



Whistleblowers Policy

What is **Whistleblowing** and what is it concerned with? Do you have a **'Reportable Matter'**? **To Whom** can you report a **'Reportable Matter'**? **What happens after** you have reported? How can you be certain that **your report will be acted upon**? How are **you protected**? What **protection** does the Whistleblower have under the **Corporations Act**?



What is Whistleblowing and what is it concerned with?

This Whistleblower Policy is applicable to SIRCA Ltd and SIRCA Technology Pty Ltd, referred to as the SIRCA group.

SIRCA group nurtures a culture of honest, ethical behaviour and integrity of conduct in all its activities. It supports good corporate governance and believes in being compliant at all times to all its statutory responsibilities.

The purpose of this Whistleblower Policy is to enable and encourage any person who has dealt with or intends to deal with SIRCA group (including its directors, staff, contractors, suppliers or potential vendors, hereinafter referred to as “Whistleblower”), to

- (a) report instances of, or
- (b) raise concerns, where there are **reasonable grounds to believe** that there has been

fraudulent, unethical, undesirable conduct or potential contravention of laws without fear of victimisation, reprisal, or commercial disadvantage. These undesirable behaviours or conduct is referred to as “Reportable Matter” and is more elaborately listed in the section below.

Do you have a ‘Reportable Matter’?

“**Reportable Matter**” includes any conduct, actual or suspected, of a SIRCA director, staff or contractor or vendor, which a Whistleblower in their dealings with SIRCA honestly believes

- is dishonest, fraudulent or corrupt;
- is illegal;
- is unethical or in breach of SIRCA policies including SIRCA Code of Ethics, Accounting policies or procedures, including harassment, discrimination, victimisation or bullying;
- is an abuse of authority, a waste of company resources or a serious impropriety;
- poses health or environmental risk, including unsafe work practices; and/or
- causes harm to SIRCA’s financial position or reputation.

Whom can you report a ‘Reportable Matter’?

If a **Whistleblower** becomes aware of any issue or behaviour which it considers to be Reportable Matter, it can do the following:



- If the **Whistleblower** is a SIRCA employee or an individual contractor working within a SIRCA team, he/she can raise the matter with any member of the Executive team (being the CEO, CTO, CFO or the CDA).
- Report the matter to a **Protected Disclosure Officer**, being our External Legal Counsel, who is currently John Cox (email : cox@eakin.com.au Ph: 02 9265 3061).

If the **Whistleblower** wishes to remain anonymous, he/she can send a written statement directly to one of the above mentioned, by email. The statement can also be mailed to the following address with the quoted reference:

Ref: SIRCA
Mr John Cox
Level 28, BT Tower 1,
Market Street, Sydney NSW 2000

In case of anonymous reports, it is recommended that the **Whistleblower** provides as much information and consent to release that information to either the Executive team or the Chairman of the HR committee, so that the allegation can be properly investigated.

In case of non-anonymous reports, it is recommended that the **Whistleblower** provide consent to the release of that information to the Executive team or the Chairman of the HR, so that the allegation can be properly investigated.

While reporting, the **Whistleblower** need to consider that absence of consent or dearth of information often impede proper follow-up.

What happens after you have reported?

All referred **Reportable Matters** will be investigated by SIRCA in a timely manner with the rigour and depth commensurate to the level of allegation and having regard to the circumstances of the particular case. In the case of non-anonymous reports, feedback will be provided to the **Whistleblower** regarding the progress of the investigation and where appropriate, without breaching business secrets and internal confidentiality obligations, the key outcomes.

How can you be certain that your report will be acted upon?

- Subject to the appropriate consents from the **Whistleblower**, the **Protected Disclosure Officer** will forward all **Reportable Matters** to the CEO for investigation with a copy to the Chairman of the Board HR committee.



- Having regard to the seriousness of the Reported Matter, The Protected Disclosure Officer may refer any item directly to the Chairman of the Board HR Committee.
- The Executive will report to the Board HR Committee on all Whistleblower incidents at least quarterly to enable SIRCA to address such issues at the Board level. The reports would be prepared without revealing the identity of the Whistleblower and should include sufficient details for the Board to be able to assess the seriousness of the allegation and also to enable it to establish whether a pattern exists. The outcomes of all investigations would be included in such a report. Based on the outcomes of its investigation, the Executive will:
 - make recommendations, as appropriate, including in relation to allocation of resources or areas requiring further attention, and
 - inform the board whether feedback has been provided to the Whistleblower, as appropriate.
- The Board Audit & Risk Management Committee will receive copies of the Whistleblower reports from the Board HR Committee.
- SIRCA relies on employees to help the Company achieve its commitment to a culture of honest and ethical behaviour, corporate compliance and good corporate governance. SIRCA will not tolerate Reportable Matter and it is therefore expected that employees who become aware of known, suspected, or potential cases of Reportable Matter will make a report. Failure by an employee to raise Reportable Matter of which the employee becomes aware could result in disciplinary action being taken against the employee.

How are you protected?

The Company commits to absolute confidentiality and fairness in all matters raised under this Policy. Subject to law, the Executive and SIRCA will not disclose particulars of reported matters that would suggest the identity of the Whistleblower (for example, to directors, or external legal advisers for the purposes of investigation and advice) without obtaining the Whistleblower's prior consent.

Any such disclosure to which the Whistleblower consents will be on a strictly confidential basis.

All files and records created from an investigation will be retained under strict security. The unauthorised release of information without the Whistleblower's consent, to any person not involved in the investigation is a breach of this Policy, with the following exceptions:

- Where senior managers or directors need to take appropriate action or for corporate governance purposes, or
- Where it is required by the law or authorities.



The Whistleblower can be assured that any breach to this policy will be regarded as a serious disciplinary matter and will be dealt with under the Company's disciplinary procedures.

The SIRCA Group is committed to ensuring that a Whistleblower does not suffer any detrimental treatment whatsoever as a result of making a report in accordance with this Policy.

What protection does the Whistleblower have under the Corporations Act?

The Corporations Act gives special protection to disclosures about Corporations Act breaches, as long as certain conditions are met. These conditions are:

- The Whistleblower is an officer or employee of a Group company, a contractor or an employee of a contractor.
- The report is made to:
 - A Protected Disclosure Officer;
 - A director, officer or senior manager of the Group company concerned;
 - The external auditor or an audit team member; or
 - The Australian Securities & Investments Commission (ASIC).
- The Whistleblower gives their name before making the report (i.e. the report is not anonymous).
- The report is made in good faith, and the Whistleblower has reasonable grounds to suspect that there has been a breach of the Corporations Act by the company or any of its officers or employees.

Briefly, the protections given by the Corporations Act when these conditions are met are:

- The Whistleblower cannot be subject to legal liability for making the report.
- Anyone who victimises or threatens the Whistleblower is guilty of an offence and may be liable for damages.
- The person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority.

The Group is committed to full compliance with these protective provisions.

Amendment of this Policy

This Policy can only be amended with the approval of the SIRCA Board.