

## 1. POLICY STATEMENT

Spaceframe Buildings Pty Ltd (“Spaceframe”) is committed to maintaining a high standard of corporate governance through a culture of strong ethical behaviour and corporate compliance. Workers must fulfil their roles and responsibilities with honesty and integrity.

Spaceframe must comply with the obligations relating to protection of whistleblowers in the *Corporations Act 2001* (Cth) and equivalent legislation in other jurisdictions.

## 2. PURPOSE OF POLICY

The objectives of this policy are to:

- provide a practical tool to encourage all eligible persons to have the confidence to speak up to raise any concerns and report any instances of misconduct, illegal, fraudulent or other unethical conduct where there are reasonable grounds to suspect such conduct has occurred;
- provide an appropriate process for individuals to report such conduct in the knowledge they can act without fear of intimidation, disadvantage or reprisal; and
- ensure that a Whistleblower who makes a report in accordance with this policy is appropriately protected from any detrimental action.

## 3. SCOPE

This policy applies to:

- Spaceframe Buildings Pty Ltd and its subsidiaries and all other Spaceframe-controlled entities and all associated brands;
- all workers/ employees;
- a supplier of services or goods to Spaceframe (whether paid or unpaid) including their employees;
- an associate of Spaceframe; and
- a relative, dependent or spouse of workers/former workers, suppliers of services or goods to Spaceframe or their employees or an associate of Spaceframe.

A copy of this policy is available on the Spaceframe intranet and webpage or can be requested from the Spaceframe Whistleblower Protection Officer (**WPO**).

## 4. POLICY

### 4.1. Interaction between this Policy and Legislative Whistleblower Protections

In Australia, the various pieces of legislation that protect whistleblowers from negative treatment include the *Corporations Act 2001* (Cth) (**Corporations Act**) and *Taxation Administration Act 1953* (Cth) (**Whistleblower Protection Laws**). Other jurisdictions have their own whistleblowing regimes which need to be complied with to the extent they apply.

Where relevant, this policy distinguishes between disclosures made under this policy and protected disclosures made under Whistleblower Protection Laws, for example in the case of disclosures made to regulators, and disclosures made by persons external to Spaceframe.

One of the aims of this policy is to comply with the legislative obligation to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws.

Nothing in this policy is intended to restrict whistleblowers from disclosing a disclosable matter or reportable conduct, providing information to, or communicating with a government agency, law

enforcement body or a regulator in accordance with any relevant law or regulation in a jurisdiction in which Spaceframe operates.

#### **4.2. Who does this Policy Apply to?**

Spaceframe's workers are required to comply with any lawful directions made by Spaceframe in respect of this policy. This policy is not intended to be contractually binding and does not form part of any employment contract with Spaceframe. Spaceframe may amend this policy at any time in its sole discretion.

This policy will be made available to Spaceframe officers and employees via the Spaceframe intranet and website, and a hard copy may be supplied upon request.

#### **4.3. What Is a Whistleblower Disclosure**

In this policy, for a matter to qualify as a Whistleblower Disclosure:

- the person reporting the conduct must be an Eligible Person as defined in this Policy; and
- the actual conduct or conduct that is suspected on reasonable grounds must relate to conduct or suspected conduct that:
  - is illegal, including theft, drug sale or use, violence, or threatened violence, harassment, intimidation, or criminal damage to property
  - is in breach of Commonwealth or state legislation or local authority by-laws;
  - is unethical, including dishonestly altering company records or data, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;
  - breaches Spaceframe's Code of Conduct or other code or policy pertaining to Spaceframe;
  - is potentially damaging to Spaceframe, a Spaceframe worker or a third party, or the public or the financial system, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
  - amounts to an improper state of affairs or circumstances, in relation to the tax affairs of Spaceframe, a related company or associated entity and this information may assist the recipient to perform their functions or duties in relation to those tax affairs;
  - may cause financial or non-financial loss to Spaceframe, damage its reputation or be otherwise detrimental to Spaceframe's interests; or
  - is an attempt to conceal or delay disclosure of any of the above conduct.

Conduct that is dealt with, and therefore more appropriately raised, under an alternative policy such as workplace conflicts (refer to Spaceframe's) or concerns which relate to individual working arrangements are not a Whistleblower Disclosure. Concerns of that nature should be raised by workers with:

- the worker's Line Manager; or
- People & Culture.

This policy is not designed to replace normal communication channels between management and workers to address questions, concerns, suggestions or complaints. If workers have any concerns about what is proper conduct for themselves or others, it is expected they will raise their concern. In most instances, the worker's immediate supervisor is in the best position to address an area of concern. Serious matters or matters not satisfactorily resolved should be escalated through appropriate management channels in the normal course of business.

#### 4.4. Individuals reporting a Whistleblower Disclosure

Spaceframe supports honesty, integrity and ethical behaviour. At its discretion, Spaceframe may grant a Whistleblower immunity from disciplinary proceedings relating to matters that come to light as a result of a disclosure.

Spaceframe cannot provide immunity from civil penalties or criminal prosecution.

Before conduct is reported, the Whistleblower must have reasonable grounds to suspect that the conduct has occurred. Individuals must not make baseless reports or knowingly provide false or misleading information regarding suspected conduct. Doing so may result in disciplinary action up to and including termination of employment/engagement. However, the Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect.

#### 4.5. Making a Report

##### 4.5.1. Eligible Recipients

Disclosures must be made to an Eligible Recipient in order to be protected.

##### 4.5.2. Process for Making a Report

Disclosable matters can be reported to **Stopline**, a confidential, independent provider of whistleblowing services who will take full details of your concerns via telephone, mail, email, fax or the specifically created website. Whistleblowers are able to make a Report to Stopline 24/7 and Stopline can also provide additional information about making a disclosure.

**Phone:** 1300 30 45 50

**Website & Online Reporting Form:**

<https://spaceframegroup.stoplinereport.com/>

**Email:** [spaceframegroup@stopline.com.au](mailto:spaceframegroup@stopline.com.au)

**Mail:** Spaceframe Group, C/- Stopline, PO Box 403, Diamond Creek, VIC 3089

The Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. The Whistleblower can refuse to answer any questions that they consider may reveal their identity including during follow-up conversations. However, the Whistleblower may wish to consider maintaining an ongoing two-way communication with us so that the Eligible Recipient/s can ask follow-up questions or provide feedback.

If an anonymous disclosure is made through Stopline, a Whistleblower will receive a unique reference which can then be used to contact the Stopline service to provide further information or request an update.

It is Spaceframe's preference that reports follow the process of direct reporting to Stopline. However, should a Whistleblower make a disclosure directly to an Eligible Recipient, the Eligible Recipient will contact Stopline to advise them of the Reportable Conduct, whilst maintaining any anonymity requested by the Whistleblower.

A diagram setting out the process for reporting is set out in Appendix 1.

Stopline will review reports and direct those disclosures that are considered Disclosable Matters to the Whistleblower Protection Officer (**WPO**). The WPO will thereafter consult with the Whistleblower Investigation Officer (**WIO**).

##### 4.5.3. Reporting to Regulators

Nothing in this policy is intended to restrict you from disclosing suspected conduct, providing information to, or communicating with a government agency, law enforcement body or a regulator in accordance with any relevant law or regulation applicable in a jurisdiction in which Spaceframe operations.

#### **4.5.4. Emergency disclosure protection**

The Corporations Act allows for the making of emergency disclosures in the following circumstances:

- the Whistleblower has previously made a disclosure to ASIC, APRA or a Commonwealth authority;
- the Whistleblower has reasonable grounds to believe the information concerns a substantial and imminent danger to people or the environment; or
- the Whistleblower has written to the body again and included sufficient information to identify the previous disclosure and stated that they intend to make an emergency disclosure.

Emergency disclosures can only be made to a Member of Parliament or a Journalist, and the Whistleblower can only disclose information to the extent necessary to inform the recipient of their concerns.

#### **4.6. Review of the Disclosure**

Spaceframe will assess whether a disclosure falls within the intended scope of this policy. Spaceframe has the discretion to determine that a disclosure will not be dealt with under this policy unless the disclosure falls within the scope of applicable Whistleblower Protection Laws.

All qualifying Whistleblower Disclosures will be referred to the Whistleblower Protection Officer (WPO) who shall engage the Whistleblower Investigation Officer (WIO).

#### **4.7. Confidentiality of Disclosures**

All information provided by a Whistleblower will be treated as confidential and maintained securely, including by taking measures such as:

- ensuring that files and records relating to disclosures are kept confidential and stored securely;
- ensuring that access to all information relating to the disclosure is limited to those directly involved in managing and investigating the disclosure; and
- only allowing a restricted number of people to handle and investigate the disclosure.

Any breach of confidentiality will be treated as a serious disciplinary matter.

The identity of a Whistleblower (or information that is likely to lead to them being identified as a Whistleblower) must be kept confidential, unless any of the following apply:

- they consent to this information being disclosed;
- Spaceframe needs to disclose this information to obtain legal advice or representation; or
- the information is provided to the Australian Prudential Regulation Authority (APRA), the Australian Securities and Investment Commission (ASIC) or a member of the police, or another body prescribed by the regulations.

Information that is contained in a disclosure may be disclosed without the consent of the Whistleblower's consent if:

- the information does not disclose the Whistleblower's identity;
- Spaceframe has taken all reasonable steps to reduce the risk that the Whistleblower will be identified; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

Disclosures which breach the confidentiality protections may result in disciplinary action being taken and are an offence under the Corporations Act.

#### 4.8. Whistleblower Protection

The Whistleblower will qualify for protection under Whistleblower Protection Laws if:

- they are an Eligible Person; and
- they have made a disclosure of information relating to a Disclosable Matter; and
- the disclosure was made to an Eligible Recipient.

##### 4.8.1. Victimization is Prohibited

A Whistleblower must not (and any associates of the Whistleblower such as a relative, dependent or spouse or supporters of the Whistleblower must not) be subjected to Detrimental Action or victimisation for reporting a Whistleblower Disclosure.

In this policy, Detrimental Action includes the following (even if done unintentionally):

- action causing injury, harm, loss or damage (including psychological harm);
- damaging a person's property, reputation, business or financial position or causing any other damage to a person;
- intimidation, bullying or harassment;
- unlawful discrimination or other adverse action in relation to the Whistleblower's employment, career, profession, trade or business, including dismissal, demotion or the taking of other disciplinary action;
- current or future bias;
- action that constitutes the making of a threat to cause any such Detrimental Action to another person;
- any conduct which incites others to subject the Whistleblower to any of the above conduct; or
- a direct or indirect threat to engage in any of the above conduct.

Examples of things that are not Detrimental Action include administrative action that is reasonable for the purpose of protecting a discloser from detriment or managing unsatisfactory work performance.

Whistleblowers will have access to the assistance of the Whistleblower Protection Officer as provided in this policy.

Spaceframe will take all reasonable steps to protect Whistleblowers from Detrimental Action and will take action it considers appropriate where such conduct is identified.

Spaceframe also strictly prohibits all forms of Detrimental Action against people who are involved in an investigation of a Whistleblower Disclosure in response to their involvement in that investigation.

Certain laws such as the Corporations Act provide additional protection for certain disclosures by people who make them in accordance with the provisions of that legislation. These protections are designed to encourage people to disclose unlawful, improper or unethical behaviour to relevant parties.

##### 4.8.2. Protections Available to Disclosers at Law

If Whistleblowers make a protected disclosure under the Whistleblower Protection Laws, they cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure. However, these protections do not grant immunity for conduct that is revealed by their disclosure.

However, if the disclosure is made to ASIC, APRA or the Commissioner of Taxation, or is an Emergency Disclosure as permitted under the Corporations Act, the information is not admissible

in evidence against the Whistleblower in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

If a Whistleblower is victimised as a result of making a disclosure of suspected conduct, there are possible remedies available under the Whistleblower Protection Laws (where they apply) which include reinstatement, compensation, an order prohibiting the victimisation, or an apology.

The person responsible for the victimisation can be ordered to pay substantial monetary fines or imprisoned. Protections for Spaceframe employees also exist under the Fair Work Act. These are enforceable as a matter of statute and do not form part of this policy.

#### **4.9. What Support and Protections are Provided to Whistleblowers?**

Spaceframe's Joint Managing Director/Corporate Counsel acts as Spaceframe's Whistleblower Protection Officer (WPO). Part of the role of the WPO, in conjunction with Stopleveline, is to safeguard the interests of Whistleblowers, to assist them to understand the process and the available protections and to ensure the integrity of the whistleblowing mechanism. Whistleblowers who are Spaceframe workers:

- are entitled to support through the WPO; and
- may explore options such as taking leave, relocation to another area of business, or a secondment arrangement while the concern is being investigated.

#### **4.10. Disclosure Management & Investigations**

Spaceframe recognises that individuals against whom a disclosure is made must also be supported during the handling and investigation of the Whistleblower investigation. Spaceframe takes reasonable steps to treat fairly any person who is the subject of a disclosure, particularly during the assessment and investigation process.

The WIO will determine whether disclosures should be investigated. Whilst not all disclosures will necessarily lead to an investigation, they will be assessed and a decision made as to whether they should be investigated. If the WIO decides that the disclosure will be investigated, the WIO will conduct or commission an investigation following best practice principles.

The WIO may not be able to undertake an investigation if they are not able to contact the Whistleblower. For example, the Whistleblower may have made a report anonymously and have either refused to provide or have not provided a means of contacting them.

Generally, where an investigation is conducted and the investigator believes there may be a case for an individual to respond, the WIO must ensure that a person who is the subject of a disclosure:

- is informed of the substance of the allegations;
- is given a fair and reasonable opportunity to answer the allegations before the investigation is finalised;
- has their response set out fairly in the investigator's report; and
- is informed about the substance of any adverse conclusions in the investigator's report that affects them.

Where adverse conclusions are made in an investigator's report about an individual, that individual has a right to respond to those conclusions prior to any action being taken by Spaceframe against them.

The WIO will protect the identity of the Whistleblower and maintain appropriate records for each step in the investigation process. The WIO will provide the Whistleblower with regular updates about the investigation if they are able to be contacted. The frequency and nature of updates may vary depending on the nature of the disclosure.

#### **4.11. Outcome of Investigations**

The WIO will document and report on the outcome of any investigation while preserving the anonymity of the Whistleblower. The method for reporting the disclosure will depend on the nature of the disclosure.

The Whistleblower will be informed that the investigation has concluded, but will not necessarily be informed of the outcome.

## 5. RESPONSIBILITY

Position	Responsibility
Spaceframe Directors & Company Secretary	<p>Be aware of their responsibility as recipients of a Disclosure;</p> <p>Demonstrate a high level of commitment to this policy;</p> <p>Support a culture that ensures effective whistleblower protection;</p>
Joint Managing Director/Corporate Counsel	<p>Be aware of his or her responsibility as a recipient of a Disclosure;</p> <p>Perform the role of Spaceframe's Whistleblower Protection Officer where Spaceframe's Corporate Counsel is a party to the Disclosure;</p> <p>Demonstrate a high level of commitment to this policy;</p> <p>Support a culture that ensures effective whistleblower protection.</p>
General Manager or equivalent and Senior Managers	<p>Be aware of their responsibility as recipients of a Disclosure;</p> <p>Demonstrate a high level of commitment to this policy;</p> <p>Support a culture that ensures effective whistleblower protection.</p>
Whistleblower Investigation Officer (WIO)	<p>The General Manager performs the role of Spaceframe's Whistleblower Investigation Officer and will ensure a Disclosure is investigated appropriately with reasonable steps taken to protect identity of the whistleblower; and that fair treatment is applied to employees who are mentioned in disclosures or to whom disclosures relate.</p> <p>In the event that the General Manager is a party to the disclosure, the Joint Managing Director/Corporate Counsel will perform the role of Spaceframe's Whistleblower Investigation Officer.</p>
Whistleblower Protection Officer (WPO)	<p>The Joint Managing Director/Corporate Counsel performs the role of Spaceframe's Whistleblower Protection Officer. This includes:</p> <ul style="list-style-type: none"> <li>• seeking to protect the Whistleblower from detrimental action</li> <li>• assisting the Whistleblower in maintaining their wellbeing</li> <li>• maintaining a Whistleblower's confidentiality, where relevant, including as required by law</li> <li>• notifying the Whistleblower Investigation Officer of a Disclosure</li> <li>• being satisfied that each Disclosure was appropriately inquired into or investigated</li> <li>• being satisfied that action taken in response to the inquiry/investigation is appropriate in the circumstances</li> <li>• providing governance oversight over any inquiry/investigation into retaliatory action taken against the Whistleblower</li> <li>• providing progress updates and outcome details to the Whistleblower via Stopline</li> <li>• overseeing: <ul style="list-style-type: none"> <li>○ the Stopline program and assessment of Whistleblower Disclosures</li> </ul> </li> </ul>

Position	Responsibility
	<ul style="list-style-type: none"> <li>○ reporting of Whistleblower Disclosures and outcomes to the Spaceframe Board of Directors/Senior Management Team</li> <li>○ management of a secured central repository for recording of Whistleblower Disclosures</li> </ul> <p>Whilst the WPO will endeavor to support all Whistleblowers, it will not be able to provide the same practical support to non-employees that is provided to current employees. Therefore, the processes in this policy will be adapted and applied to the extent reasonably possible.</p>

## 6. LEGISLATION & RELATED REFERENCES

- Corporations Act 2001 (Cth)
- Taxation Administration Act 1953 (Cth)
- Fair Work Act 2009 (Cth)
- Public Interest Disclosures Act 2012 (Vic)
- Public Interest Disclosure Act 2013 (Cth)

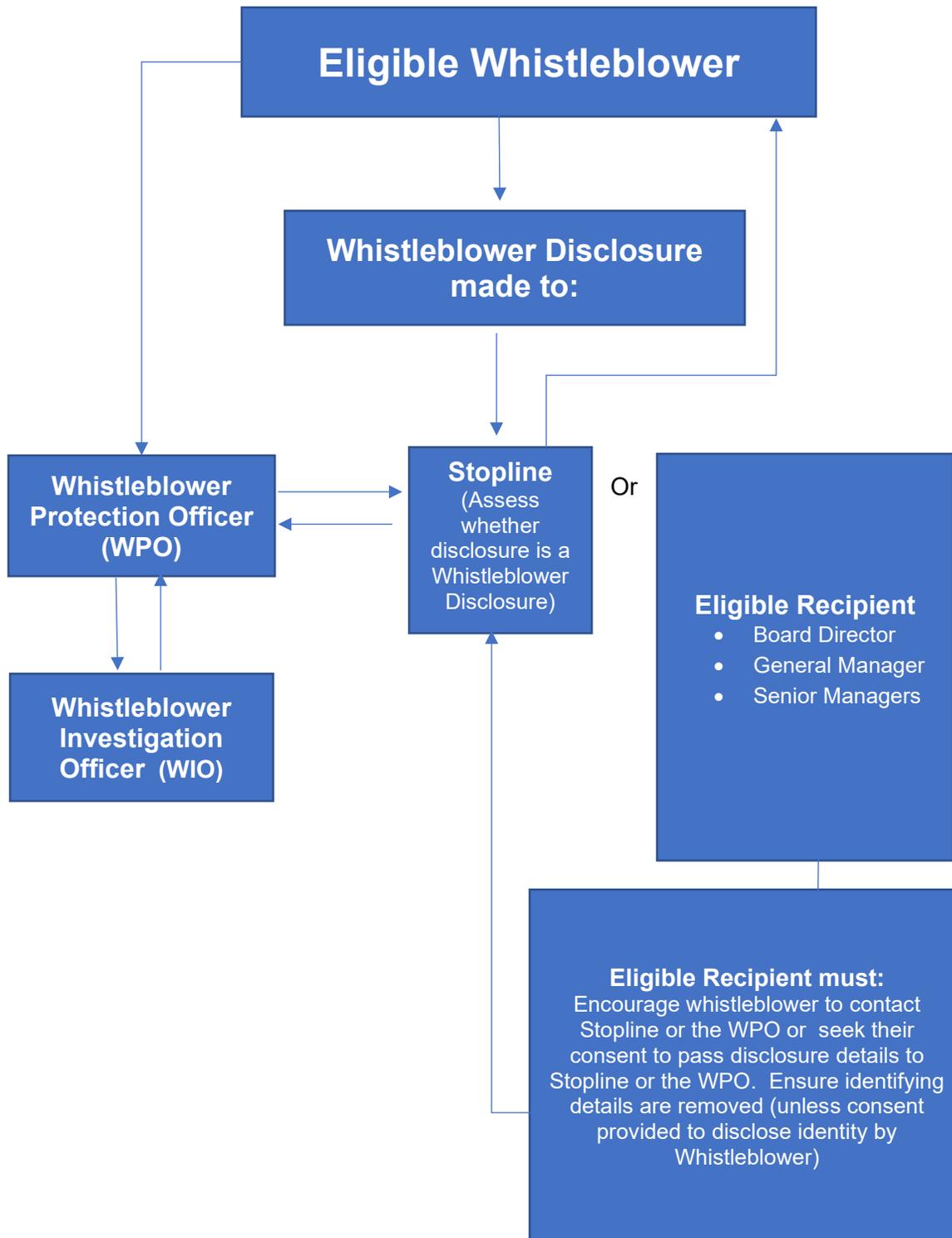
## 7. DEFINITIONS

Term	Definition
Eligible Person	<ul style="list-style-type: none"> <li>• Current or former Spaceframe workers (see 'worker' definition below)</li> <li>• A supplier of services or goods to Spaceframe (whether paid or unpaid) including their employees</li> <li>• An associate of Spaceframe; and</li> <li>• A relative, dependent or a spouse of current or former Spaceframe workers.</li> </ul>
Eligible Recipient	<p>Includes any of the following people or bodies:</p> <ul style="list-style-type: none"> <li>• Stopline</li> <li>• Spaceframe's Directors &amp; Company Secretary</li> <li>• Spaceframe's Officers or Senior Managers</li> <li>• ASIC</li> <li>• APRA</li> <li>• another Commonwealth Authority that has been prescribed by regulation or the Corporations Act</li> <li>• a lawyer who acts for the Whistleblower</li> <li>• an auditor, prescribed tax agent director, secretary or any other employee or officer if the disclosure relates to Spaceframe's tax affairs</li> <li>• a journalist or Member of Parliament if the disclosure is an Emergency or Public Interest Disclosure</li> </ul>

Term	Definition
Whistleblower	An Eligible Person who makes a Disclosure in the manner described in this policy
Whistleblower Disclosure	A disclosure made by a Whistleblower that is being treated in accordance with this policy and relates to conduct by Spaceframe and its related entities, or an officer or employee of Spaceframe and its related entities that represents misconduct, an improper state of affairs or circumstances, or breach of the law..
Whistleblower Protection Laws	Includes the <i>Corporations Act 2001</i> (Cth) and <i>Taxation Administration Act 1953</i> (Cth)
Worker	A person engaged by Spaceframe in any capacity including: a director; an employee; supported employee; secondee; contractor/subcontractor; employee of a contractor/ subcontractor; consultant, employee of a labor hire company; an outworker, an apprentice or trainee; a work experience student; a student on placement or a volunteer.

**8. APPENDICES**

Appendix 1 – Reporting Process

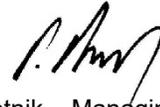


## 9. RELATED RECORDS

Records must be maintained as per legal and contractual requirements.



Jane Raspotnik – Director - Administration



Peter Raspotnik – Managing Director