



1. PURPOSE

Comms Group has a strong commitment to building a culture that reflects sound governance and promotes ethical behaviour in the detection and management of fraudulent, corrupt or improper conduct.

This Whistleblower Protection Policy (**Policy**) reflects the transparency and accountability of Comms Group Limited (Comms Group). A Whistleblower Protection Policy is essential to good risk management and corporate governance.

Whistleblowers are brave people who expose wrongdoing to hold organisations accountable and prevent wrongdoing. Whistleblowers must be protected, not punished and prosecuted. An organisation has a positive duty to all employees to protect whistleblowers.

The purpose of this Policy is to:

- (a) provide protections for individuals who disclose wrongdoing;
- (b) reflect the culture of the Company and provide transparency in how the Company will handle disclosures of wrongdoing;
- (c) encourage disclosures of any wrongdoing; and
- (d) deter wrongdoing, promote compliance with the law and promote an ethical culture.

This Policy is supported by the Australian Federal Government establishing:

- (a) A whistleblower protection authority by the Australian Federal Government to oversee and enforce federal whistleblowing laws and provide practical assistance to whistleblowers.
- (b) A comprehensive law covering all private sector whistleblowers.
- (c) Improved remedies for whistleblowers who suffer detriment.

2. WHISTLEBLOWER PROTECTION POLICY

A Whistleblower (**Whistleblower**) is any individual who is either a current or *former* officer and director, employee, contractor, supplier, unpaid worker, or relative, dependent or spouse of any officer, employee, contractor and supplier, who reports misconduct or dishonest or illegal activity that has occurred within that organisation.

This Policy aims to help uncover misconduct that may not otherwise be detected.

Comms Group encourages Whistleblowers to speak up without fear of intimidation or reprisal in relation to conduct that does not align with Comms Group's corporate policies or the law.

Whistleblowing ensures that corporate entities and organisations are held to account and operate within the

confines of the law. Whistleblowers perform a vital role in the community in exposing fraud, corruption and other misconduct. It is therefore necessary to protect Whistleblowers and promote open, transparent and accountable practices within the public and private sectors.

A Whistleblower cannot be subject to any civil, criminal or administrative liability (including disciplinary action) for making a protected disclosure.

A Whistleblower cannot be subjected to any detriment or a threat of detriment because they made, or are believed to have made, a protected disclosure.

The Company has a legal obligation to protect the confidentiality of a discloser's identity. This Policy provides protection by establishing a mechanism for concerns to be raised on a confidential basis. Subject to compliance with legal requirements, Comms Group will only share a Whistleblowers identity with their consent or with relevant regulatory or law enforcement authorities, thus allowing anonymous disclosures with civil and criminal penalties for disclosing a Whistleblower's identity (without consent) or victimising a Whistleblower.

The Policy complies with the amendments to the *Corporations Act 2001* (Cth) (Corporations Act) and the *Taxation Administration Act 1953* (Cth) (Tax Act) that are effective from 1 July 2019.

3. COMMITMENT TO THIS POLICY

3.1. Comms Group Commitment

Comms Group will:

- (a) demonstrate a genuine organisational commitment to identifying and remedying wrongdoing, from the top down, by ensuring executives and senior management openly support a 'speak up' culture that encourages employees, and others, to raise their concerns about organisational conduct.
- (b) provide several avenues for disclosures to be made, including anonymously, that are easy to navigate.
- (c) consider how the Policy and procedures in Australia will interact with any global whistleblowing regime.
- (d) expand liability to those involved in a contravention.
- (e) shift the evidential burden of proof to those involved in a contravention in circumstances where confidentiality has been breached.
- (f) prevent the Whistleblower from being ordered to pay costs incurred by the other party, except in limited circumstances.
- (g) provide training to all staff, at all levels, including to those who will receive complaints and investigate complaints.
- (h) ensure they have sufficient resources to deal with whistleblowing complaints.
- (i) review and amend other policies to ensure consistency; and
- (j) take appropriate and prompt action against those who take any detrimental actions against a Whistleblower.

Comms Group educates its directors, officers and employees on their rights and obligations under this Policy including training of employees and recipients of Whistleblower reports.

3.2. What does it mean to 'blow the whistle' and what is the importance of a 'speak up culture'

To "blow the whistle" means revealing to supervisors, managers or appropriate authorities' information about wrongdoing so that it can be stopped or prevented from reoccurring. This might include revealing information about someone or a group of people who have: –

- (a) acted illegally.
- (b) misused Company assets or resources.
- (c) gained from their position in the Company.
- (d) falsified records.
- (e) risked public health, safety or the environment; or
- (f) acted in a manner that is regarded as misconduct or an improper state of affairs or circumstances in relation to the Company, and not just alleged breaches of the *Corporations Act*.

A 'speak-up culture' in the workplace values and encourages employees to feel comfortable discussing positive and negative behaviour without fear of retaliation or any other kind of harm resulting from speaking up. A 'speak-up culture' is the product of a company that operates in a fully transparent, ethical, and accountable manner.

Individuals are encouraged to speak up about any misconduct, anything that may be illegal or unethical, any safety issues, or any breach of the Company's Code of Conduct (termed as a '**Disclosable Matter**'), including:

- (a) dishonest, fraudulent or corrupt activity.
- (b) illegal activity.
- (c) unethical behaviour or a serious breach of Comms Group's governance and operating policies including this Policy.
- (d) conflicts of interest.
- (e) bias or nepotism.
- (f) conduct or practices that present a real risk of damage or harm to Comms Group and its people or third parties (such as unsafe work practices, environmental damage, health risks or abuse of Comms Group's property or resources).
- (g) conduct or practices that may cause financial loss to Comms Group or damage Comms Group's reputation or be otherwise detrimental to Comms Group's interests.
- (h) harassment, discrimination, victimisation or bullying (including against anyone voicing a Disclosable Matter under this policy).
- (i) a breach of any Australian law, including a breach of the Corporations Act 2001 (Cth).

- (j) a breach of any Australian tax law or misconduct in relation to Comms Group's tax affairs (a **Tax Matter**);
or
- (k) any other improper action or behaviour.

4. PERSONAL WORK-RELATED GRIEVANCES

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to a Whistleblower, do not qualify for protection under the Corporations Act.

Examples of a personal work-related grievance includes:

- (a) an interpersonal conflict between a Whistleblower and another employee.
- (b) a decision that does not involve a breach of workplace laws.
- (c) a decision about the engagement, transfer or promotion of a Whistleblower.
- (d) a decision about the terms and conditions of engagement of a Whistleblower; or
- (e) a decision to suspend or terminate the engagement of a Whistleblower, or otherwise to discipline a Whistleblower.

A personal work-related grievance may still qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report).
- (b) 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 public, or the disclosure relates to information that suggests misconduct beyond a Whistleblower's personal circumstances.
- (c) a Whistleblower suffers from or is threatened with detriment for making a disclosure; or
- (d) a Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Employees are encouraged to seek legal advice about their rights and protections under employment or contract law, and to resolve their personal work-related grievance.

5. WHO CAN RECEIVE DISCLOSURES THAT QUALIFY FOR PROTECTION AND HOW CAN THEY BE MADE?

Whistleblowers can raise a Disclosable Matter to any of the following:

- (a) the Chair of the Audit, Risk & Compliance Committee, or
- (b) a person authorised by Comms Group to receive disclosures that may qualify for protection (**Whistleblower Protection Service Provider**).

Whistleblowers can choose to remain anonymous by making an anonymous phone call or sending an email from an anonymous email address. However, it is noted that anonymous reports may impede Comms Group's

ability to properly investigate issues or protect individuals.

Comms Group has designated a Whistleblower Protection Service Provider who is independent from the Company to receive a Disclosable Matter from Whistleblowers. This service is provided by BDO Secure Services (<https://bdo.com.au/bdosecure>). The contact number is 1300 408 955.

Whistleblowers can raise any Disclosable Matter via the Whistleblower Protection Service Provider. Whistleblowers can access the Whistleblower Protection Service Provider online or over the phone 24/7 and can choose to remain anonymous. If a Whistleblower makes an anonymous report, this may impact Comms Group's ability to fully investigate the issue or to protect that individual.

The Whistleblower Protection Service Provider who is independent from the Company reports any Disclosable Matters to the Chair of the Audit, Risk & Compliance Committee who is a designated and authorised person of Comms Group to receive and manage reports and maintain appropriate confidentiality.

Nothing in this policy (or any other Comms Group document) prevents Whistleblowers from:

- (a) reporting a Disclosable Matter, including misconduct or illegal activity to ASIC,
- (b) reporting a Tax Matter to the Commissioner of Taxation, or
- (c) talking to a lawyer for the purpose of obtaining legal advice or representation about speaking up. Disclosures to a legal practitioner for the purpose of obtaining legal advice or legal representation are protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a Disclosable Matter)

Comms Group encourages whistleblowers to report disclosures to the Company as provided under this Policy before disclosing externally under the Corporations Act or Tax Act as we would like to understand and address any concern as soon as possible. However, if a Whistleblower decides to report externally, we will ask they provide the Whistleblower Protected Service Provider a copy of the report they make to the external body.

Reports made under this Policy will not qualify for protection if they do not meet the criteria set out in the Corporations Act or Tax Act.

6. HOW WILL COMMS GROUP INVESTIGATE PROTECTED DISCLOSURES?

The Whistleblower Protection Service Provider may conduct an initial review of the Whistleblowers' report or may provide the report to another appropriate person within Comms Group. This may be determined at the discretion of the Whistleblower Protection Service Provider, including by reference to the nature of the report.

The person conducting the initial review will make enquiries and will determine at their discretion whether it is appropriate or necessary to conduct further enquiries or whether the concern can be resolved by other appropriate action.

If there is to be further enquiry/investigation, this is undertaken at the discretion of Comms Group and may be undertaken after appointing an independent external person (Investigator). The Investigator will report to the Whistleblower Protection Service Provider.

The nature of the investigation will depend upon the concern raised, the seriousness and nature of the conduct reported and who receives the report. The objective of the investigation is to determine whether there is evidence to substantiate the issues and/or allegations identified in the report.

The timeframe for completion of this process will vary depending on the nature of the report and Comms Group discretion. All enquiries and/or investigations will be conducted, as far as practicable on a confidential basis and in accordance with the law.

Where the Whistleblower has provided their contact details, the Whistleblower Protection Service Provider will provide the Whistleblower with updates as appropriate and consistent with Comms Group obligations, including whether the inquiry has commenced, while in progress and once an outcome has been reached. It may be that in some circumstances Comms Group determines it is not appropriate to provide the Whistleblower with details of the process or outcome.

7. HOW WILL COMMS GROUP SUPPORT WHISTLEBLOWERS AND PROTECT THEM FROM 'DETRIMENT' (BROADLY DEFINED)?

Comms Group is committed to confidentiality and protecting the Whistleblower from detrimental treatment by anyone who believes or suspects that an actual, potential and suspected report has been made, may have been, or is proposed to or could be made. This includes protecting the identity of disclosing Whistleblowers, even where consent has been given to share it, the risk of retaliation to disclosing Whistleblowers and taking steps relevant to that risk.

Detrimental treatment includes dismissal, injury, demotion, harassment, discrimination, disciplinary action, bias, threats, damage to property, reputation or a person's business or financial position or other unfavourable treatment connected with speaking out.

If detrimental treatment occurs as a result of making a report under this Policy, it should be reported immediately to the Whistleblower Protection Service Provider.

8. HOW WILL THE COMPANY ENSURE FAIR TREATMENT OF EMPLOYEES WHO ARE MENTIONED IN PROTECTED DISCLOSURES?

8.1. Fair treatment

Where the name of an employee is raised by someone who is speaking up about a Disclosable Matter, Comms Group is committed to treating all involved employees fairly, as appropriate in the circumstances.

All investigations undertaken under this Policy will be conducted in accordance with and in line with principles of procedural fairness and Comms Group will not take disciplinary action (e.g. written warnings or termination of the employee) unless it is considered to be necessary to mitigate the risk of further misconduct or illegal activity.

8.2. Other protections

In addition to the above, under Australian law, Whistleblowers who speak up may be entitled to additional legal

protections in certain circumstances, including:

- (a) protection from civil, criminal or administrative legal action for making the disclosure.
- (b) protection from contractual or other remedies being sought based on the disclosure; and
- (c) if a Whistleblower is subject to retaliatory conduct for speaking up, they may be entitled to compensation.

9. HOW WILL THE POLICY BE MADE AVAILABLE TO OFFICERS AND EMPLOYEES?

A copy of this Whistleblower Protection Policy is available on Comms Group's website and is intended to be accessed by anyone. To ensure this Whistleblower Protection Policy is operating effectively, Comms Group will review (and where necessary amend) this Whistleblower Protection Policy from time to time to ensure that it is operating effectively, and making changes where required.

10. REVIEW AND APPROVAL

This policy was reviewed, updated and approved by the Board in August 2024