

adaptalift **GROUP**

Policy

Whistleblower Policy



13 22 54



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DOCUMENT PURPOSE

At *Adaptalift*, we are guided by our company values. These values are the foundation of how we conduct ourselves and interact with each other, our customers, our members, our suppliers and our shareholders and other stakeholders.

Adaptalift is committed to ensuring corporate compliance and promoting ethical corporate culture by observing the highest standards of fair dealing, honesty and integrity in our business activities.

Adaptalift encourages all employees to speak up if they see behaviour that does not adhere to or align with *Adaptalift's* corporate values or **Code of Conduct** or to report any instances of suspected unethical, illegal, corrupt, fraudulent or undesirable conduct involving *Adaptalift's* business. To this end, it is committed to a thorough Whistleblower Program that provides an environment allowing all personnel to safely report conduct contrary to *Adaptalift's* policies and values and allows for such reporting without fear of victimisation or reprisal.

This *Whistleblower Policy* is an important tool for helping *Adaptalift* to identify wrongdoing or activity that is illegal and that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.

INTENDED AUDIENCE – SCOPE

This *Policy* applies to the activities of all lines of business and operation at *Adaptalift* (and all its associated and/or related entities). This includes, without limitation, Speedshield Technologies Pty Ltd and all entities that form part of the *Adaptalift Group of Companies*.

DOCUMENT CONTROL

This document is regularly updated to reflect current work practices (and will be reviewed at least once every two years). Please refer to the online copy of this document on the respective *Adaptalift Group* company's intranet site to ensure you are reviewing the current procedures. Any offline or printed copies are considered as uncontrolled and potentially out of date.

Release Date	Date of Last Amendment	Reason for Amendment
1/1/2020	N/A	Official release

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OVERVIEW

Further to the Purpose above, this *Policy* is implemented to provide an important tool for helping *Adaptalift* to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing. It is provided to ensure that we are complying with our legal and regulatory requirements.

It is also implemented to ensure that those persons to whom this *Policy* relates are free to report any unethical, illegal or improper conduct without fear of victimisation or reprisal (whether physical, financial or otherwise).

COMMUNICATION OF THIS POLICY

A copy of this *Policy* will be made available on *Adaptalift's* website and in any other way that will ensure it is available and easily accessible by those to whom this policy applies.

It will also be provided:

- to all directors, officers and area managers within Adaptalift;
- to all employees and contractors as part of their commencement and safety induction; and
- to all employees and contractors who request a copy of it.

POLICY

1. DEFINITIONS

In this *Policy*:

Word	Meaning
<i>Adaptalift</i>	Means Adaptalift Group Pty Ltd (ACN 605 149 568), Adaptalift Corporation Pty Ltd (CAN 633 940 931) and includes any <i>Associated Entities</i> and/or <i>Related Bodies Corporate</i> of Adaptalift, including any entities that are part of the Adaptalift Group
<i>Adaptalift Group</i>	Means all entities that are part of the Adaptalift Group of Companies, including (without limitation) Moduware Pty Ltd (ACN 616 363 565), Speedshield Technologies Pty Ltd (ACN 111 968 275) and Peter Charles Investments Pty Ltd (ACN 006 628 815) and the <i>Associated Entities</i> and/or <i>Related Bodies Corporate</i> of these entities
<i>Associated Entity</i>	Has the meaning given to that term by section 50AAA of the <i>Corporations Act 2001</i>
<i>Board</i>	Means the board of directors and company secretary of <i>Adaptalift</i> (and any of <i>Adaptalift's Associates</i> or <i>Related-Body Corporates</i>)
<i>Detrimental Conduct</i>	Means and includes actual or threatened conduct including the following (without limitation):

	<ul style="list-style-type: none"> (a) being terminated or having their employment come to an end because of the making of the <i>Whistleblower Report</i> or disclosure; (b) injury of any employee in their employment or alteration of their duties to their disadvantage (including demotion); (c) discrimination; (d) harassment, bullying or intimidation; (e) victimisation; (f) harm or injury (including physical and psychological harm); (g) damage to a person’s property, reputation and/or business or financial position; and/or (h) any other action that is or can be perceived as being retaliation for making a <i>Whistleblower Report</i>
Disclosable Matter	Means any matter that is a disclosable matter as set out in clause 4 of this <i>Policy</i>
Eligible Recipient	Means the person set out in clause 6 of this <i>Policy</i> , being the person(s) to whom a <i>Whistleblower Report</i> is to be made
Eligible Whistleblower	Means any of the persons listed at clause 3 of this <i>Policy</i>
Non-Disclosable Matter	Means any matter that is not a disclosable matter and therefore is not a matter to be the subject of a <i>Whistleblower Report</i> , being the matters set out in clause 5 of this <i>Policy</i>
Personal Work-Related Grievance	<p>Means a grievance about any matter that relates to the current or former employment or engagement of an individual at <i>Adaptalift</i> that has personal implications for you solely but no other significant implications for <i>Adaptalift</i> (or is otherwise not conduct that is a <i>Disclosable Matter</i>). Examples of a personal work-related grievance would include (without limitation):</p> <ul style="list-style-type: none"> (a) an interpersonal conflict between you and another employee; (b) a decision relating to the engagement, transfer or promotion of a person (including you) that has or may have implications on you personally or affect you personally; (c) a decision relating to the terms and conditions of engagement of either yourself or another staff member; or (d) a decision to suspend or terminate the engagement of either you or another staff member or otherwise to discipline you or that other staff member.
Related Body Corporate	Has the meaning given to that term by section 50 of the <i>Corporations Act 2001</i>
Whistleblower Investigation Officer	Means <i>Adaptalift’s</i> internal Legal and General Counsel or, if none exist, <i>Adaptalift’s</i> external lawyers
Whistleblower Protection Officer	Means the person appointed by <i>Adaptalift</i> to be the Whistleblower Protection Officer, being the Company Secretary of <i>Adaptalift</i> as at the date that the <i>Whistleblower Report</i> is made
Whistleblower Report	Means a report or disclosure made by an <i>Eligible Whistleblower</i> to an <i>Eligible Recipient</i> in respect of a <i>Disclosable Matter</i> and otherwise made in accordance with this <i>Policy</i>

2. DISCLOSURES THAT QUALIFY FOR PROTECTION

If you make a *Whistleblower Report*, you will qualify for protection if you are an *Eligible Whistleblower* and your report is a *Disclosable Matter* that is made directly to an *Eligible Recipient*.

3. ELIGIBLE WHISTLEBLOWER

You are an *Eligible Whistleblower* if you are, or have been, any of the following with respect to *Adaptalift*:

- an employee;
- an officer or director;
- a contractor (including sub-contractors and employees of contractors/sub-contractors);
- a supplier (including employees of suppliers);
- a consultant
- an auditor;
- an associate (as that term is defined in the *Corporations Act 2001*); and
- a relative, dependant, spouse, or dependant of a spouse of any the above.

4. DISCLOSABLE MATTERS

If in good faith you have reasonable grounds to suspect that any person has engaged in any of the following behaviour or conduct (including whether it is illegal or not), you should make a *Whistleblower Report* in accordance with this *Policy*:

- (a) dishonest, fraudulent and/or corrupt conduct;
- (b) illegal conduct (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property);
- (c) unethical conduct, including any breach of *Adaptalift's* policies or any oppressive or grossly negligent conduct;
- (d) discriminatory conduct;
- (e) any conduct that creates an unsafe toxic working environment;
- (f) any conduct that is causing, or may potentially cause, damage to *Adaptalift*, its employees or a third party (whether causing financial or non-financial loss);
- (g) misconduct or an improper state of affairs;
- (h) bribery;
- (i) conduct that is a danger, or represents a danger to, the public or financial system (including harm to any consumers);
- (j) conduct that is or would be seen as harassment, discrimination, victimisation and bullying;
- (k) conduct that is a breach of the *Corporations Act 2001* or other Commonwealth law that is punishable by imprisonment of 12 months or more

A *Disclosable Matter* does not encompass any matter that is a *Non-Disclosable Matter*.

5. NON-DISCLOSABLE MATTERS

Not all matters will qualify for protection under this *Policy*, although they may still be protected under other legislation (for example, under the *Fair Work Act 2009*). If you are unsure whether the disclosure falls within this *Policy* or some other legislation, you should get your own legal advice prior to making the disclosure.

Generally speaking, a disclosure that is a *Personal Work-Related Grievance* is not covered by this *Policy* and would therefore not qualify for protection under this *Policy*. However, there may be instances where it will still apply, such as where the concern:

- (a) also includes information about misconduct (a mixed report);
- (b) relates to detriment caused to you as a result of you raising a concern under this *Policy* regarding a *Disclosable Matter*; or
- (c) relates to breach of a law of the Commonwealth, including that punishable by 12 months imprisonment or more, or which represents a danger to the public or the financial system.

You can still qualify for protection under this *Policy* even if your disclosure turns out to be incorrect. We encourage you to make a *Whistleblower Report* where in good faith you have reasonable grounds to believe that a *Disclosable Matter* exists. We also strongly encourage you to seek your own legal advice if you are unsure whether a matter is a *Disclosable Matter* or a *Non-Disclosable Matter*.

6. ELIGIBLE RECIPIENT(S)

You may make a *Whistleblower Report* that qualifies for protection directly to an *Eligible Recipient*.

An *Eligible Recipient* is any of the following persons, which can be reported to by the following channels:

- (a) speaking to or emailing the *Whistleblower Protection Officer* at whistleblower@adaptalift.com.au; or
- (b) making a report to an officer of *Adaptalift* (i.e. a director or the CEO) or any leadership team member or other senior manager; or
- (c) speaking to an auditor or any member of an audit team conducting an audit on behalf of *Adaptalift*; or
- (d) making a report to *Adaptalift's* external legal referrer, being the person listed below: or

Mr John Voyage

(P): 0438 074 109

(E): JohnVoyageConsulting@gmail.com

- (e) making a report to the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA); or
- (f) a local parliamentarian or public body where the disclosure is in the public interest or there is urgency in making the disclosure (see below).

An *Eligible Recipient* will safeguard your interests and will ensure the integrity of the reporting mechanism and *Adaptalift's* compliance with this *Policy*.

Public Interest and Urgent Disclosures

You may make a disclosure to your local parliamentarian or public body (including a journalist who is working in a professional capacity as a journalist for a newspaper, magazine, radio or television broadcasting service that is doing it in the public interest) if there is a public interest or urgency to make the disclosure due to the conduct or wrongdoing being of such gravity and urgency that such action is necessitated. A public interest and emergency disclosure can only be made if:

- (a) you have previously made disclosure to (at least) ASIC and/or APRA;
- (b) at least 90 days has passed since this disclosure has been made;
- (c) you have reasonable grounds to believe that making a further disclosure to the persons set out above is required;
- (d) you have given written notification, including sufficient information to identify the previous disclosure to the person or entity to whom the previous disclosure was made, that you intend to make a public interest disclosure; and
- (e) the extent of the information you disclose is no more than is necessary to inform the recipient of the conduct the subject of the disclosure.

7. LODGING A WHISTLEBLOWER REPORT

When making a *Whistleblower Report* to an *Eligible Recipient* or interacting with the *Eligible Recipient* during the investigation of a *Whistleblower Report*, you may choose to remain anonymous, including after the investigation has closed. At any time you can identify yourself, but this is your choice and at no point do you need to do this or will you be forced to give your identity. You can refuse to answer questions that you feel could reveal your identity at any time, including during follow-up conversations. If you wish to remain anonymous, you should nevertheless maintain an open two-way communication channel so that follow-up questions can be made and feedback can be provided (including as to the status of any investigation).

If you make a *Whistleblower Report* and you decide to disclose your identity, *Adaptalift* will nevertheless protect your identity to ensure (as far as reasonably possible) that you do not suffer any detriment. *Adaptalift* will only disclose your identity in the circumstances described under 'Anonymity' below. Further, your details and the fact of your disclosure will otherwise be subject to *Adaptalift's* privacy policies, which will include (without limitation) the following steps being undertaken to protect your identity:

- referring to you with gender neutral language;
- redacting any of your personal details in a *Whistleblower Report*;
- ensuring that disclosures are handled and investigated by the *Eligible Recipient*;
- all paper and electronic documents and other materials relating to the disclosures will be stored securely;
- access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of your identity (if you agree with that) or information that is likely to lead to the identification of you as a discloser; and

- each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality arrangements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

If you do not feel comfortable making an internal report to the *Whistleblower Protection Officer*, or if you have made an internal report to the *Whistleblower Protection Officer* but no action has been taken within a reasonable time, the external reporting lines set out in (c) – (e) above may be used by you.

8. THE INVESTIGATION PROCESS

The following process sets out what will happen if the *Whistleblower Report* is reported to a *Whistleblower Protection Officer*.

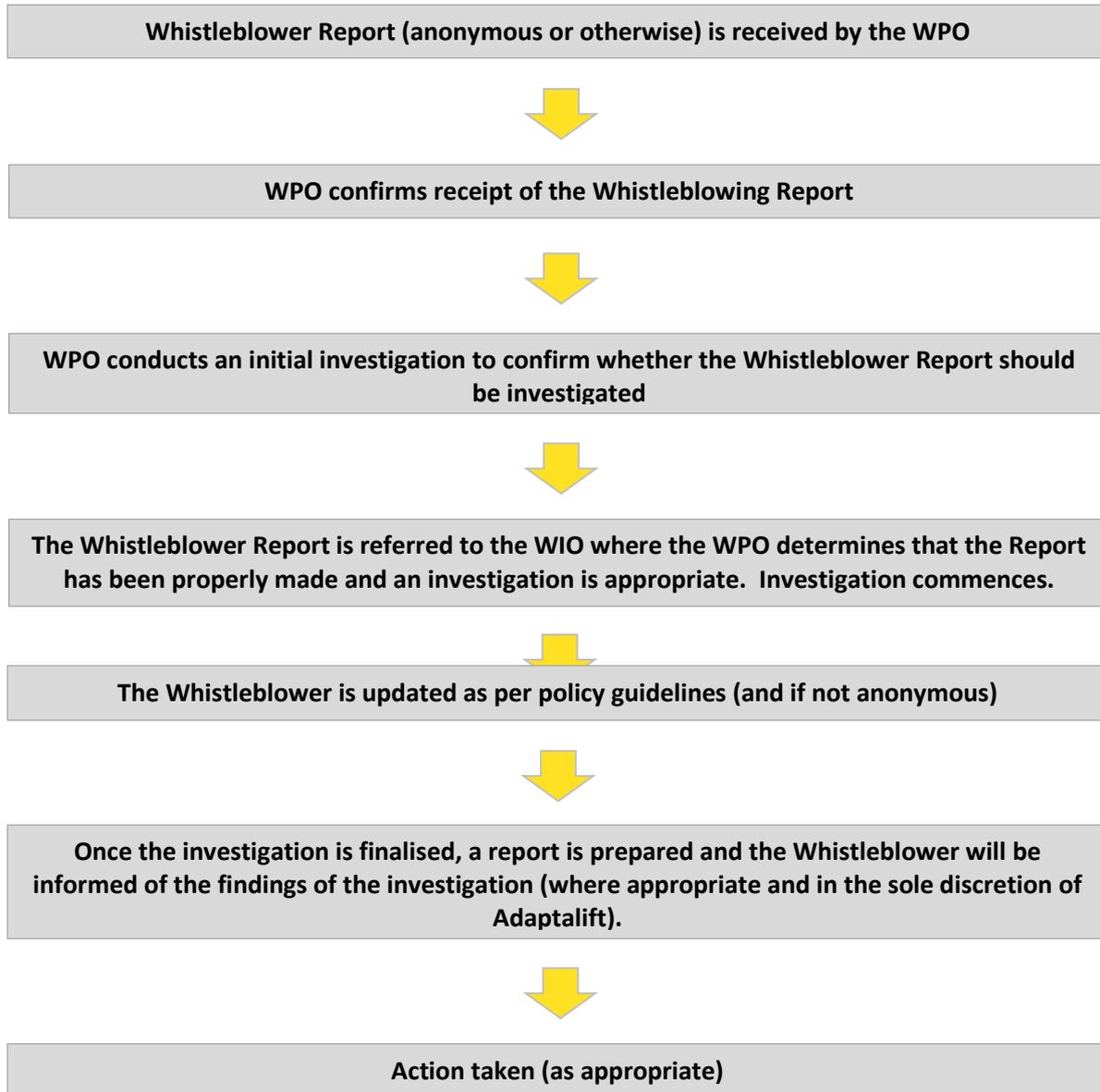
Once a *Whistleblower Report* has been received, the *Whistleblower Report* will be assessed by the *Whistleblower Protection Officer* who will then determine next steps that need to be taken (for example, to determine whether the *Whistleblower Report* relates to a *Disclosable Matter* and what the scope of the investigation may be).

For the purposes of this *Policy*, the *Whistleblower Protection Officer* reports directly to the *Board*.

Where the *Whistleblower Report* requires investigation, it will be referred to the *Whistleblower Investigation Officer* for investigation. If the *Whistleblower Report* is a report that involves or is made in respect of either the *Whistleblower Protection Officer* or the *Whistleblower Investigation Officer*, then the *Eligible Recipient* and/or the *Board* will appoint an appropriate other person or external person to conduct the investigation.

All investigations will be conducted in a fair, independent and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation. The flowchart below sets out the steps taken once a *Whistleblower Report* is received.

If the *Whistleblower Report* is given by you without anonymity, you will be contacted by the *Whistleblower Protection Officer* and/or the *Whistleblower Investigation Officer* to discuss the investigation process, the fact that it has been received, and provide you with an update on its status and progression. To the extent permitted by law, the *Whistleblower Protection Officer* may inform you and/or a person against whom allegations have been made of the findings of the investigation.



Any *Whistleblower Report* and any investigation conducted in respect of the *Whistleblower Report* remains the property of *Adaptalift* at all times, including after the investigation has been completed.

Using Third Parties

Adaptalift, the *Whistleblower Protection Officer* and/or the *Whistleblower Investigation Officer* may utilise third parties to assist it in carrying out certain activities under this *Policy*. These third parties include:

- a third party whistleblowing platform to leverage technologies supporting *Adaptalift* to keep the identity of the *Eligible Whistleblower* anonymous (if required). This platform may allow for two-way, anonymous communication as well as case management and data protection features;
- accounting firms who may be able to undertake a forensic investigation of certain *Reports*; and/or

- investigative firms to investigate specific cases where *Adaptalift* does not have the required skills in-house.

Any third parties utilised this way will be given a copy of this *Policy* and required to comply with this *Policy* as though it applied to them. The use of any third parties (where required) does not constitute a breach by *Adaptalift* of this *Policy*.

9. ESCALATION / DISPUTE RESOLUTION

If the *Eligible Whistleblower* is not satisfied with a decision of *Adaptalift* or the *Whistleblower Protection Officer* or the *Whistleblower Investigation Officer* (including a decision not to conduct an investigation into the *Whistleblower Report*), the *Eligible Whistleblower* may escalate this to Mr John Voyage, *Adaptalift's* external legal referral office under this *Policy*. The *Eligible Whistleblower* should provide this escalation in writing so that a formal review can take place.

Mr Voyage is entirely independent to the business and operations of *Adaptalift*. His only involvement with *Adaptalift* is as external legal referral under this *Policy*. His contact details can be found at section 6 above.

Whilst Mr Voyage will review any request, he is under no obligation to commence or reopen an investigation. If Mr Voyage concludes that an investigation was not appropriate or that the findings of any investigation were reasonable and appropriate, this decision is final and binding and the matter will be considered to be concluded.