

# WHISTLEBLOWER POLICY

MAY 2021

## Purpose

Collgar Wind Farm Pty Ltd (“Collgar” or “the Company”) is committed to maintaining the highest standards of conduct, accountability and ethical behaviour in all its business activities. The Company promotes and supports an environment where employees and stakeholders have absolute trust and confidence that Collgar is behaving honestly and with integrity.

The Whistleblower Policy (the “Policy”) forms part of Collgar’s risk management and governance framework and is an important tool for identifying and deterring wrongdoing. Collgar encourages the reporting of any instances of suspected unethical, illegal, fraudulent, suspicious, improper or undesirable conduct.

The Policy clarifies the procedure for reporting a concern and outlines Collgar’s framework for receiving, handling and investigating disclosures, ensuring concerns are dealt with appropriately and in a timely manner. The measures available ensure individuals who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal. The Policy also provides information on the statutory protections available for disclosures about certain types of reportable conduct which are made in accordance with the requirements in the *Corporations Act 2001* (Cth) (“Corporations Act”) and the *Taxation Administration Act 1953* (Cth) (“Taxation Administration Act”).

The Policy is instrumental in supporting the Company’s long-term sustainability and reputation, while ensuring ongoing corporate governance and compliance with legal and regulatory obligations.

## What is whistleblowing?

Whistleblowing is the disclosure of certain information or concerns to a specified person. The information or concerns usually relate to mismanagement, corruption or illegality in the Company’s activities or some other wrongdoing. Where this disclosure meets the requirements provided for in the Corporations Act or Taxation Administration Act, a Whistleblower will qualify for statutory protection.

## Who does this policy apply to?

Whistleblowers play an important role in identifying misconduct. To encourage individuals to come forward with their concerns, the Corporations Act (and Taxation Administration Act, where relevant) provides certain legal rights and protections for Whistleblowers.

An Eligible Whistleblower is one of the following:

- A current or former employee of the Company regardless of the work arrangement (permanent, full-time, part-time, fixed term or temporary);
- A current or former officer (usually a Director or Company Secretary) of the Company;
- Current or former interns, work experience students, secondees or volunteers to the business;
- A supplier of services or goods to Collgar (whether paid or unpaid), including their employees, current and former contractors, consultants, service providers and business partners;
- An associate of the Company, usually a person with whom Collgar has business dealings; or
- A relative, dependant or spouse of any of the categories outlined above.

A person will qualify for protection under the Corporations Act or Taxation Administration Act if they are an Eligible Whistleblower and they have made a report of Reportable Conduct to an Eligible Recipient.

## When does the policy apply?

### Concerns to be reported

The Policy (and the statutory protections) applies when an Eligible Whistleblower makes a report, which the Eligible Recipient has reasonable grounds to suspect the information (referred to as “Reportable Conduct”) they are reporting indicates that an officer or employee of the Company has engaged in conduct that:

1. Concerns misconduct including fraud, negligence, breach of trust and breach of duty in relation to the Company.
2. Concerns an improper state of affairs or circumstances in relation to the Company.
3. Constitutes an offence against or a contravention of a provision of or an instrument made under any of the following:
  - Corporations Act;
  - *Australian Securities and Investments Commission Act 2001* (Cth);
  - *Banking Act 1959* (Cth);
  - *Financial Sector (Collection of Data) Act 2001* (Cth);
  - *Insurance Act 1973* (Cth);
  - *Life Insurance Act 1995* (Cth);
  - *National Consumer Credit Protection Act 2009* (Cth); or
  - *Superannuation Industry (Supervision) Act 1993* (Cth).
4. Indicates that an officer or employee of the Company, has engaged in conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of twelve months or more.
5. Indicates an officer or employee of the Company represents a danger to the public or the financial system.
6. Concerns misconduct or an improper state of affairs or circumstances in relation to the tax affairs of the Company, where the information may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate.

Reportable Conduct may not always involve a breach of a particular law. For example, if the information would be of interest to a regulatory authority or suggest a risk of stakeholder harm. In addition, information that suggests a significant risk to public safety or stability in the financial system is Reportable Conduct, even if it does not involve a breach of a particular law.

Examples of the types of wrongdoing to be reported under the Policy include:

- Illegal activities such as theft, violence, harassment, intimidation, drug use and criminal damage to property;
- Financial irregularities such as fraud, money laundering, collusion, inhibiting competition, conflicts of interest, price fixing or misappropriation of funds;
- Offering or accepting a bribe;
- Activities potentially causing harm, such as unsafe work practices, environment damage, or health risks;
- Failure to comply with, or breach of, legal or regulatory requirements; or
- Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is suspected of planning to raise a concern.

Where an Eligible Recipient has reasonable grounds to make a disclosure it means that a reasonable person in the same position would also suspect the information indicates misconduct or an improper state of affairs or a breach of the law. An Eligible Whistleblower may still qualify for protection even if their report turns out to be invalid or incorrect.

Eligible Whistleblowers should not deliberately make false reports that they know to be untrue. This will be a breach of the Policy and may be subject to disciplinary action.

Questions about the type of conduct that may amount to Reportable Conduct that is covered by the Policy and the Corporations Act (or Taxation Administration Act, where relevant) should be directed to the Chief Financial Officer (CFO). The CFO is the authorised internal representative responsible for co-ordinating disclosures that qualify for Whistleblower protections.

## Personal work-related grievances

Reports relating exclusively to personal work-related grievances, where there is no threat of reprisals for the individual, do not qualify for protection under the Corporations Act. Whistleblower protections do not extend to reports about personal employment or workplace grievances relating to:

- Interpersonal conflicts;
- Promotions or transfers;
- Terms and conditions of employment;
- Termination of employment;
- Performance management;
- Disciplinary issues; and
- Any decision that does not involve a breach of workplace laws.

Where individuals make reports not protected under the Corporations Act, such reports may be protected under other legislation such as the *Fair Work Act 2009*. Collgar employees are also encouraged to address work-related grievances by following the Company's Raising Workplace Concerns Policy. A personal work-related grievance may still qualify for protection if:

- Information suggests misconduct beyond the Whistleblower's personal circumstances;
- The Company has breached employment or other laws punishable by imprisonment for a period of twelve months or more or engages in activities that represents a danger to the public;
- The individual is threatened for making a disclosure; or
- The Whistleblower seeks legal advice or representation about the Whistleblower protections under the Corporations Act (even where the practitioner ultimately decides that the disclosure would not qualify for protection).

Where this is determined to be the case by the CFO, it will be considered to be Reportable Conduct and handled in accordance with the Policy.

## Who can receive a report?

### Internal eligible recipients

To qualify for Whistleblower protections, a report should be raised with one of the following Eligible Recipients, whose role it is to receive disclosures that qualify for statutory protection:

- The CFO who is the key Collgar employee responsible for co-ordinating whistleblower disclosures, except where they relate directly to the CFO;
- The CEO or any other member of the senior management team;
- A Collgar Director or Company Secretary;
- Any other person authorised by the Company to receive Whistleblower disclosures; and
- The Company's external auditor or member of the external audit team.

Eligible Whistleblowers are encouraged to approach a Collgar Eligible Recipient as a first step to making a report, to ensure the wrongdoing is identified and addressed as soon as possible. Collgar encourages a sequential protocol when Eligible Whistleblowers approach a Collgar Eligible Recipient. In the first instance, disclosures should be made to the CFO, who is the internal Collgar Whistleblower co-ordinator, or where the disclosure relates to the CFO the disclosure

should be made to the Chief Executive Officer (CEO). Where further escalation is required, Collgar offers several other channels for making a report and the Policy provides contact details for these Eligible Recipients.

The Policy is not intended to restrict the right of an Eligible Whistleblower to make reports directly to any regulator or law enforcement agency or other Eligible Recipient under the Corporations Act (or Taxation Administration Act, where relevant). If an Eligible Whistleblower makes a report of Reportable Conduct via one of these mechanisms that is external to Collgar, they may still receive the relevant statutory protections for Whistleblowers. However, the report will not be handled in accordance with the Policy.

## Legal representatives

Where an individual seeks the advice or representation of a lawyer on the Whistleblower provisions in the Corporations Act (or Taxation Administration Act, where relevant) the individual will qualify for protection under that legislation, even if the lawyer concludes that the disclosure falls outside of the scope of what is considered reportable conduct under Whistleblower legislation.

## Regulatory bodies

Reports of Reportable Conduct can be made to the Australian Securities and Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA) or other Commonwealth bodies prescribed by the regulations, or the Australian Tax Office (ATO) (under the Taxation Administration Act, where relevant). Where individuals share information directly with an approved regulatory body without first engaging with a Collgar Eligible Recipient, the individual may still qualify for protection under the Corporations Act. However, the disclosure will not be treated in accordance with the Policy. Further information is available on the ASIC website on how individuals can make disclosures to regulatory bodies.

## Journalists and members of parliament

Where information relates to public interest or emergency disclosures, individuals can approach a journalist or member of parliament in certain circumstances and still qualify for statutory protection. It can be a member of federal or state parliament or the legislature of a territory. It is strongly advised that individuals seek independent legal advice before making public interest or emergency disclosures.

## Public interest disclosure

The following conditions must be met before a public interest disclosure can be made:

- ASIC or another regulatory body have been previously made aware of the concern;
- Ninety days have passed since the information was shared with ASIC or another regulatory body;
- There are reasonable grounds to believe no action has been or will be taken in relation to the information;
- The Whistleblower believes further disclosure of the information is in the best interest of the public; and
- The individual notifies the regulatory body in writing of the previous disclosure and highlights the intention to make a public interest disclosure.

## Emergency disclosure

The following conditions must be met before an emergency disclosure can be made:

- ASIC or another regulatory body have been previously made aware of the concern;
- The Whistleblower has reasonable grounds to believe the information concerns a substantial and imminent danger to the health or safety of people or the natural environment;
- The individual notifies the regulatory body in writing of the previous disclosure and highlights the intention to make an emergency disclosure; and
- The information provided to the journalist or member of parliament is no more than is required to warn the parties of the substantial and imminent danger.

## How to make a report

### Who to make a report to?

Collgar encourages a sequential protocol when Eligible Whistleblowers approach an Eligible Recipient. Collgar offers several channels for making a report. To ensure appropriate escalation and timely investigations within Collgar, reports should be made to **1300 234 809** where you will be prompted as below:

- **CFO/Company Secretary/Collgar Whistleblower Co-ordinator** (fan.zhang@collgar.com.au)
- **CEO** (thomas@collgar.com.au)
- **Collgar Board Non-Executive Chairman** (tony@collgar.com.au)
- **KPMG Audit Partner** (rgambitta@kpmg.com.au)

Additional information on who a report should be made to can be obtained from the CFO or CEO. Reports can be made via phone or email. The subject of any email should make it clear that the email is being made as a report under the Policy.

## Supporting documentation and anonymous disclosures

While Collgar does not expect an Eligible Whistleblower to have absolute proof of Reportable Conduct, a report should show the reasons for their concerns and make full disclosure of the relevant details and supporting documentation in order to form a reasonable basis for an investigation.

An Eligible Whistleblower may elect to make a report anonymously. Anonymous reports still qualify for statutory protections.

An Eligible Whistleblower can choose to remain anonymous at the time of making a report, over the course of the investigation and once an investigation is finalised. An Eligible Whistleblower can also refuse to answer follow up questions that they feel could reveal their identity at any time, including during follow up conversations.

Should an Eligible Whistleblower wish to remain anonymous, they are entitled to use pseudonyms and email addresses that protect their true identity.

Collgar will respect an Eligible Whistleblower's right not to identify themselves. However, if any Eligible Whistleblower chooses not to identify themselves, it may hinder Collgar's ability to fully investigate the matter, including where an Eligible Whistleblower refuses to provide, or does not provide, an ongoing means for Collgar to contact them. It will also impact on Collgar's ability to ensure the Eligible Whistleblower is afforded all the protections and support contemplated by the Policy.

## Handling and investigating a report

Where reports are made under the Policy, the following steps will be actioned, except where it would be inappropriate or unreasonable in the circumstances or contrary to legal requirements:

- Each report will be assessed by the CFO/Whistleblower Co-ordinator, except where the CFO is the subject of the disclosure, to determine whether it qualifies for protection and whether a formal, in-depth investigation is required;
- Where the CFO is the subject of a disclosure, the Whistleblower should escalate the concern to the CEO, or any other Eligible Recipient identified under the Policy; and
- When receiving a report, the Whistleblower Co-ordinator or any other Eligible Recipient will guide the Whistleblower around the appropriate time and place to provide the details of the disclosure to ensure the matter remains confidential and the identity of the individual remains protected.

## Investigating a report

Where the report falls within the scope of the Policy as determined by the CFO, an investigator, with no personal interest in the matter, will be appointed to conduct the investigation. Where the CFO is the subject of a disclosure, the CEO, or other Eligible Recipient, will appoint an independent investigator. The report will be allocated to either an internal

investigator or external third-party, based on the nature of the issue raised and the skillset needed to review the concern. Any third party involved will be subject to strict confidentiality obligations.

All information which identifies or may identify the discloser will be removed.

Collgar will investigate all reports qualifying for protection under the Policy as soon as practicable. Timing for investigations may vary depending on the nature of the concern, however Collgar will endeavour to commence investigations within ten working days of a report being made.

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate, having regard to the nature of the concern and the specific circumstances.

Where a report is made anonymously, Collgar will conduct the investigation and its enquiries based on the available information. Collgar requires enough information to enable it to carry out an appropriate investigation. Investigations will be independent of the Whistleblower and the individuals who are the subject of the concern.

Any employee who has been adversely mentioned in information provided by a Whistleblower will have an opportunity to respond to the allegations prior to any adverse findings being made, where possible and subject to any overriding confidentiality or legal requirements.

Appropriate documentation and records will be securely maintained tracking the investigation process and outcomes. The method of documenting and reporting the findings will depend on the nature of the report.

## Reporting findings

At Collgar's discretion, the results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of Collgar. The formal report recording the results of an investigation will not be provided to a discloser or any other person subject to investigation.

Subject to confidentiality obligations, the outcome of any investigation will be reported to the Board, including any actions to be taken as a result of the investigation findings.

The identity of the Whistleblower must be kept confidential at all times during and after the investigation (including in any reporting to the Board). All parties involved in an investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified.

Collgar will endeavour to update the Whistleblower on the conduct of the investigation as well as informing the Whistleblower of the investigation outcome, if the individual has provided their contact details, subject to confidentiality requirements. The frequency and timeframe for contacting the individual may vary depending on the nature of the report. There may be circumstances where it may not be appropriate to provide details of the outcome to the Whistleblower.

Where appropriate, and subject to confidentiality requirements, the persons to whom the disclosure relates will also be informed on the findings of any investigation.

Appropriate disciplinary action may be taken where an investigation identifies a likely or suspected breach of law, Collgar's Code of Conduct or internal policies and procedures. This may include, but is not limited to, terminating, or suspending the employment of a person involved in the misconduct.

Where an Eligible Whistleblower is not satisfied with the investigation outcome an appeal may be lodged with Collgar's Non-Executive Chairman, to review the investigation processes and procedures. Collgar is not obliged to reopen the investigation and can conclude a review if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation. Further concerns may be raised with appropriate regulators such as ASIC. Where a further review is carried out it will be conducted by a party not involved in handling the initial disclosure and investigations.

## Legal protections for disclosers

### Overview

The Corporations Act (and Taxation Administration Act) gives special protection to disclosures about certain types of Reportable Conduct, which are made in accordance with the requirements of the Corporations Act (or Taxation Administration Act, where relevant). The Policy is designed to comply with these requirements and ensure that the protections available under the legislation is afforded to Eligible Whistleblowers who make a report which qualifies for protection.

### Protections available under the Corporations Act

The protections available under the Corporations Act to an individual who meets the requirements above include (in accordance with the provisions of that legislation):

- The right to have their identity protected;
- The right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;
- The right to be protected from civil, criminal, or administrative liability (including disciplinary action) for making the disclosure; from contractual or other remedies on the basis of the disclosure; and from the admissibility of the information provided in evidence against the person;
- The right to be protected from detrimental treatment or any form of victimisation;
- The right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced); and The right not to be required to disclose their identity before any court or tribunal.

The protections apply from the time a report is made irrespective of whether it is made internally (e.g., to a Collgar Eligible Recipient) or externally (e.g., to a regulatory authority), or made as a public interest or emergency disclosure in accordance with the requirements of the Corporations Act.

The Policy does not protect or grant immunity for any misconduct or illegal activities that an Eligible Whistleblower has engaged in and which is revealed in their disclosure.

### Protections available under the Taxation Administration Act

The Taxation Administration Act also provides protection for reports of information that indicate misconduct or an improper state of affairs in relation to the tax affairs of an entity, and may assist an Eligible Recipient to perform functions or duties in relation to those tax affairs.

Protection is provided for reports made to the Australian Tax Office, Commissioner of Taxation, any registered tax agent or BAS agent providing tax agency or BAS services to Collgar, or any person or agency specified above. However, reports made to a senior manager or officer of Collgar will only qualify for protection if that person has responsibilities for the tax affairs of the Company.

The protections available to an individual making a report under the Taxation Administration Act are the same as those outlined above under Legal protections for disclosers.

### Identity protection

The identity of a Whistleblower must be kept confidential unless the individual has consented to the disclosure. The only permitted exceptions to reveal the identity of a Whistleblower is if it is required by law or if the information is shared with:

- A lawyer for the purpose of obtaining legal advice in relation to Whistleblower laws;
- The Australian Federal Police;
- ASIC or APRA; or
- Any person or regulatory body as outlined in the regulations.

It is illegal for a person to identify a Whistleblower or disclose information that is likely to lead to the identification of the individual, outside of the exceptions outlined above. In the event of a confidentiality breach, the Whistleblower can lodge a complaint with one of the Collgar Eligible Recipients or with ASIC, APRA or the ATO.

When implementing any process under the Policy, subject to compliance with any legal reporting requirements, Collgar will ensure that the information contained in a report is only disclosed to the extent necessary to conduct an investigation or administer the Policy or where required for the purpose of obtaining legal advice. Collgar will also take reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as part of any process conducted under the Policy.

If an Eligible Whistleblower discloses their identity, only a restricted number of people will have access to information recorded under the Policy.

As set out above, all information received from an Eligible Whistleblower, as well as the fact an Eligible Whistleblower has made a report, and any record produced as part of an investigation will be held securely. By making a report under the Policy, an Eligible Whistleblower consents to their information being recorded and accessible by these people, including their identity (unless they have elected to remain anonymous).

Other practical steps Collgar will take to protect the identity of an Eligible Whistleblower include:

- All files and other materials relating to disclosures will be securely stored;
- Where possible the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
- Disclosures will be handled and investigated by staff who have been trained in the Whistleblower Policy with knowledge about the protection Collgar takes to ensure identity protection;
- Access to all information 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 a discloser's identity (subject to the discloser's consent), or information that is likely to lead to the identification of the discloser;
- Each person 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;
- Communications and documentations relating to the investigation of a disclosure will not be sent to an email address that can be accessed by other staff; and
- Eligible Recipients will share details with the Whistleblower about the steps that Collgar is taking to ensure the person's identity remains confidential.

Even though every effort will be taken by Collgar to ensure the identity of a Whistleblower is protected, an Eligible Whistleblower should be aware that people may be able to guess their identity in the following situations:

- Where the person has previously mentioned to other people that they are considering raising a concern;
- The Whistleblower is one of a very small number of people with access to the information; and
- The disclosure relates to information that the Whistleblower has previously been told privately and in confidence.

To reduce the possibility of an Eligible Whistleblower's identity being disclosed, and to avoid jeopardising any investigation, an Eligible Whistleblower should keep the fact they have made a report and the information contained in that report strictly confidential (subject to legal requirements).

## Protection against detrimental conduct

Collgar is committed to protecting and respecting the rights of a person making a report under the Policy, ensuring those who make a report are treated fairly and do not suffer detriment. The Company will not tolerate any detrimental conduct against a Whistleblower including victimisation, dismissal, demotion, harassment, discrimination, damage to reputation, bias, threats, psychological harm, damage to property, or any other unfavourable treatment resulting from making a report.

It should be noted that the following examples are not considered to be detrimental conduct:



- Administrative action that is reasonable for the purpose of protecting an Eligible Whistleblower from detriment such as moving a person who has made a report from their immediate work area to prevent them from detriment; and
- Managing a Whistleblowers unsatisfactory performance if the action is in line with Collgar's performance management framework.

Collgar will take reasonable steps to protect a discloser from detriment by implementing the following:

- Ensuring all employees understand that Collgar will not tolerate detrimental action arising from a report;
- Offer support services such as counselling to the Whistleblower to assist them in minimising and managing stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- Be open to discussing alternative options to protect the Whistleblower, such as performing duties from another location or modifying the way the individual works; and
- Training Collgar management and Eligible Recipients to ensure they are fully aware of their responsibilities under the Policy and at law.

Collgar's risk management framework further considers the identification, assessment, control, evaluation and monitoring of detrimental risks. Further information relating to Collgar's risk management framework is available from the CFO.

Where a Whistleblower suffers detriment as a result of making a disclosure, a complaint should be lodged with one of the Collgar Eligible Recipients. Collgar will appoint an external provider, not involved with the disclosure to investigate the matter. The findings will be provided to the Board (subject to confidentiality requirements) and appropriate action will be taken to address the detrimental conduct.

Individuals may also seek independent legal advice or contact regulatory bodies such as ASIC, APRA or the ATO if they believe they have suffered detriment.

## Consequence of detrimental conduct

Where a Whistleblower suffers loss, damage or injury because of a disclosure, or if Collgar fails to take reasonable precautions to prevent detrimental conduct, the individual is entitled to seek recompense through the courts. For these instances, individuals are encouraged to seek independent legal advice or speak to ASIC, APRA or the ATO.

## Fair treatment of individuals

Collgar will ensure the fair treatment of its employees who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure. To protect individuals mentioned in disclosures the following measures will be put in place:

- Disclosures will be handled confidentially;
- Each disclosure will be assessed and may be the subject of an investigation in accordance with the Policy;
- All investigations will be objective, fair and independent;
- An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure, as and when required by the principles of natural justice and procedural fairness and prior to any actions being taken or making any adverse finding against them, subject to confidentiality and legal requirements; and
- An employee who is the subject of a disclosure may contact Collgar's support services.