

Whistleblower Protection Policy

1. PURPOSE AND SCOPE

- 1.1 This document sets out the Whistleblower Protection Policy for Sice Pty Ltd ACN 113 609 055.
- 1.2 This Policy is the Company’s framework for receiving, investigating, and addressing allegations of Misconduct or an Improper State of Affairs or Circumstances, which may relate to the Company, current or former directors, officers, agents, employees, or contractors (both past and present) of the Company.
- 1.3 This document is part of SICE ANZ Corporate Compliance Program, and it works in conjunction with the following documents:
- (a) Cobra SCE Protocol for Reporting Suspected Irregular Activities;
 - (b) Cobra SCE Corporate Defence Procedure Activation Protocol;
 - (c) Crime Prevention Plan (section 8.8).
- 1.4 In the event of any inconsistency, any applicable legislation will override this Policy.

Rev.	Date	Prepared	Reviewed	Approved	Remarks
00	25/05/2023	HWL Ebsworth, Law firm company Adnan Meher, In-house Lawyer Zoe Pinch, Graduate Lawyer Beatriz Jerez, Corporate Compliance Delegate	Zoe Pinch, Graduate Lawyer Beatriz Jerez, Corporate Compliance Delegate Adnan Meher, In-house Lawyer	Manuel González Arrojo, SICE ANZ Managing Director	n/a

Key definitions

All defined terms will be capitalised throughout the text.

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

Detrimental Conduct includes:

- (a) dismissal of an employee;
- (b) injury of an employee in their employment;
- (c) alteration of an employee's position or duties to their disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; or
- (j) any other damage to a person.

Eligible Whistleblower means a person who is currently, or was previously:

- (a) an officer of the Company (within the meaning of the Corporations Act);
- (b) an employee of the Company;
- (c) a volunteer of the Company;
- (d) an individual who supplies services or goods to the Company (whether paid or unpaid) or that individual's employee;
- (e) an individual who is an associate of the Company;
- (f) a relative or a dependant of any individual referred to in the preceding dot points of this definition; or
- (g) any other individual prescribed by law.

Eligible Recipient means any one of the following:

- (a) an officer or senior manager of the Company;
- (b) the individual employed by the Company in the position of Senior Legal Counsel from time to time;

(c) any individual prescribed by the law.

2.2 **Emergency Disclosure** means an emergency report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth, a state, or a territory, or a journalist.

2.3 **Misconduct or an Improper State of Affairs or Circumstances** means information which an Eligible Whistleblower has reasonable grounds to suspect, and concerns misconduct or an improper state of affairs or circumstances in relation to the Company. This includes if the Eligible Whistleblower suspects that the Company (or its officers or employees) have engaged in conduct which:

(a) constitutes an offence against, or in contravention of, a provision of any of the following:

- (i) the Corporations Act;
- (ii) the Australian Securities and Investments Act 2001 (Cth);
- (iii) the Banking Act 1959 (Cth);
- (iv) the Financial Sector (Collection of Data) Act 2001 (Cth);
- (v) the Insurance Act 1973 (Cth);
- (vi) the Life Insurance Act 1995 (Cth);
- (vii) the National Consumer Credit Protection Act 2009 (Cth);
- (viii) the Superannuation Industry (Supervision) Act 1993 (Cth); or
- (ix) any instrument made under any of these Acts;

(b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

(c) represents a danger to the public or the financial system; or

(d) is prescribed to be a disclosable matter under section 1317AA(5) of the Corporations Act by regulations made under section 1364 of the Corporations Act.

This may include:

- (i) fraud or fraudulent behaviour, or corrupt or unlawful behaviour;
- (ii) misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting or financial reporting practices;
- (iii) anti-competitive behaviour;
- (iv) insider trading;
- (v) serious and mismanaged conflicts of interest;

- (vi) breaches of health and safety laws; and/or
- (vii) creating a significant danger to the environment.

- 2.4 **Public Interest Disclosure** means the disclosure of a report of Misconduct or Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth, a State, or a Territory, or a journalist.
- 2.5 **Threats (or threaten)**, when used in the context of Victimization, include express, implied, conditional, and unconditional threats. It is not necessary to prove that the person actually feared the threat would be carried out, but the perpetrator must have intended the other person to fear that the threat would be carried out or have otherwise been reckless as to causing that fear.
- 2.6 **Victimization** means to engage in, or threaten to engage in, Detrimental Conduct against a person because the perpetrator believes or suspects that that person or any other person has made, may have made, proposes to make, or could make, a Whistleblower Disclosure.
- 2.7 **Whistleblower Investigation Officer** means the person identified in clause 8 of this Policy.

2. OBJECTIVES

- 2.1 The Company is committed to fostering a culture of ethical behaviour and good corporate governance.
- 2.2 The Company recognises that any genuine commitment to instil these values and detect wrongdoing must include a reporting mechanism whereby employees and other persons can report their concerns freely and without fear of Victimisation.
- 2.3 The Company recognises the importance of providing a safe, supportive, and confidential environment where people feel secure in reporting wrongdoing. Reporting wrongdoing is not an act of disloyalty. It is a service to the Company, its stakeholders, and the wider community.
- 2.4 The Company encourages a commitment by people in all levels of the Company to report Misconduct or Improper State of Affairs or Circumstances, which may include improper, unethical, and illegal behaviours. The Company will endeavour to protect the people who come forward with a complaint covered by this Policy.
- 2.5 The key objectives of this Policy are to:
 - (a) facilitate an environment that allows Eligible Whistleblowers the opportunity to speak up with confidence in their anonymity;
 - (b) provide any person making a report with an understanding of what constitutes a Whistleblower Disclosure within the meaning of the Corporations Act and will thus be protected under this Policy;
 - (c) provide staff with a clear understanding of how reports will be handled;
 - (d) protect Eligible Whistleblowers from Detrimental Conduct;
 - (e) provide support to Eligible Whistleblowers through the reporting process;
 - (f) provide a system of fair treatment for Company employees who are the subject of a Whistleblower Disclosure; and
 - (g) ensure that any reports of Misconduct or an Improper State of Affairs or Circumstances are taken seriously and dealt with appropriately.
- 2.6 This Policy is available to Company officers and employees via CONFLUENCE. External persons may access this Policy via SICE website (<https://www.sice.com/en>).

3. WHISTLE-BLOWER DISCLOSURES

What is a Whistleblower Disclosure?

- 3.1 A Whistleblower Disclosure is a report of Misconduct or an Improper State of Affairs or Circumstances made by an Eligible Whistleblower to an Eligible Recipient.

Duties of Employees in relation to Misconduct or an Improper State of Affairs or Circumstances

3.2 The Company expects that its employees who become aware of Misconduct or an Improper State of Affairs or Circumstances will make a report to an Eligible Recipient.

Personal work-related grievances

3.3 This Policy (and whistleblower protections) do not apply to reports of personal work-related grievances.

3.4 **Personal work-related grievances** means a grievance:

- (a) about any matter in relation to the Eligible Whistleblower's employment or former employment, having or tending to have personal implications for the Eligible Whistleblower;
- (b) that does not have significant implications for the Company except that it relates to the Eligible Whistleblower;
- (c) that does not concern Misconduct or an Improper State of Affairs; and
- (d) that does not concern Victimization.

3.5 Examples of personal work-related grievances are reports:

- (a) of bullying;
- (b) concerning interpersonal conflicts between employees;
- (c) concerning decisions relating to the engagement, transfer, or promotion of employment;
- (d) of sexual harassment (not including sexual assault); and
- (e) of discrimination.

Disclosures not protected

3.6 A person who makes a Whistleblower Disclosure but does not have reasonable grounds to suspect that the information concerned Misconduct or an Improper State of Affairs:

- (a) is not entitled to the protections available for Eligible Whistleblowers under the Corporations Act 2001 or other applicable Federal and State anti-discrimination legislation;
- (b) is not afforded any protection under this Policy; and
- (c) may be subject to disciplinary action up to and including the termination of their engagement or employment.

3.7 If it is substantiated that an employee:

- (a) has engaged in Misconduct or an Improper State of Affairs or Circumstances;

- (b) has engaged in Victimisation; or
- (c) has unreasonably failed to comply with this Policy.

The Company will take appropriate disciplinary action against the employee up to and including the termination of their employment.

4. MAKING A REPORT

Whistleblower Disclosure and Reporting

- 4.1 It is the Company’s preference that any suspected Misconduct or an Improper State of Affairs or Circumstances be **reported internally** in the first instance (section 4.2(a)). However, the Company recognises that it will not always be appropriate to make an internal report of suspected Misconduct or an Improper State of Affairs or Circumstances. In that case, the Eligible Whistleblower can use an **external Eligible Recipient** (sections 4.2(b), 4.2(c) and 4.2(d)).
- 4.2 An Eligible Whistleblower may make a report of Misconduct or an Improper State of Affairs or Circumstances:
 - (a) verbally or in writing to an Eligible Recipient, using the following channels:
 - (i) **Direct report to Manager or Supervisor:** Any SICE ANZ member may contact their Line Manager or direct supervisor to inform them of irregular facts that they have become aware of. The Line Manager or supervisor will, in turn, liaise with SICE ANZ Corporate Compliance Delegate or Senior Management.
 - (ii) **Digital platform:** Cobra IS centralises all complaints via a digital communications management platform available on the website <https://cobrais.integrityline.com> that allows written and verbal reports to be made.
 - (iii) **Ordinary Post:**

SICE Pty Ltd	SICE TyS Group (alternatively)
C/O Corporate Compliance Delegate L6/163 O’Riordan Street Mascot NSW 2020, Australia	C/O Head of Corporate Compliance of SICE TyS Group Calle La Granja N°72, Polígono Industrial, 28108 Alcobendas. Madrid. Spain

- (b) verbally or in writing to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), or a prescribed Commonwealth authority such as the Australian Federal Police (AFP); or
- (c) verbally or in writing to the Commissioner of Taxation (if the Misconduct or the Improper State of Affairs or Circumstances is information that may assist the Commissioner of Taxation to perform his or her duties under a taxation law in relation to the Company);
- (d) verbally or in writing to a registered tax agent or Business Activity Statement (BAS) agent who provides tax or BAS services to the Company or an employee or officer of the Company who has duties that relate to the tax affairs of the Company (if the Misconduct or the Improper State of Affairs or Circumstances is information in relation to the tax affairs of the Company, which the person reporting considers may assist the recipient to perform functions of duties in relation to the tax affairs of the Company).

Public Interest Disclosure

4.3 An Eligible Whistleblower may make a Public Interest Disclosure if:

- (a) at least 90 days have passed since the Eligible Whistleblower made an initial report to ASIC, APRA, or the AFP; and
- (b) the Eligible Whistleblower does not believe, on reasonable grounds, that action is being taken, or has been taken, to address the Misconduct or the Improper State of Affairs or Circumstances; and
- (c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information in accordance with this clause would be in the public interest; and
- (d) after the end of the 90 day period, the Eligible Whistleblower gave to the body which received their previous disclosure a written notification which included sufficient information to identify the previous report of Misconduct or an Improper State of Affairs or Circumstances, and stated that the Eligible Whistleblower intended to make a Public Interest Disclosure; and
- (e) the extent of the information disclosed is no greater than necessary to inform the recipient of the Misconduct or Improper State of Affairs or Circumstances.

Emergency Disclosure

4.4 An Eligible Whistleblower may make an Emergency Disclosure if:

- (a) the Eligible Whistleblower made an initial report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA, or the AFP;
- (b) the Eligible 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;
- (c) after the Eligible Whistleblower's initial report, the Eligible Whistleblower then gave written notification to the body who received the initial report (which included sufficient information

to identify the previous report of Misconduct or an Improper State of Affairs or Circumstances and stated that the Eligible Whistleblower intends to make an Emergency Disclosure); and

- (d) the extent of the information disclosed is no greater than necessary to inform the body of the substantial and imminent danger associated with the Misconduct or the Improper State of Affairs or Circumstances.

What if the disclosure relates to an Eligible Recipient?

4.5 If a Whistleblower Disclosure relates to an individual who qualifies as an Eligible Recipient, the Eligible Whistleblower may report the Whistleblower Disclosure to:

- (a) another Eligible Recipient;
- (b) ASIC;
- (c) APRA; or
- (d) the AFP.

Duties of an Eligible Recipient who receives a Whistleblower Disclosure

4.6 An Eligible Recipient who receives a Whistleblower Disclosure:

- (a) must promptly review the disclosure, ensuring that:
 - (i) the disclosure is investigated (where appropriate) by a Whistleblower Investigation Officer as set out in clause 5 of this Policy and in line with the Cobra SCE Protocol for Reporting Suspected Irregular Activities; or
 - (ii) they report the alleged Misconduct or the alleged Improper State of Affairs or Circumstances to ASIC, APRA, the AFP or state/territory police (where appropriate) and that they cooperate with such entities so far as lawfully required; and
- (b) must not disclose information:
 - (i) obtained directly or indirectly because of the Whistleblower Disclosure if it would identify the Eligible Whistleblower; or
 - (ii) that is likely to lead to the identification of the Eligible Whistleblower unless the disclosure is made:
 - (iii) with the Eligible Whistleblower's consent;
 - (iv) to a legal practitioner for the purposes of obtaining legal advice or representation in relation to a Whistleblower Disclosure; or
 - (v) to a person prescribed by law; and
- (c) must not victimise an Eligible Whistleblower as a consequence of the Whistleblower Disclosure.

5. INVESTIGATIONS

Who investigates a report?

- 5.1 Eligible Recipients must ensure that the disclosure is investigated (where appropriate) by a Whistleblower Investigation Officer (in this case, SICE ANZ Corporate Compliance Delegate).
- 1.5 The Whistleblower Investigation Officer may undertake an investigation themselves or engage appropriately qualified and independent investigators to do so.
- 5.2 It is at the Whistleblower Investigation Officer's discretion to determine whether:
- (a) a report is investigated; and
 - (b) the investigation is conducted internally or externally.
- 5.3 If the Whistleblower Disclosure concerns the Whistleblower Investigation Officer, then an Eligible Recipient can instead make a report to SICE TyS Corporate Compliance Officer, who will then act as the Whistleblower Investigation Officer for that investigation.
- 5.4 Cobra SCE Protocol for Reporting Suspected Irregular Activities and the Cobra SCE Corporate Defence Procedure Activation Protocol describe further how SICE ANZ will process any disclosures, conduct investigations, and determine what measures will be taken in case any incident or act by any member of the organisation constitutes a criminal offence.

What is the investigation process when an Eligible Whistleblower makes a report under this Policy?

- 5.5 All Whistleblower Disclosures will be:
- (a) treated seriously and sensitively; and
 - (b) assessed and considered.
- by the Company in determining whether the report of the disclosure should be investigated.
- 5.6 The investigation process will vary depending on the nature of the report.
- 5.7 Any investigations commenced will be conducted in a timely manner. All employees and contractors of the Company must cooperate with any investigations.

Roles and responsibilities

- 5.8 The Whistleblower Investigation Officer (SICE ANZ Corporate Compliance Delegate) will:
- (a) provide assistance to the Eligible Whistleblower in relation to the process and this Policy;
 - (b) consider whether the conduct raised constitutes a Whistleblower Disclosure and where it does not, will notify the discloser of any other processes outside the whistleblower process that can be taken to address the allegations;

- (c) enable the investigation into the Misconduct or the Improper State of Affairs or Circumstances; and
- (d) maintain the Eligible Whistleblower's confidentiality, privacy, and anonymity (where required).

Communication with the Eligible Whistleblower

5.9 If appropriate, the Eligible Whistleblower will be informed of the outcome of the investigation and may be provided with information relating to the outcome of the investigation. If this occurs, the Eligible Whistleblower must maintain the confidentiality of such information and must not disclose any information provided to them to any person.

What happens after an investigation?

- 5.10 At the conclusion of an investigation, the Whistleblower Investigation Officer will report the findings to SICE ANZ Managing Director, and if needed, to SICE ANZ Human Resources¹. SICE ANZ Managing Director, based on the expert advice of SICE ANZ Human Resources, will determine the appropriate response in accordance with this Policy, any other applicable Company Policies, and any applicable legislation.
- 5.11 SICE ANZ Managing Director response will aim to rectify any Misconduct or any Improper State of Affairs or Circumstances and will take the action necessary to prevent any further occurrences of the same or similar conduct.
- 5.12 Where issues of discipline arise, the Company's response will be made in accordance with any relevant legislation and SICE ANZ internal procedures.

6. CONFIDENTIALITY AND PRIVACY

Anonymity

- 6.1 A person may make a Whistleblower Disclosure anonymously. The person they make their report to will not reveal their identity, or any information that is likely to lead to them being identified, unless:
 - (a) they consent to their identity being disclosed;
 - (b) their identity is required or permitted to be disclosed under applicable legislation; or
 - (c) it is reasonably necessary to investigate the report of Misconduct or an Improper State of Affairs or Circumstances and the discloser takes all reasonable steps to reduce the risk of identifying the Eligible Whistleblower.
- 6.2 If it is reasonably necessary to disclose certain information about the report that has been made, excluding their identity, for the purposes of investigating the Misconduct or the Improper State of

¹ SICE ANZ Managing Director and the Human Resources team can seek additional support in SICE ANZ Legal Team, SICE ANZ Corporate Compliance Delegate, or event an external expert, if deemed necessary.

Affairs or Circumstances, the Company will take all reasonable steps to reduce the risk that they will be identified through this process.

Unauthorised disclosures

6.3 Unauthorised disclosures of:

- (a) the identity of an Eligible Whistleblower who has made a report of Misconduct or an Improper State of Affairs or Circumstances; or
- (b) information from which the identity of the Eligible Whistleblower could be inferred

will be regarded as a disciplinary matter and will be dealt with in the appropriate manner by the Company. Such unauthorised disclosures may also constitute an offence under the Corporations Act and other laws, and may attract penalties.

Privacy issues

6.4 Personal information will be protected in accordance with the applicable legislation.

Not actionable

- 6.5 An Eligible Whistleblower who makes a Whistleblower Disclosure will not be subject to any civil, criminal, or administrative liability (including disciplinary action) for making the disclosure.
- 6.6 No contractual or other remedy may be enforced, and no contractual or other right may be exercised, against an Eligible Whistleblower on the basis of their Whistleblower Disclosure.

7. PROTECTION FROM VICTIMISATION

Eligible Whistleblower will not be Victimised

- 7.1 The Company and its employees, officers, and directors must not engage in Victimisation against an Eligible Whistleblower on the basis of their Whistleblower Disclosure.
- 7.2 The Company will promptly investigate any allegations of Victimisation.

Protections available

- 7.3 The Company will take all reasonable steps to ensure that adequate and appropriate protection is being provided to Eligible Whistleblowers who make a Whistleblower Disclosure. The protection applies if the matter is proven or not and regardless of whether it is reported to an external authority.
- 7.4 If an Eligible Whistleblower believes that they have been subject to Victimisation as a result of making a Whistleblower Disclosure, the Eligible Whistleblower should inform the Whistleblower Investigation Officer.

- 7.5 The protections offered will vary depending on the nature of the Whistleblower Disclosure and the people involved. Protections may include, but are not limited to, the following:
- (a) monitoring and managing the behaviour of other employees;
 - (b) offering a leave of absence or flexible working arrangements while a matter is investigated; and/or
 - (c) support from the Company’s Human Resources department.
- 7.6 The Company is committed to ensuring confidentiality in respect to all matters raised under this Policy.

8. CONTACT DETAILS²

Contact Person	Name	Email Address
Whistleblower Investigation Officer (SICE ANZ Corporate Compliance Delegate)	Beatriz Dafne Jerez del Castillo	Anzinfocompliance@sice.com.au
SICE ANZ In-house Lawyer	Adnan Naeem Meher	anmeher@sice.com.au

² The specific channels available for Eligible Whistleblowers to make Whistleblower Disclosures are included in section 6.