

WHISTLEBLOWERS POLICY REGISTRY DIRECT LIMITED ("Company")

Version: 1
Board Endorsement: 9 August 2017
Last Review Date: 30 June 2021
Next Review Date: 30 June 2022

1 Introduction and purpose

The Company is committed to promoting and supporting a culture of corporate compliance and ethical behaviour. The purposes of this Whistleblowers Policy (**Policy**) are to:

- encourage employees to raise any concerns and report instances of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;
- outline the mechanisms for the reporting and investigation of reported matters;
- outline the measures in place to protect a Whistleblower; and
- outline the additional procedures and protections that apply to Whistleblowers under the Corporations Act in relation to reporting of possible breaches of the Corporations Legislation. Section 5 of this Policy explains these procedures and protections.

It is expected that Employees will report known, suspected or potential cases of Reportable Conduct. Failures to raise issues could result in disciplinary action.

Capitalised terms used in this Policy are defined in the Schedule.

2 Scope

This Policy applies to all Employees who wish to report Reportable Conduct regarding the Company's activities. This Policy does not deal with staff grievances, which do not constitute Reportable Conduct.

3 Reporting Conduct

3.1 How to report conduct

Employees can report Reportable Conduct to:

- (a) their immediate senior officer; or
- (b) if the Employee feels unable to raise the Reportable Conduct with their senior officer, one of the Whistleblowers Protection Officers identified in section 3 of this of this Policy.

3.2 Whistleblowers Protection Officers

In addition to the immediate senior officer, the current Whistleblower Protection Officer nominated by the Company is the Company Secretary, who is currently Steuart Roe and can be contacted by email at registry@registrydirect.com.au.

3.3 Confidentiality of reported conduct

Reports will be kept confidential to the extent possible, subject to legal and regulatory requirements. Reports can be made anonymously if required by sending written reports directly to a Whistleblower Protection Officer. If an employee chooses to disclose Reportable Conduct anonymously, this may hinder the ability of the Company to fully investigate the matter. Further, it may in certain circumstances prevent the Whistleblower from accessing additional protection at law (refer to section 5 of this Policy). Disclosure that involves a threat to life or property, illegal activities or legal action against the Group may require actions that do not allow for complete anonymity.

4 Handling of reports

4.1 Timely review of reported conduct

All Reportable Conduct will be investigated by a Whistleblower Protection Officer on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for:

- (a) coordinating the investigation into any report received from a Whistleblower;
- (b) documenting and handling all matters in relation to the report and investigation; and
- (c) finalising all investigations.

The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Rights of the person who is alleged to have acted improperly

A person who is subject to an investigation is entitled to be:

- (a) informed as to the substance of any adverse comments that may be included in a report or other documents arising out of such investigation; and
- (b) given a reasonable opportunity to put their case to the Whistleblower Protection Officer who is investigating the report.

4.4 Whistleblower will be kept appropriately informed

The Whistleblower will be kept appropriately informed of the progress of the action taken in respect of their report. At the conclusion of the investigation, they will be informed of the outcome.

4.5 Confidentiality

The Company and the person receiving reports will not disclose particulars of reported matters that would suggest the identity of the Whistleblower without obtaining the Whistleblower's prior consent, subject to any requirements of applicable law. Any such disclosure to which the Whistleblower consents will be made on a strictly confidential basis.

All files and records created for the investigation will be retained under strict security. The unauthorised release of information without Whistleblower's consent to any person not involved in the investigation (other than the Audit & Risk Management Committee, as established by the board of directors from time to time) is a breach of this Policy, subject to any requirements of applicable law.

The Audit & Risk Management Committee will receive copies of all investigation reports from Whistleblower Protection Officers. Anonymity and confidentiality requirements will be observed by the Audit & Risk Management Committee.

5 Protection of Whistleblowers

5.1 General protection

Whistleblowers that report a concern in good faith under this Policy must not be personally disadvantaged by:

- (a) dismissal;
- (b) demotion;
- (c) any form of harassment;
- (d) discrimination; or
- (e) current or future bias.

The Whistleblower is not, however, protected from civil or criminal liability for any of his or her conduct, which may be revealed by the report. However, if the Whistleblower reports such conduct and actively cooperates in the investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions, which may be taken against them.

5.2 Protection under the Corporations Legislation

The Corporations Act provides additional protections in relations to the reporting of a possible contravention of the Corporations Legislation. A disclosure of information by a person qualifies for protection under the Corporations Act if:

- (a) the Whistleblower is an officer or Employee of a Group Company, a contractor (who has a contract for the supply of services or goods to the Company) or an employees of such a contractor;
- (b) the report is made to:
 - (i) ASIC;
 - (ii) the Company's auditor, or a member of the audit team;
 - (iii) a director, secretary or senior manager of the Company (for example, the immediate senior officer of the Whistleblower); or
 - (iv) a person authorised by the company to receive disclosures of that kind (that is, a Whistleblower Protection Officer);
- (c) the Whistleblower provides their name before making the report. Anonymous reports are not protected under the Corporations Legislation;
- (d) the Whistleblower has reasonable grounds to suspect that the information indicates that there has been a contravention of the Corporations Legislation by the Company or any of its officers or employees; and
- (e) the disclosure is made in good faith.

If these conditions are met, the Corporations Act provides the following protections to the Whistleblower:

- (f) The Whistleblower is not subject to any civil or criminal liability for making the disclosure. The Whistleblower is not, however, protected from civil or criminal liability for any of its conduct, which may be revealed by the report.
- (g) No contractual or other remedy may be enforced or exercised against a Whistleblower on the basis of disclosure, and a contract to which the Whistleblower is party may not be terminated on the basis that the disclosure constitutes a breach of the contract.
- (h) If the Company purports to terminate the employment of the Whistleblower on the basis of disclosure, a court may reinstate the Whistleblower to the same position or a position at a comparable level.
- (i) The Whistleblower is protected from the actual or threatened detriment because of the report and may receive compensation for any damages caused by such detriment.
- (j) Subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the Whistleblower's identity or information is likely to lead to identification of the Whistleblower.

6 Other matters

6.1 Amendment of Policy

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

6.2 Adoption of Policy and Board review

The Board will review this Policy periodically. The Company Secretary will communicate any amendments as appropriate.

Schedule

Definitions

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

Corporations Act means Corporations Act 2001 (Cth).

Corporations Legislation has the meaning given to the term in section 9 of the Corporations Act, and includes the Corporations Act and Australian Securities and Investments Commission Act 2001 (Cth).

Employees include any director, secretary, officer, employee, secondee or contractor of the Company.

Group means the Company and its subsidiaries.

Reportable Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes conduct that:

- is against the law or is a failure by the Company to comply with any legal obligation;
- is unethical or breaches the Company's Policies or Code of Conduct;
- is dishonest, fraudulent or corrupt;
- is coercion, harassment, victimisation or discrimination;
- is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company);
- is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental; damage, health risks or substantial wasting of company resources;
- may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company; or
- involves any other serious impropriety.

Whistleblower means an Employee who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company/Group.

Whistleblower Protection Officer means an immediate senior officer of the Whistleblower or other person nominated by the Company whose key responsibilities include protecting Whistleblowers who report concerns under this Policy. The name and contact details of the Company's current Whistleblower Protection officer, other than the immediate senior officer, are identified in section 3 of this Policy.