

# **CCP Technologies Limited**

ACN: 009 213 754

## **Whistleblower Policy**

**December 2019**

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## 1. About this Document

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### 1.1 Introduction

#### (a) Background

CCP Technologies Limited (**CCP** or **Company**) is an ASX listed public company that has subsidiaries across Australia and India (collectively, **Group**). The Group specialises in Internet of Things (IoT) product development and product management. Policies are applied consistently across the Group, however, where jurisdictional differences arise, particularly in relation to supervisory and/or regulatory obligations, it is necessary to implement additional policies to the relevant areas of the business.

CCP has obligations under the *Corporations Act 2001* (Cth) (the **Act**) and as an ASX listed public company, is required to have an appropriate whistleblower policy in place.

#### (b) Purpose

CCP is committed to the highest standards of conduct and ethical behaviour across its Group and promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

CCP recognises the important role whistleblowers play in identifying wrongdoing or conduct that is not consistent with CCP's Risk Appetite, Code of Conduct and various regulatory obligations across the Group.

This policy provides a confidential and secure process for receiving, advising, handling and addressing wrongdoing which may otherwise go undetected.

CCP encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Group businesses.

The purpose of this policy includes:

- (i) encouraging more disclosures of wrongdoing;
- (ii) helping deter wrongdoing;
- (iii) ensuring individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- (iv) ensuring disclosures are dealt with appropriately and promptly; and
- (v) providing transparency around CCP's framework for receiving, handling and investigating disclosures.

**(c) Scope**

This policy covers all of CCP's business activities, including related entities within the Group.

**(d) Audience**

This policy applies to all executive directors, non-executive directors, officers, staff and related entities of CCP. Where there exists certain regional or jurisdictional differences in respect of whistleblower obligations, all attempts must be made to implement an approach which is consistent with the policy. Where necessary, exceptions may be approved by the relevant officer with authority for maintaining and implementing this policy.

**2. Policy Content**

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**2.1 CCP commitment**

CCP is committed to excellence in quality of products, openness to ideas and concerns, honesty and accountability of all who make it successful. In an effort to achieve this commitment, the Company seeks to establish a policy that complies with applicable laws and practices to encourage reporting of illegal and undesirable conduct and that will protect it and its stakeholders against conduct such as dishonesty or fraud.

CCP's commitment 'to a culture of corporate compliance and ethical behaviour' is seen as a benefit to everyone who has contact with the Company including employees, directors, shareholders and customers.

**2.2 Who this policy applies to**

Disclosers who can make a disclosure that qualifies for protection under the Act are called 'eligible whistleblowers'.

**(a) Eligible whistleblowers**

An eligible whistleblower is an individual who is, or has been, any of the following in relation to CCP:

- (i) an officer or employee;
- (ii) a supplier of services or goods, including their employees;
- (iii) a customer;
- (iv) an associate; or
- (v) a relative, dependant or spouse of any of the above.

## 2.3 Matters this policy applies to

Disclosures about 'disclosable matters' will qualify for protection under the Act.

### (a) 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 the Company or its related entities.

#### (i) Misconduct

Misconduct includes fraud, negligence, breach of trust and breach of duty.

#### (ii) Improper state of affairs or circumstances

Misconduct or an improper state of affairs or circumstances may not involve unlawful conduct in relation to the Company or its related entities but may indicate a systemic issue that the relevant regulator should know about to perform its functions. It may also relate to business behaviour and practices that may cause consumer harm.

#### (iii) Reasonable grounds to suspect

Reasonable grounds to suspect is based on the objective reasonableness of the discloser. A mere allegation with no supporting information is not likely to be considered as having reasonable grounds to suspect. Objective reasonableness does not require a discloser to prove their allegations.

### (b) Other Disclosable Matters

Disclosable matters also involve information about CCP, if the discloser has reasonable grounds to suspect that the information indicates CCP has engaged in conduct that:

- (i) constitutes an offence against, or a contravention of, a provision of any of the following:
  - (A) the Act;
  - (B) the *Australian Securities and Investments Commission Act 2001* (Cth);
  - (C) the *Banking Act 1959* (Cth);
  - (D) the *Financial Sector (Collection of Data) Act 2001* (Cth);
  - (E) the *Insurance Act 1973* (Cth);

- (F) the *Life Insurance Act 1995* (Cth);
- (G) the *National Consumer Credit Protection Act 2009* (Cth);
- (H) the *Superannuation Industry (Supervision) Act 1993* (Cth);
- (I) an instrument made under an act referred to above;
- (ii) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- (iii) represents a danger to the public or the financial system; or
- (iv) is prescribed by regulation.

**(c) Examples of disclosable matters as they relate to business operations and practices**

This policy covers the following types of wrongdoing:

- (i) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;
- (ii) fraud, money laundering or misappropriation of funds;
- (iii) offering or accepting a bribe;
- (iv) financial irregularities;
- (v) failure to comply with, or breach of, legal or regulatory requirements; and
- (vi) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

**(d) Disclosable matters may include conduct that does not contravene a particular law**

Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law.

**(e) False reporting**

CCP strongly encourages the reporting of any disclosable matters where there are reasonable grounds to suspect wrongdoing or misconduct. However, individuals who deliberately submit false reports are not afforded protection under the Act. Deliberate false reports involve a discloser reporting information they know to be untrue. It does not include situations where a discloser

reasonably suspects misconduct, but the suspicions are later determined to be unfounded.

## 2.4 Matters this policy does not apply to

### (a) Personal work-related grievances

Personal work-related grievances do not qualify for protection under the Act. These are grievances that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

- (i) have any other significant implications for CCP; or
- (ii) relate to any conduct, or alleged conduct, about a disclosable matter.

#### Examples

Examples of personal work-related grievances include:

- (i) an interpersonal conflict between the discloser and another employee;
- (ii) a decision that does not involve a breach of workplace laws;
- (iii) a decision about the engagement, transfer or promotion of the discloser;
- (iv) a decision about the terms and conditions of engagement of the discloser; or
- (v) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

#### Exemptions

However, a personal work-related grievance may still qualify for protection if:

- (i) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (**mixed report**);
- (ii) CCP has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- (iii) the discloser suffers from or is threatened with detriment for making a disclosure; or

- (iv) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Act.

### **Raising grievances that are not covered by this policy**

Should a discloser have any grievance related to their current or former employment that is not addressed by this policy, the discloser should report their concerns to:

General Manager

Level 7, 420 Collins Street, MELBOURNE VIC 3000

Phone: 1800 100 227

## **2.5 Who can receive a disclosure**

### **(a) Eligible recipients within CCP**

A discloser must make a disclosure directly to one of CCP's 'eligible recipients' to qualify for protection as a whistleblower under the Act.

- (i) Eligible recipients at CCP include:
  - (A) an 'officer' or 'senior manager' of CCP or its related bodies corporate;
  - (B) the internal or external auditor or actuary of CCP or its related bodies corporate; and
  - (C) a person authorised by CCP to receive disclosures that may qualify for protection.

### **(b) Disclose to CCP in the first instance**

CCP's priority is to identify and address wrongdoing and misconduct as early as possible. The Company encourages its employees and external disclosers to make a disclosure directly to CCP in the first instance and is committed to ensuring the safety and protection of individuals in doing so. However, disclosures can be made to certain external parties or directly to regulatory bodies and qualify for protection under the Act without making a prior disclosure to CCP.

### **(c) Legal Practitioners**

Disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act are protected (even in the event the legal practitioner concludes that a disclosure does not relate to a disclosable matter).



**(d) Regulatory bodies and other external recipients**

Disclosures of information relating to disclosable matters can be made to ASIC, APRA or another Commonwealth body prescribed by regulation and qualify for protection under the Act.

**(e) Public interest disclosures and emergency disclosures**

In certain circumstances, disclosures can be made to a journalist or parliamentarian and qualify for protection under the whistleblower provisions of the Act.

**(i) Public interest disclosure**

A public interest disclosure is the disclosure of information to a journalist or a parliamentarian, where:

- (A) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (B) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (C) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (D) before making the public interest disclosure, the discloser has given written notice to the body that:
  - (I) includes sufficient information to identify the previous disclosure; and
  - (II) states that the discloser intends to make a public interest disclosure.

**(ii) Emergency disclosure**

An emergency disclosure is the disclosure of information to a journalist or parliamentarian, where:

- (A) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (B) 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;

- (C) before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
    - (I) includes sufficient information to identify the previous disclosure; and
    - (II) states that the discloser intends to make an emergency disclosure; and
  - (D) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.
- (f) **Seek advice before making a public interest disclosure or emergency disclosure**

It is important to understand the criteria for making a public interest or emergency disclosures. CCP recommends that you seek independent legal advice before doing so.

## 2.6 How to make disclosure

### (a) Internal and External Disclosure

CCP has nominated eligible recipients to receive disclosures about disclosable matters.

#### **Group Company Secretary**

Phone: 1800 100 227

Email: [terri@ccp-network.com](mailto:terri@ccp-network.com)

Post: Company Secretary

CCP Technologies Limited

Level 7, 420 Collins Street

MELBORNE VIC 3000

#### **Group Legal Counsel**

Phone: (03) 9640 0400

Email: [whistleblower@nrlawyers.com.au](mailto:whistleblower@nrlawyers.com.au)

Post: CCP Disclosure Officer

Nicholson Ryan Lawyers  
Level 7, 420 Collins Street  
MELBOURNE VIC 3000

The Company encourages individuals wishing to make a disclosure to do so to the above Discloser Officers, but a discloser can make a report to any eligible person, including officers and senior managers of the Company, External Auditors or regulatory bodies as disclosed elsewhere in this policy.

**(b) Anonymous disclosures**

Disclosures can be made anonymously and still be protected under the Act.

A discloser can choose to remain anonymous while making a disclosure over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity during follow-up conversations. However, a discloser who wishes to remain anonymous should maintain ongoing two-way communication with whom they make a disclosure to so the individual/officer can ask follow-up questions or provide feedback.

CCP will adopt a pseudonym for all anonymous disclosers that will be gender neutral.

**2.7 Legal protections for disclosures**

The following protections apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Act.

**(a) Identity protection (confidentiality)**

- (i) A person cannot disclose the identity of a discloser or information that is likely to lead to the identification of the discloser. The exception to this is if a person discloses the identity of the discloser:
  - (A) to ASIC, APRA or a member of the Australian Federal Police;
  - (B) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Act);
  - (C) to a person or body prescribed by regulations; or
  - (D) with the consent of the discloser.

- (ii) A person can disclose the information contained in a disclosure with or without the discloser's consent if:
  - (A) the information does not include the discloser's identity;
  - (B) all reasonable steps are taken to reduce the risk that the discloser will be identified from the information; and
  - (C) it is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal to identify a discloser, or disclose information that is likely to lead to the identification of the discloser, outside the above exceptions.

**(b) Protection from detrimental acts or omissions**

- (i) A person cannot engage in conduct that causes detriment to a discloser, in relation to a disclosure, if:
  - (A) the person believes or suspects that the discloser made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
  - (B) the belief or suspicion is the reason, or part of the reason, for the conduct.
- (ii) In addition, a person cannot make a threat to cause detriment to a discloser in relation to a disclosure. A threat may be express or implied, conditional or unconditional. A discloser need not fear whether or not the threat will be carried out, in order for the conduct to be considered a threat.
- (iii) Detrimental conduct and threats include:
  - (A) dismissal of an employee;
  - (B) injury of an employee in his or her employment;
  - (C) alteration of an employee's position or duties to his or her 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.

**(c) Actions that are not detrimental conduct**

Detrimental conduct does not include administrative action that is reasonable to protect a discloser from detriment (e.g. when the disclosure relates to wrongdoing in the discloser's immediate work area). Protecting a discloser from detriment also does not prevent the management of unsatisfactory work performance, if the action is in line with the performance management framework. Accordingly, CCP must ensure a discloser understands the reason for any administrative or management action.

**(d) Compensation and other remedies**

Eligible whistleblowers can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and CCP failed to prevent a person from causing the detriment. Eligible whistleblowers should seek independent legal advice as necessary.

**(e) Civil, criminal and administrative liability protection**

Eligible whistleblowers are protected from any of the following in relation to their disclosure:

- (i) civil liability;
- (ii) criminal liability; and
- (iii) administrative liability.

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

**(f) Support and practical protection for disclosers**

- (i) Identity protection (confidentiality)

CCP will implement the following measures for protecting the confidentiality of a discloser's identity:

- (A) all personal information or reference to the discloser witnessing an event that could potentially identify the discloser will be redacted;
- (B) the discloser will be referred to in a gender neutral context;

- (C) where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
- (D) disclosures will be handled and investigated by qualified staff.

(ii) Secure record-keeping and information-sharing processes

To ensure the identity of disclosers and information relating to disclosure are adequately protected CCP will ensure that:

- (A) all paper and electronic documents and other materials relating to disclosures are stored securely;
- (B) access to all information relating to a disclosure will be limited to those directly managing and investigating the disclosure;
- (C) only a restricted number of people who are directly handling or investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser;
- (D) communications and documents relating to the investigation of a disclosure will only be sent to authorised email addresses; and
- (E) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

(iii) Protection from detrimental acts of omissions

CCP will implement measures for protecting disclosers from detriment, including:

- (A) processes for assessing the risk of detriment against a discloser and other persons, which will commence as soon as possible after receiving a disclosure;
- (B) support services, including counselling, if deemed necessary;
- (C) strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- (D) actions for protecting a discloser from risk of detriment;

- (E) processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure; and
- (F) procedures on how a discloser can lodge a complaint if they have suffered detriment.

**(g) Handling and Investigating Disclosure**

**(i) Handling a disclosure**

CCP will assess each disclosure to determine whether:

- (A) it qualifies for protection; and
- (B) a formal, in-depth investigation is required.

**(ii) Investigating a disclosure**

- (A) All reports relating to a disclosable matter made by an eligible whistleblower and received by an internal eligible recipient, or where an external party informs an officer or senior manager within the Group of a disclosable matter that was reported by the eligible whistleblower directly to the external party, must be investigated thoroughly and completely so as to appropriately substantiate or refute the information disclosed.
- (B) Detailed records of the disclosable matter must be maintained in a secure and confidential manner, including the report/disclosure itself, investigations undertaken, actions taken to address and further correspondence with the discloser in relation to the progress of the matter.
- (C) Where investigations substantiate the disclosure in terms of the occurrence of wrongdoing or misconduct, a suitable response and actions to address must be implemented in a timely manner. Each disclosure will be acknowledged within a reasonable period after the disclosure is received, if the discloser can be contacted (including through anonymous channels).
- (D) Findings from investigations will be documented and reported to the Company Secretary and Chair of the Board. A summary of the outcomes of the investigation will also be provided to the discloser, upon completion of investigations, when appropriate.
- (E) Where a disclosable matter that is reported relates to the conduct of an individual that could otherwise be an eligible recipient, the matter must be investigated with sufficient

independence. Where necessary, this may involve engaging a Member of the Board to handle the matter.

**(h) Ensuring fair treatment of individuals mentioned in a disclosure**

CCP will adopt the following measures for ensuring fair treatment of individuals mentioned in a disclosure:

- (i) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- (ii) each disclosure will be assessed and may be the subject of an investigation;
- (iii) the objective of the investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- (iv) when an investigation needs to be reported, the process will be objective, fair and independent;
- (v) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required; and
- (vi) an employee who is the subject of a disclosure may contact the entity's support services (e.g. counselling).

**(i) Ensuring the policy is easily accessible**

CCP will ensure that this policy is made available to employees and officers as follows:

- (i) holding briefing sessions for Senior Managers and Officers of the Company;
- (ii) posting the policy on the staff intranet or other staff communication platforms; and
- (iii) incorporating the policy in employee induction information packs for new starters.

This policy will also be made available on the CCP website.

**3. Authority and Approval**

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**3.1 Approval**

This policy has been approved by CCP's Board of Directors (the **Board**).

**3.2 Authority**



The Company Secretary is authorised to implement, review and monitor the ongoing compliance with the policy.

### **3.3 Review**

- (a) This policy must be reviewed at least once every two years, or in the event of material changes to regulations or the business which affect the scope of the policy or its implementation.
- (b) The review must be undertaken by a person authorised to do so and the Board must be notified of the outcome of each review.
- (c) Any changes to this Policy must be approved by the Board prior to implementation.