

WHISTLEBLOWING POLICY

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1.0 POLICY STATEMENT

1.1 Keramos Pty Ltd (**Company**) strives to operate with a culture of ethical and appropriate corporate behaviour in all our business activities. This includes ensuring that the Company acts with integrity, honesty and in accordance with good governance principles.

1.2 The objectives of this Policy are:

- to prevent, identify, manage and report Unacceptable Behaviour by any Company Worker;
- to ensure Company Workers understand this Policy and their respective obligations under this Policy and the relevant laws;
- to ensure all Company Workers are aware of the protections available under this Policy and Whistleblower Laws;
- to protect the reputation of the Company; and
- to minimise any losses to the Company.

2.0 SCOPE OF THIS POLICY

2.1 This Policy applies to the activities of the Company.

2.2 This Policy covers all Company Workers and any party doing business with the Company.

3.0 INTRODUCTION

3.1 The Company promotes an organisational culture that will not tolerate any act of Unacceptable Behaviour from within or outside the organisation. The Company is committed to preventing any loss (financial, reputational or otherwise) caused by Unacceptable Behaviour.

3.2 This Policy is intended to encourage an environment that actively discourages Unacceptable Behaviour in order to protect the Company's assets, interests and reputation. Further, this Policy aims to educate Company Workers about the protections available to them and provide a transparent framework for reporting and investigating Unacceptable Behaviour, without fear of reprisal.

3.3 This Policy sets out the Company's approach to the prevention, detection, reporting and investigation of Unacceptable Behaviour. It also identifies current activities that may be susceptible to fraud and provides a strategic framework for better management and control of those activities.

4.0 DEFINITIONS & ABBREVIATIONS

For the purposes of this Policy, the following terms mean:

Term	Definition of Term
Company Workers	Officers, employees, contractors and agents of the Company.
Corruption	Dishonest activity in which an officer, employee or contractor of an entity acts contrary to the interests of the entity and abuses his or her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity. The concept of 'corruption (sic) can also involve corrupt conduct by the entity, or a person purporting to act on behalf of and in the interests of the entity, in order to secure some form of improper advantage for the entity either directly or indirectly. *
Discloser	The persons eligible to make a disclosure protected by Whistleblower Laws. These persons are identified in section 9.4 of this Policy.
Fraud	Dishonest activity causing actual or potential financial loss to any person or entity including theft of moneys or other property by employees or persons external to the entity and whether or not this deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified information used or intended for use for normal business purposes or the improper use of information or position for personal financial benefit. *
Unacceptable Behaviour	Fraud, Corruption, Misconduct and/or behaviour leading to an improper state of affairs or circumstances in relation to the Company.
Misconduct	"Serious misconduct" as defined in the <i>Fair Work Regulations 2009 (Cth)</i> , and "misconduct" as defined in the <i>Corporations Act 2001 (Cth)</i> .
Protected Matters	The types of matters outlined at section 9.3 below, which are protected by Whistleblower Laws and the terms of this Policy.
Senior Manager	Is a person who: <ul style="list-style-type: none"> (i) makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or (ii) has the capacity to significantly affect the Company's financial standing.
Whistleblower Laws	The protections contained in Part 9.4AAA of the <i>Corporations Act 2001 (Cth)</i> .
Whistleblowing Officer	Julie Exley

* definitions drawn from Australian Standards AS 8001: 2008 Fraud and Corruption Control

`All terms not otherwise defined, have the same meaning given to them in the *Corporations Act 2001 (Cth)*.

Refer Appendix 1 for examples.

5.0 RESPONSIBILITIES

- 5.1 The Company's Managing Director (**MD**) is the Policy owner and is responsible for control of this Policy.
- 5.2 All levels of management are responsible for:
- Ensuring that the Company has sound procedures to allow all Company Workers and their families to identify and report genuine concerns about Unacceptable Behaviour, without fear of reprisals.
 - Ensuring that all Company Workers are aware of this Policy, its application, and the protections available under this Policy and Whistleblower Laws.
 - Monitoring their work areas to identify and address situations that are likely to present a fraud or corruption risk.
 - Being available and supportive to Company Workers who require guidance on conflicts of interest and other ethical dilemmas.
 - Fostering a work environment free of harassment, discrimination, and victimisation.
 - Supporting Company Workers who report, in good faith, instances of potential Unacceptable Behaviour.
 - Ensuring that Company Workers are treated fairly, equitably and in accordance with relevant legislation and this Policy.
 - Acting ethically and with integrity at all times.
- 5.3 Everyone at the Company has a role to play in making sure that internal controls are working properly. However, managers are primarily responsible for implementing the controls and monitoring their effectiveness.
- 5.4 Every Company Worker should contribute to the development of better systems and procedures that will improve the Company's resistance to Unacceptable Behaviour.
- 5.5 Managers are responsible for regularly reviewing their areas of activity to assess potential risks, develop strategies to address those risks and to determine the effectiveness of the control mechanisms they have implemented.

6.0 RISK MANAGEMENT PLAN

Risk Management Plan		
Item	Process	How implemented
Prevention	Regular review and update of this Policy	Policy owner instigates review
	Creating an ethical culture	Non-Negotiables
	Training on this Policy content	Email briefing and Online Questionnaire to all staff
	Undertake fraud risk assessments	Internal control reviews
	Whistleblower training	Online Questionnaire to all staff
	Eligible recipient training	Training for nominated individual
	Employee induction training	New employee to sign off
	Employee screening process	Police clearances
	Recruitment process	Assessment of candidate's awareness

	Separation of duties in high risk functions Clearly defined authorities Proper internal controls with appropriate checks and balances Conflict of interest declarations	Internal control reviews Delegated Authorities' Matrix Internal control reviews Refer Policy document
Detection	Internal Audit Whistleblowing facilities Forensic data analysis	Internal control reviews & specific Finance audits Internal email External anonymous email and hotline Review of audit logs and access control
Response	Investigation Disciplinary action Criminal prosecution Civil recovery	Refer Policy document Refer Policy document Refer Policy document Refer Policy document

7.0 CONFLICT OF INTEREST

7.1 A conflict of interest arises in the workplace when an employee has competing interests or loyalties that either are, or potentially can be, at odds with each other. A conflict of interest causes an employee to experience a struggle between diverging interests, points of view, or allegiances vis-a-vis their roles, responsibilities as a loyal employee of the Company. Conflicts of interest are generally prohibited in organisations. The following are examples of situations which might raise conflict of interest (this list is not exhaustive):

- Outside activities, employment and directorships;
- Relationships with or investments in clients, customers and suppliers;
- Gifts, acts of hospitality and favours.

7.2 It is the responsibility of all employees to ensure personal interests do not conflict with their ability to act at all times in the interests of the Company.

7.3 DISCLOSURE OF INTEREST

7.3.1 All of the Company's employees and directors (and their immediate families) are prohibited from being directly or indirectly associated with any business entity that provides goods and services to the Company, unless declared and approved by the Company.

7.3.2 Failure to disclose potential conflicts of interest may result in a disciplinary procedure, up to and including termination of employment.

7.4 GIFTS, HOSPITALITY AND FAVOURS

- 7.4.1 Conflicts of interest may arise where employees are offered gifts, hospitality, donation, awards, gratuity, remuneration, financial or other aid or any favours of any kind (“Gift, Hospitality or Favour”) which might, or could be perceived to influence their judgment in relation to business transactions such as the placing of orders and contracts.
- 7.4.2 Items which may constitute Gifts, Hospitality or Favours include:
- Advertising matter of commercial value e.g. pen, calendar, tie, scarves etc.
 - Business entertaining including lunches, cocktail parties or dinners
 - Personal hospitality including tickets to sporting events or theatres.
- 7.4.3 An employee may accept Gifts, Hospitality or Favours with a value less than or equal to \$500 (excluding GST) without prior manager approval.
- 7.4.4 Company employees may only accept Gifts, Hospitality or Favours with a value greater than \$500 (excluding GST) with prior written approval from the MD.

7.5 Outside activities, employment and directorships

- 7.5.1 The Company shall be entitled to the exclusive service of the employees during their employment and require all employees to comply with the “Exclusive service” clause of their employment contract. Any exclusion has to be agreed in writing with the MD prior to engaging in any service prohibited in terms of the employment contract.
- 7.5.2 Employees who hold, or have been invited to hold, outside directorships should take particular care to ensure compliance with all provisions of this Policy. When outside business directorships are being considered, prior written approval must be obtained from the MD.

7.6 RELATIONSHIPS WITH CLIENTS, CUSTOMERS AND SUPPLIERS

- 7.6.1 All of the Company’s dealings with suppliers, potential suppliers and financial institutions will be conducted in accordance with ethical procurement practices.

8.0 DETECTION STRATEGIES

8.1 INTERNAL AUDIT

- 8.1.1 The Internal Audit programme will cover the following:
- Review of conflict of interest disclosures
 - Review of compliance with internal controls and delegated authorities
 - Review of quarterly Whistleblowing disclosure report
 - Review of quarterly Gifts Register
 - Assessment of gaps in internal controls
 - Other data analytics

8.2 REPORTING

- 8.2.1 Company Workers are encouraged to raise their concerns at any time to their manager or Company contact. The manager or Company contact will report the concerns to the Whistleblowing Officer.
- 8.2.2 As an alternative they have the option of submitting a report directly to the Whistleblowing Officer or making a “protected disclosure” (discussed in further detail in section 9) in the manner outlined below.

9 WHISTLEBLOWING LAWS

- 9.1 New Whistleblowing Laws were introduced in July 2019. Company Workers are encouraged to familiarise themselves with the protections available to them under this Policy and the new Whistleblower Laws.

9.2 Types of disclosures protected by Whistleblower Laws

- 9.2.1 A disclosure is protected by Whistleblower Laws if:
- the disclosure relates to Protected Matters;
 - the information is disclosed by a Discloser identified in section 9.4 below; and
 - the disclosure is made to one of the persons identified in section 9.5 below, or section 9.6 below (provided the pre-requisites in this section 9.5 have been satisfied).

All of the above 3 conditions must be satisfied for a disclosure to be protected by Whistleblower Laws.

9.3 Protected Matters

- 9.3.1 The types of disclosures which are protected are those where the Discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or its related bodies corporate.

9.3.2 These types of Protected Matters would include concerns that the Company, its related bodies corporate or employees or officers of the Company or its related bodies corporate, have engaged in conduct that:

- constitutes a contravention of the *Corporations Act 2001, the ASIC Act, the Superannuation Industry (Supervision) Act 1993, the Banking Act 1959* or any insurance or life insurance statutes;
- constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- represents a danger to the public or the financial system.

9.3.3 The disclosure of information related to a personal work-related grievance is not generally protected by Whistleblower Laws. A personal work-related grievance relates to information where:

- the information concerns a grievance in relation to the Discloser's employment or former employment which has implications for the Discloser personally; and
- the information does not have significant implications for the Company that do not relate to the Discloser; and
- the information does not concern conduct or alleged conduct referred to in the three examples cited at section 9.3.2 above.

9.3.4 Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting the Discloser, decisions regarding the terms and conditions of the Discloser and decisions to discipline, suspend or terminate the engagement of the Discloser.

9.4 Who may make disclosures about Protected Matters?

9.4.1 Each of the following persons may make a protected disclosure:

- Company employees and officers as well as their relatives and dependants;
- suppliers of goods or services to the Company;
- employees of suppliers of goods or services to the Company; and
- The Company's related bodies corporate (and their directors/secretaries).

9.4.2 There is no requirement for a Discloser to identify themselves to be protected by Whistleblower Laws. That is, protected disclosures may be made anonymously.

9.5 Who can a Protected Matter be disclosed to?

9.5.1 In order to be protected by Whistleblower Laws, the disclosure of a Protected Matter **must** be made to:

- ASIC or APRA;
- a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws;
- an officer or Senior Manager of the Company or its related bodies corporate;
- an auditor or member of an audit team conducting an audit on the Company or its related bodies corporate;
- an actuary of the Company; and/or
- the Whistleblowing Officer.

9.6 Disclosures to Politicians and Journalists

- 9.6.1 A disclosure of a Protected Matter to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws only if it qualifies for the public interest requirements or emergency requirements outlined below.

9.7 Public interest disclosures

- 9.7.1 A disclosure of Protected Matters to a member of State or Federal Parliament or journalist will be protected by Whistleblower Laws if all of the following requirements are satisfied:
- the Discloser has previously made a disclosure of the information pursuant to this Policy;
 - at least 90 days have passed since the previous disclosure was made;
 - the Discloser does not have reasonable grounds to believe that action is being or has been taken to address the previous disclosure;
 - the Discloser has reasonable grounds to believe that making a further disclosure of the information to a member of Parliament or journalist would be in the public interest;
 - the Discloser has given the Company written notification that identifies the previous disclosure and states that the Discloser intends to make a public interest disclosure; and
 - the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the relevant misconduct or improper state of affairs.

9.8 Emergency disclosures

- 9.8.1 A disclosure of Protected Matters to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws if all of the following requirements are satisfied:
- the Discloser has previously made a disclosure of the information pursuant to this Policy;
 - the Discloser 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;
 - the Discloser has given the Company written notification that identifies the previous disclosure and states that the Discloser intends to make an emergency disclosure; and
 - the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

9.9 Confidentiality

- 9.9.1 Where a disclosure is protected by Whistleblower Laws, the Laws prohibit persons from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.

9.9.2 Persons may only disclose the identity of a Discloser with the Discloser's consent or to ASIC, APRA, the AFP or a legal practitioner for the purposes of obtaining legal advice about the Whistleblower Laws.

9.9.3 Persons may also disclose the existence of the Protected Matters (without disclosing the identity of the Discloser) to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser's identity can be discovered.

9.9.4 These disclosures may include disclosures to:

- the MD or HR Manager;
- delegates of HR or other managers to make inquiries or to conduct investigations or order external investigations as is deemed appropriate; and
- respondents to complaints to ensure that the person(s) against whom allegations are made are given the opportunity to respond to any allegations.

9.9.5 Any breach of these confidentiality protections attracts significant fines for both individuals and companies.

9.10 Immunity for Discloser

9.10.1 If a Discloser makes a disclosure protected by Whistleblower Laws, the Discloser cannot be subject to any civil or criminal liability for making the disclosure and cannot be subject to any contractual breach or other civil claim on the basis of the disclosure.

9.10.2 No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.

9.11 Victimization Prohibited

9.11.1 Whistleblower Laws prohibit any person or company from:

- engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws; or
- carrying out any threats to cause detriment to any person (whether express or implied threats) because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws.

9.11.2 Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.

9.11.3 Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.

9.12 Investigations

9.12.1 The Company or the external whistleblower service provider (as the case may be) will refer Protected Matters to the Whistleblowing Officer for investigation to determine whether misconduct or some other improper state of affairs exists.

9.12.2 The Whistleblowing Officer will investigate the relevant matters in a manner compliant with the confidentiality obligations outlined in section 9.9 of this Policy.

9.12.3 The Whistleblowing Officer may alternatively:

- appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
- refer Protected Matters directly to ASIC, APRA or the Australian Federal Police (AFP).

9.12.4 Whilst every investigation process will differ according to the relevant circumstances, the Whistleblowing Officer will ordinarily ensure that appropriate enquiries are made to determine whether:

- the allegations are substantiated; and
- responsive action needs to be taken in order to address any established misconduct or other improper state of affairs. Responsive action may result in disciplinary action (written warnings or termination of services), criminal prosecution (referral to AFP) and/or civil action (recovery of financial losses).

9.13 Supporting Whistleblowers, providing fair treatment and protection from detriment

9.13.1 The Company intends to support Disclosers making disclosures about Protected Matters and to put in place procedures to promote fair treatment of Disclosers and protect them from detriment. This can be achieved by:

- Providing access to Employee Assistance Program counselling services to all Disclosers.
- Investigating all complaints in accordance with the procedures outlined in this Policy.
- Implementing investigation processes which are procedurally fair to both Disclosers and respondents to allegations.
- In circumstances where a Discloser consents, having an appropriate Senior Manager or human resources officer monitor the Discloser's treatment in the workplace for relevant periods to ensure no victimisation takes place.
- Communicating this Policy to the Company employees and officers.
- Taking appropriate disciplinary action against any employees or contractors that breach the victimisation or confidentiality provisions of the Whistleblower Laws.

10 INVESTIGATING UNACCEPTABLE BEHAVIOUR THAT IS NOT A PROTECTED MATTER

10.1 If Unacceptable Behaviour is detected or suspected, but is not a Protected Matter, the Company will (depending on the nature of the concern) initiate investigations.

10.2 Any reports of incidents of Unacceptable Behaviour will be confirmed by an investigation.

10.3 All investigations performed, and evidence obtained, will be in accordance with acceptable practices and legal requirements. Independence and objectivity of investigations are paramount.

10.4 Any investigation initiated must be concluded by the issue of a report by the person/s appointed to conduct such investigations. Such reports will only be disseminated to those persons required to have access thereto in order to implement whatever action is deemed appropriate as a result of the findings of the investigation.

10.5 Disciplinary enquiry

10.5.1 In instituting an internal disciplinary enquiry against a Company Worker, the Company will ensure that all disciplinary proceedings take place in accordance with the procedures as set out in the Company's relevant disciplinary procedure.

10.5.2 The ultimate outcome of disciplinary proceedings may involve a person/s receiving written warnings or the termination of their services.

10.6 Criminal prosecution

10.6.1 In the event that Unacceptable Behaviour was detected, investigated, and warranted disciplinary proceedings, prosecution or action aimed at the recovery of losses will be initiated and the matter may be reported to the AFP regardless of the value of the offence.

10.7 Civil recovery

10.7.1 WHERE THERE IS EVIDENCE OF UNACCEPTABLE BEHAVIOUR AND THERE HAS BEEN A FINANCIAL LOSS TO THE ORGANIZATION, ACTION WILL BE INSTITUTED TO RECOVER ANY SUCH LOSSES. IN RESPECT OF CIVIL RECOVERIES, COSTS INVOLVED WILL BE DETERMINED TO ENSURE THAT THE COST OF RECOVERY IS FINANCIALLY BENEFICIAL.

11.0 APPENDICES

Appendix 1 - Examples of fraud and risk

12.0 ATTACHMENTS

There are no attachments to this Policy.

13.0 REFERENCES

- Company – Non Negotiables Code
- Company Bullying Policy
- Company Good Working Relationship Policy
- Company Employment Contract

14.0 RELEVANT LEGISLATION

14.1 The Company's Whistleblowing, Fraud & Corruption Control Policy has been developed in line with the relevant underpinning legislation. This includes:

- Criminal Code Amendment (Theft, Fraud, Bribery and Related Offences) Act 2000 (Cth)*
- Crimes Act 1914*
- Corporations Act 2001;*
- Fair Work Act 2009 (Cth);*
- Fair Work Regulations 2009 (Cth);*
- Superannuation Industry (Supervision) Act 1993;*
- Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2018*

15.0 DOCUMENT CONTROL

VERSION CONTROL				
Revision	Date	Description	Prepared	Approved (Policy Owner)
1	August 2021	Policy Created	G Dean/J Exley	G Dean

APPENDIX 1 - EXAMPLES OF FRAUD AND CORRUPTION

Common examples include, but are not limited to:

- **theft of assets by deceptive behaviour and/or misappropriation**
 - equipment
 - consumables or supplies
 - cash
 - information
- **unauthorised or illegal use of assets and resources**
 - computers, including email and the Internet
 - motor vehicles
 - corporate credit cards
 - corporate mobile phones
 - corporate petrol cards for fuelling private vehicles
 - clerical and other support
 - confidential information
 - equipment, including photocopiers, telephones and fax machines
 - the Company name or logo (e.g. through use of letterhead or other corporate stationery)
- **abuse of position and power for personal gain**
- **acceptance of bribes and giving of bribes**
 - cash, gifts, entertainment, travel
- **facilitation payments**
 - small payments to a foreign official for the sole or predominant purpose of expediting a minor routine action
- **manipulation and misuse of accounting and purchasing systems**
 - fictitious employees on the payroll
 - ordering equipment for private and personal use
 - preferential purchasing where a conflict of interest exists
 - splitting purchase orders to circumvent mandates of approval
 - unauthorised approval to pay
 - diversion of proceeds
- **unauthorised writing off debts, including to cover irregular transactions falsification of records**
 - timesheets
 - travel claims
 - purchase orders
 - petty cash vouchers
 - statements of attainment or qualifications
- **manipulation of computer programs for improper purposes**
 - unauthorised alteration of input data
 - misappropriation, destruction or suppression of output data
 - alteration or misuse of software
 - unauthorised and /or deceptive electronic transfer of funds
- **Fraudulent reporting / statements**
 - Intentional misstatements or omissions of amounts, facts or disclosures in any form of reporting or communication in order to deceive the user / recipient of the information
 - False invoicing (e.g. claiming for payment of goods and services not delivered).