will be investigated; the degree of investigation will reflect the nature of information provided and severity of allegations made.
- 4.2 All investigations will be objective and fair and have regard for any potential conflicts of interest that require confidentiality.
- 4.3 Investigations will be conducted by the person or group of people deemed appropriate by the person receiving the initial Whistleblower Report.
- 4.4 Investigations may involve the use of independent financial, legal, forensic, or operational advisors in line with the nature and severity of the report.
- 4.5 Where appropriate, the Whistleblower Report, or its contents, may be disclosed to:
- (a) ASIC
 - (b) NZ Companies Office
 - (c) NZ Serious Fraud Office (SFO)
 - (d) a member of the Police
 - (e) any other person with the consent of the discloser.

5. Roles and responsibilities

- 5.1 The Company is committed to providing training to Personnel about the Whistleblower Policy and their rights and obligations under it.
- 5.2 The following roles and responsibilities are integral to this Whistleblower Policy:
- (a) Company Secretary – to receive Whistleblower Reports and co-ordinate investigation.
 - (b) Chief Executive Officer/ Chairman of the Board – to receive Whistleblower Reports and co-

ordinate investigation in circumstances where it is not practicable to contact the Company Secretary, or the Personnel making the disclosure is concerned that the Company Secretary is involved in the Relevant Circumstances.

- (c) Chair of the Audit and Risk Committee – to oversee the Company’s approach to policies and procedures surrounding reporting concerns and instances of unethical or unlawful behavior (i.e. the Whistleblower Policy)
- (d) all Personnel – to make a Whistleblower Report if the Personnel making the disclosure, in good faith, and on reasonable grounds, is concerned about or becomes aware of Relevant Circumstances.

6. Publication of this policy and further information

- 6.1 This Whistleblower Policy will be made available to the Company’s team members and either this Whistleblower Policy (or a summary of it) will be placed on 9Spokes’ website for access by Personnel, shareholders and other stakeholders.
- 6.2 For further information or clarification in respect of the contents of this Whistleblower Policy, please contact the Company Secretary by email.

7. Monitoring, evaluation and review

- 7.1 The implementation of this Whistleblower Policy, and the effectiveness of it, will be reviewed by the Board at reasonable intervals.

8. Definitions

8.1 In this document, the following terms have the following meanings:

ASIC Act: *Australian Securities and Investments Commission Act 2001* (Cth) and the regulations made under that act

ASIC: Australian Securities and Investments Commission

ASX: Australian Securities Exchange

ASX Council Recommendations: *Corporation Governance Principles and Recommendations with 2010 Amendments* (second edition) formulated by the ASX Corporate Governance Council

Australian Federal Police: as defined in the *Australian Federal Police Act 1979* (Cth)

Board: 9Spokes Board of Directors

Company: 9 Spokes International Limited ARBN 610 518 075

Corporations Act: Corporations Act 2001 (Cth)

Corporations Legislation:

- (i) the Corporations Act
- (ii) the ASIC Act
- (iii) the rules of court made by the Federal Court, the Supreme Court of the Capital Territory or the Family Court because of a provision of the Corporations Act
- (iv) the rules of court applied by the Supreme Court, or a State Family Court, of a State, or by the Supreme Court of the Northern Territory when exercising jurisdiction conferred by Division 1 of Part 9.6A of the Corporations Act.

Group: 9Spokes and its related companies

9 Spokes: 9Spokes International Limited ARBN 610 518 075

Whistleblower: any person or entity, whether anonymous or not, who discloses information or evidence in relation to any past, present or future instance of misconduct involving 9 Spokes

Whistleblowing: any conduct or act with the purpose, effect or likely effect of notifying or reporting any misconduct.

9. Related documents and dependencies

[Code of Conduct](#)