

## **RED 5 LIMITED**

### **WHISTLEBLOWER POLICY**

#### **PURPOSE**

This Whistleblower Policy provides employees, directors and contractors of Red 5 Limited and its subsidiaries (Company) with the means to report to an independent organisation, work-related conduct which they reasonably believe to be corrupt, unethical or illegal, with the choice to do so anonymously.

#### **SCOPE**

This Whistleblower Policy and the procedures set out herein apply to any employee, director or contractor working for the Company who, whether anonymously or not, wishes to report inappropriate work-related conduct in accordance with the Whistleblower Policy.

#### **POLICY**

In accordance with its Code of Conduct policy, the Company encourages a culture of openness to allow concerns to be raised in an appropriate way without employees/directors/contractors (hereinafter referred to as Employees) feeling that they must gather appropriate proof or that they will be victimised by reprisal in any way.

While there are policies and procedures in place to address workplace grievances, it is recognised that there are occasionally extraordinary circumstances in which the normal channels are not available or are not appropriate due to the seriousness of the conduct concerned or the position of the person whose conduct is being reported.

This Whistleblower Policy will cover those extraordinary circumstances by:

- extending another option to Employees to report improper activities, and
- ensuring protection from reprisal of Employees who avail themselves of this option.

This Whistleblower Policy has been prepared in accordance with the Company's Code of Conduct, Australian Standard AS 8004 (Whistleblower Protection Programs for Entities), ASX Corporate Governance Council Guidelines and relevant legislation.

#### **WHAT IS CORRUPT OR ILLEGAL CONDUCT?**

A disclosure of corrupt or illegal conduct is a complaint or allegation about any work-related conduct which, in the honest belief of the Employee:

- is dishonest, fraudulent or corrupt;
- is illegal (including theft, drug sale/use, violence or threatened violence and criminal damage against property);
- is in breach of Commonwealth or State legislation, local authority by-laws (e.g. Corporations Act 2001, Competition and Consumer Act 2010);
- is indicative of questionable accounting or auditing procedures;
- is unethical (either representing a breach of the Company's Code of Conduct or generally);
- constitutes serious and improper conduct;
- results in or contributes to an unsafe workplace;
- constitutes breach of administrative procedures;

- constitutes gross mismanagement;
- constitutes or results in a serious and substantial waste of the Company's resources;
- constitutes a reprisal for disclosing reportable conduct;
- may cause financial or non-financial loss to the Company or may otherwise be detrimental to the interests of the Company.

## **WHISTLEBLOWER SERVICE PROVIDER**

The Company has engaged Wiklow Corporate Services Inc. to act on its behalf to facilitate the reporting of corrupt, unethical or illegal acts by Employees. Wiklow Corporate Services Inc. is an independent third party with trained and experienced personnel equipped to deal with these types of issues and subsequent investigations if required.

Wiklow Corporate Services Inc. will treat all disclosures in a confidential and sensitive manner. The identity of the person making the disclosure (Whistleblower) will remain confidential and will not be disclosed to the Company unless consent is provided by the Whistleblower. Contact details for Wiklow Corporate Services Inc. are provided below.

## **PROCEDURE**

In the event that conduct is to be reported, the Whistleblower can either call a toll free number and record a message or access a web-site as detailed below to register the complaint:

Toll free telephone number:

- Australia	1800 356 439
- Philippines	1-800-1110-1103
Web-site:	<a href="http://www.wiklow.com">www.wiklow.com</a>
Select:	Whistleblower Login
Login:	Red5
Password:	R8red

When the form has been submitted, the Whistleblower will need to log off from the internet.

Once recorded and validated, the complaint will be confidentially forwarded within 24 hours to a designated Whistleblower Protection and Investigations Committee (WPIC) (comprising two non-executive directors, other than the Chairman of the Board of Directors) unless the complaint is in relation to a member of the WPIC, in which case the complaint will be forwarded to the Chair of the Company's Audit Committee.

The WPIC will meet as required to review any complaints and engage the Company's auditor or other appropriate internal or external group to conduct any required investigation. The WPIC will report any incidents on a regular basis to the Company's Board of Directors.

The Disclosure Officer is the Company Secretary. The Disclosure Officer will be responsible for providing feedback to the Whistleblower via Wiklow Corporate Services Inc. Where a Whistleblower has not authorised Wiklow Corporate Services Inc. to release his/her name to the Company or has remained anonymous, then the Whistleblower will be able to receive feedback from the Company regarding the complaint via Wiklow Corporate Services Inc., using a code and confidential password that will be provided.

## **RESPONSIBILITY**

The Company's Audit Committee is responsible for establishing the procedures for dealing with complaints under the Policy. The Disclosure Officer has responsibility for managing the Whistleblower Policy and advising of disclosures to the WPIC as appropriate.

The WPIC is responsible for investigating complaints, unless a complaint involves a member of the WPIC itself, in which case the Chair of the Audit Committee assumes responsibility for the investigation.

The Chair of the Audit Committee is the Whistleblower's welfare manager and is responsible on behalf of the WPIC to ensure that the welfare and rights of the Whistleblower are protected. The welfare manager will have access to independent financial and legal advisers as required.

## **EMPLOYMENT PROTECTION**

This procedure is designed to offer employment protection to anyone who discloses the type of matters highlighted previously as long as they are made:

- in good faith;
- in the reasonable belief that a corrupt, unethical or illegal activity has occurred; and
- to an appropriate person as detailed in this Whistleblower Policy.

If an allegation is made in good faith, and the subsequent investigation confirms that there was no wrongdoing by the Company, the Whistleblower making the allegation will be protected from any form of harassment or reprisal by the Company arising from such allegation.

If a Whistleblower who has made an allegation suffers less favourable treatment than any other employee because he/she has disclosed a matter of concern under this Whistleblower Policy, then the employee treating the discloser inappropriately may be subject to disciplinary action.

Inappropriate treatment could include intimidation, harassment, threats, action causing injury, loss or damage, discrimination, disadvantage or adverse treatment in relation to a person's employment, career, profession, trade or business.

If, however, a Whistleblower makes false, malicious, slanderous or vexatious allegations, he/she may be subject to disciplinary action, including termination of employment. When a disclosure is made to the Company it will not qualify for protection under the Corporations Act 2001 if the Whistleblower commits a criminal offence by doing so or does not disclose his/her identity to the Company and his/her allegation is tainted with bad faith.

However, under the Corporations Act 2001 the Whistleblower can remain anonymous to the Company and be protected if the complaint is made in good faith, there is a reasonable basis on which to make the complaint, the Whistleblower has raised their concern to the appropriate third party (Wiklow Corporate Services Inc.) and the Whistleblower has provided his/her name to Wiklow Corporate Services Inc.

## **INVESTIGATIONS**

The ability to conduct a full investigation into certain matters may be restricted if the Whistleblower chooses to remain totally anonymous and consequently the Whistleblower will not be afforded the protection available under this Policy or the Corporations Act 2001 (if appropriate).

## **CONFIDENTIALITY**

The Company encourages its employees to make any disclosures openly, but disclosure may be made overtly or covertly. All disclosures will be dealt with in a confidential manner irrespective of the Whistleblower's desire for anonymity.