



Policy

WHISTLEBLOWER PROTECTION

Objective of Policy and Application

Pursuant to Section 1317AI of the Corporations Act and Recommendation 3.3 of the ASX Corporate Governance Council's Principles and Recommendations, all ASX-Listed companies are required to have and disclose a Whistleblower Protection Policy.

The purpose of Whistleblower Protection Policy is to ensure that staff who make lawful disclosures under this policy ("whistleblower disclosures") are protected from adverse action under applicable Federal legislation.

This policy applies in respect of all employees and contractors ("staff") of CPT Global Limited and each of its subsidiary companies ("CPT") in Australia and in all other countries where CPT operates.

Scope

The scope of this policy covers anyone who has concerns regarding improper conduct connected with CPT and wishes to make a whistleblower disclosure regarding those concerns.

It is important to note that a whistleblower disclosure will only be protected under the relevant provisions of Part 9.4 AAA of the Corporations Act 2001 (C'wealth) to the extent it is made in accordance with that law, which will depend on the identity of the person making the whistleblower disclosure, its subject matter and to whom it is made.

This policy covers –

- the permitted subject matter of a whistleblower disclosure;
- how and to whom a whistleblower disclosure may (or must) be made;
- what protections and confidentiality obligations apply, including how and to what extent the identity of the person making the whistleblower disclosure will be protected; and
- the process by which a whistleblower disclosure made in relation to CPT or a related body corporate will be managed.

Making a whistleblower disclosure is an important, but difficult action. If you are considering making a disclosure, you should seek external legal advice to ensure you are properly informed of all the legal requirements in making the disclosure and that you take all the necessary steps to ensure you will be protected by law once your disclosure is made.



Policy

CPT is committed to:

- promoting and supporting a culture of corporate compliance, honest and ethical behaviour, and good corporate governance and expects transparency and accountability in its administrative and management practices;
- not tolerating fraud, corruption, misconduct, criminal or improper conduct;
- encouraging persons to disclose genuine concerns regarding CPT's conduct that constitutes fraud, corruption, misconduct, criminal or improper conduct; and
- supporting and protecting, in accordance with the law, any staff member who makes whistleblower disclosures.

Whistleblower Disclosure Officer

The ownership and administration of this policy is the responsibility of CPT's Chief of Staff.

For the purposes of this policy, the person occupying that role is the designated Whistleblower Disclosure Officer ('WDO').

The WDO is an important, initial contact point where a person considering making a whistleblower disclosure can seek accurate and confidential advice or information without making a disclosure, including:

- how CPT's whistleblower policy works;
- what the policy covers;
- how a disclosure might be handled, and
- what other sources of advice or assistance exist.

In the event a whistleblower disclosure concerns either the person occupying the role of CPT's Chief of Staff or the conduct of the role itself, the designated WDO for that disclosure is CPT's Chief Financial Officer.

Whistleblower Protection

To ensure they gain legal protection, whistleblowers must fully inform themselves (which may include seeking their own independent legal advice) as to whether to make their whistleblower disclosure in the first place, and if they decide to proceed, how to make such disclosure in accordance with the requirements of the law.

A whistleblower disclosure may be made anonymously.

When a whistleblower disclosure is made, the Eligible Recipient will advise the WDO who must then determine the appropriate course for investigating the disclosure. This may involve conducting their own investigation into the disclosure or engaging an external organisation to do so. All investigations will be conducted thoroughly, appropriately and free from conflicts of interest.

The WDO will ensure whistleblowers receive appropriate support including:

- protecting the confidentiality of a whistleblower's identity and information that is likely to lead to the identification of the whistleblower (unless the whistleblower makes it known that they choose not to remain anonymous);

- protecting the whistleblower from victimisation or reprisal action or detrimental action against a person in reprisal for a whistleblower disclosure; and
- providing appropriate counselling or other support.

Eligible Whistleblowers

Not every person can be a whistleblower. A whistleblower disclosure can only be made by an eligible person (“an eligible whistleblower”). Disclosures by others should not be made and are not protected. In relation to CPT, an eligible whistleblower is –

- any current or former staff member ;
- a supplier of services or goods to CPT whether paid or unpaid, including business partners; and
- a relative, dependant or spouse of any current or former staff member or supplier of services or goods to CPT.

Eligible Disclosures

A whistleblower disclosure can be about various types of wrongdoing. For a person to qualify for protection under the Corporations Act, the whistleblower disclosure must be made by and to the correct person and be about misconduct or disclosable matters.

Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to CPT -

- ‘*misconduct*’ includes ‘fraud, negligence, default, breach of trust and breach of duty’;
- ‘*improper state of affairs or circumstances*’ is not defined in legislation and is intentionally broad. For example, it may not involve unlawful conduct in relation to CPT or an entity but may indicate a systemic issue that a relevant regulator should know about to properly perform its functions. It may also relate to business behaviour and practices that may cause consumer harm;
- ‘*Reasonable grounds to suspect*’ is based on the objective reasonableness of the basis for a discloser’s suspicion. A discloser’s motive or their personal opinion does not prevent that person from qualifying for protection. However, an allegation with no supporting information is not likely to be considered as having ‘reasonable grounds to suspect’.

‘*Disclosable matters*’ may also involve information involving CPT if the discloser has reasonable grounds to suspect that the information indicates CPT has engaged in conduct that contravenes any of the legislation set out in Appendix 1, is an offence under Commonwealth law punishable by 12 months or more in prison or represents a danger to the public or the financial system.

Examples of disclosable matters include -

- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities; or

- failure to comply with, or breach of, legal or regulatory requirements;
- information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system (even if it does not involve a breach of a particular law).

Disclosures that are not about disclosable matters do not qualify for protection

However, it is also important to note that a discloser can still qualify for protection even if their disclosure turns out to be incorrect.

Reports of personal work-related grievances are not eligible whistleblower disclosures and such disclosures should be made via **CPT's Policy A5 – Bullying, Harassment and Anti-Discrimination**.

Disclosure Process

To ensure protection, whistleblower disclosures must be made to an **eligible recipient**. Eligible recipients authorised to receive a whistleblower disclosure under this policy are –

- Chairman of CPT's Board; and
- CPT's Statutory Financial Auditor.

When a potential whistleblower contacts the WDO as advised in this policy, the WDO will provide the names and contact details of CPT's Eligible Recipients at that time.

Whistleblower disclosures may be made verbally or in writing and can be made anonymously. Alternatively, whistleblowers may provide their name and contact details when making their disclosure.

Disclosing to a non-eligible person may disqualify a potential whistleblower from protection. However, nothing in this policy prevents whistleblower disclosures being made to a person's own legal advisor.

Any person considering making a whistleblower disclosure may first raise their concerns with the WDO who must -

- assist the discloser or potential discloser with any concerns, and how those concerns might best be addressed including by way of a whistleblower disclosure;
- keep all discussions strictly confidential;
- if necessary, conduct all discussions anonymously; and
- ensure the provision of reasonable appropriate support and protection for the whistleblower (and any other persons who may be involved in the whistleblower disclosure).

The eligible recipients named above are authorised by CPT to receive whistleblower disclosures.

For all disclosures made to them, an eligible recipient will determine, in consultation with the WDO and after receiving legal advice if required, whether the whistleblower disclosure ought to be accepted and dealt with under this policy.

The eligible recipient may refuse to accept a whistleblower disclosure where, amongst other things:

- the alleged conduct or improper state of affairs is not a disclosable matter under relevant laws;
- the disclosure is obviously not made in good faith or is frivolous, vexatious or malicious;

- the whistleblower disclosure is made anonymously and there is insufficient information to allow the whistleblower disclosure to be properly investigated; and/or
- the subject matter of the whistleblower disclosure has previously been properly dealt with and/or resolved under this policy or otherwise.

Following consideration of a whistleblower disclosure, the eligible recipient may:

- suggest to the person making the whistleblower disclosure, that they can make the disclosure to another relevant agency, or suggest other avenues, including the Australian Tax Office or the Australian Federal Police, for redress; or
- accept the disclosure as a whistleblower disclosure and initiate the commencement of an investigation

In certain circumstances whistleblower disclosures may be made to other than CPT's eligible recipients for example, to ASIC, APRA, ATO or another Commonwealth body prescribed by regulation.

Further, 'public interest disclosures' and 'emergency disclosures' may be made to journalists or parliamentarians. There are strict requirements about these disclosures and while it is highly unlikely these disclosures will ever be made under this policy, they are noted here for completeness.

Investigations

Where an eligible whistleblower disclosure is received and accepted by either of CPT's eligible recipients, the eligible recipient receiving the disclosure will determine the most appropriate manner for investigating that disclosure with the WDO. This may include investigating the disclosure themselves, having the WDO investigate the disclosure, engaging a person or organisation external to undertake the investigation, or a combination of these measures. The WDO may co-opt one or more CPT staff to assist the investigation on a confidential basis.

The nature and subject matter of a whistleblower disclosure will determine the key steps involved in investigating a disclosure, including the timeframes. However, every investigation conducted by, or for, CPT under this policy will:

- be conducted as quickly as possible;
- seek to determine whether there is enough evidence to substantiate or refute the matters disclosed;
- be thorough, appropriate and free from conflicts of interest;
- not reveal the identity of the whistleblower, or information likely to lead to the identification of the whistleblower except as allowed under law or for the obtaining of legal advice in relation to the whistleblower disclosure; and
- provide the whistleblower with regular updates, (provided the person can be contacted including through anonymous channels).

During any investigation, no information which could lead to the identification of a discloser can or will be revealed (without the discloser's consent).

In the event a disclosure is incomplete, lacks detail, or is anonymous and the investigator is unable to contact the whistleblower, it may not be possible to complete an investigation.

The WDO will determine the most appropriate time to inform any individual who is the subject of a disclosure about the investigation, provided that they must inform the individual before any adverse finding is made against them.

Subject to any confidentiality restrictions (and as appropriate in the circumstances on completion of the investigation), the WDO will report the outcome to relevant stakeholders, including the whistleblower, any person whose conduct is the subject to investigation as a result of the whistleblower disclosure, and to the Board of CPT.

The disclosure, investigation, outcome and any recommendations (if appropriate) will be documented by the WDO for any further action and secure retention.

Protection for Whistleblowers

Under this policy any person who qualifies for whistleblower protection is entitled to:

- *identity protection (confidentiality)* - the identity of a discloser or information that is likely to lead to the identification of the discloser must be kept confidential, unless it is provided to ASIC, APRA, the AFP or to a legal practitioner for the purposes of obtaining legal advice or legal representation the law relating to whistleblowers.
- *protection from detrimental acts or omissions* – any conduct that causes a detriment or is a threat to the discloser is prohibited. Examples may include dismissal, alteration of duties, harassment, reputational damage or physical or psychological harm.
- *compensation and other remedies* – a whistleblower may seek compensation and other remedies through the courts if a) they suffer loss, damage or injury because of a disclosure, and b) CPT has failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.
- *civil, criminal and administrative liability protection* – in relation to their disclosure, a whistleblower is protected from a) civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation); b) criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information); and c) administrative liability (e.g. disciplinary action for making the disclosure).

These protections do not provide immunity for any misconduct a whistleblower has engaged in that is revealed in their disclosure.

Additional protections and support

The WDO will ensure that CPT takes all necessary action to ensure that whistleblowers are protected from any perceived, threatened or actual victimisation or reprisal action or detrimental action and will comply in all respects with its legal obligations in relation to any person making whistleblower disclosures. The WDO will also arrange for assistance and support to whistleblowers as appropriate and needed in each case.

CPT will also provide assistance and support and will ensure the fair treatment of any staff who are mentioned in a disclosure that qualifies for protection, including those who are the subject of the disclosure.



Appendix 1

The Australian Securities and Investments Commission Act 2001;

The Banking Act 1959;

The Financial Sector (Collection of Data) Act 2001;

The Insurance Act 1973;

The Life Insurance Act 1995;

The National Consumer Credit Protection Act 2009;

The SIS Act;

An instrument made under an Act referred to above