



## WHISTLEBLOWER POLICY

### Audinate Group Limited ("Company")

Whistleblowers play an important role in the identification of wrongdoing and for this reason, they are key players in a company's governance framework, particularly in the area of risk management.

Audinate Group Limited (**Audinate**) and its subsidiaries and controlled entities (the **Group**) recognise that individuals who are considering reporting wrongdoing may fear that their identity will be disclosed and that they will suffer retribution or other detriment by reason of having reported wrongdoing.

Audinate encourages a culture of reporting actual or suspected conduct which is illegal, unacceptable or undesirable and any person who reports conduct as a whistleblower who is acting honestly, reasonably and with a genuine belief about the conduct will be supported and protected.

The purpose of this Policy is to:

- support the Group's values and Code of Conduct;
- ensure that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported by the Group;
- ensure that whistleblower disclosures are dealt with appropriately and on a timely basis;
- provide transparency regarding the Group's processes for receiving, handling and investigating whistleblower disclosures;
- encourage employees and business partners of the Group to have the confidence to speak up and report wrongdoing; and
- help deter wrongdoing.

*Words in bold have the meaning stated in Section 10 Definitions and appear in bold when first used.*

#### 1. Who does this Policy apply to?

This policy covers all **Eligible Persons**.

Any person in the Group can make a disclosure of **Reportable Conduct** under this Policy and is encouraged to do so.

#### 2. How to make a disclosure of Reportable Conduct

Disclosure of Reportable Conduct may be made by contacting a designated **Whistleblower Protection Officer**.

Disclosures may be made anonymously, confidentially, securely and outside of business hours.

The Group's Whistleblower Protection Officers are:

Whistleblower Protection Officer	Contact details
Chair of the Audit & Risk Management Committee	tim.finlayson@au.kwm.com
Chief Financial Officer and Company Secretary	rob.goss@audinate.com
Vice President – People and Performance	kerri-ann.wilson@audinate.com

Disclosure of Reportable Conduct must be based on information that is directly known to the person making the disclosure. That person must have reasonable grounds to suspect the alleged Reportable Conduct has occurred or is likely to occur. This does not include rumours of Reportable Conduct or hearsay.

When making a disclosure of Reportable Conduct, whistleblowers are encouraged to clearly communicate that they are making a disclosure of Reportable Conduct and to provide as much information as possible, including any known details related to the Reportable Conduct and any steps that have been taken to disclose the matter elsewhere in an attempt to resolve the concern.

Whistleblowers are not expected to investigate their concerns or to prove their validity prior to making a disclosure of Reportable Conduct.

Persons making a disclosure may advise that they wish to remain anonymous or place restrictions on who knows their identity. The Group will comply with these requests and will still make best endeavours to investigate an anonymous disclosure. However, there may be limitations in investigating a disclosure where a whistleblower does not consent to disclosure of their identity.

If a discloser wishes to remain anonymous, if possible, they should maintain ongoing two-way communication with the Group so the Group can ask follow-up questions or provide updates and feedback.

If an Eligible Person discloses Reportable Conduct to an **Authorised Recipient**, the Authorised Recipient must as soon as reasonably possible and with the whistleblower's consent, notify a Whistleblower Protection Officer to ensure that the Group's mechanisms for protecting and safeguarding disclosers can commence as soon as possible.

Whistleblowers may qualify for protection if disclosures of Reportable Conduct are made to legal practitioners, the police or other regulatory bodies.<sup>1</sup>

The Group will not prevent (whether through a confidentiality agreement or otherwise) an Eligible Person from making a disclosure of Reportable Conduct to a regulator, the police or legal counsel but **whistleblowers are encouraged to contact a Whistleblower Protection Officer or independent legal practitioner prior to making a "public interest" or "emergency disclosure" in order to properly understand the criteria that qualifies those types of disclosures for protection.**

### **3. Confidentiality of a whistleblower's identity**

The Group will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a disclosure of Reportable Conduct under this Policy or of information that is likely to lead to the identification of that person.

It is an offence under the Australian law for a person who has directly or indirectly obtained information about the identity of a person who has made a protected disclosure, to disclose the identity of that person or information that is likely to lead to the identification of that person, without authorisation or in accordance with applicable laws.

### **4. Reporting anonymously**

An Eligible Person may make a report about Reportable Conduct anonymously if they would prefer. However, the Group encourages Eligible Persons to share their identity wherever possible as this will make it easier for the Group to fully investigate the report and to provide the person with the support and protections described in this Policy.

If an Eligible Person wishes to remain anonymous, they are encouraged to remain in contact with the Group so that follow-up questions may be asked and the Group can provide feedback.

### **5. How will a disclosure of Reportable Conduct be addressed?**

The Whistleblower Protection Officers are responsible for receiving, forwarding and acting upon disclosures

<sup>1</sup> In Australia, this includes the Australian Taxation Office, the Australian Prudential Regulation Authority and the Australian Securities and Investments Commission and where the disclosure qualifies as "public interest" or "emergency" disclosure under Australian law, journalists or members of the Commonwealth, state or territory parliaments.

made under this Policy.

A disclosure will be acknowledged by the Whistleblower Protection Officer within a reasonable period after the disclosure is received, if the discloser can be contacted.

Disclosures of Reportable Conduct will be assessed by the Whistleblower Protection Officer as to whether further investigation is appropriate. The matters will then be referred to a designated **Whistleblower Investigation Officer** for investigation.

The whistleblower will be informed of the Whistleblower Investigation Officer's appointment and the Whistleblower Investigation Officer will contact the whistleblower as soon as practicable to acknowledge receipt of the disclosure and to establish a process, including expected timeframes, for reporting to the whistleblower on the progress of dealing with the disclosure (except where the disclosure has been made on an anonymous basis).

The whistleblower will be contacted by the Whistleblower Investigation Officer, as soon as practicable, to discuss the whistleblower's welfare and to discuss a communication process, if required (except where the disclosure has been made on an anonymous basis).

If it is determined that there is insufficient information or evidence to warrant further investigation, the whistleblower will be informed at the earliest possible opportunity. No further action will be taken (except where the disclosure has been made on an anonymous basis).

Where a formal investigation is initiated, this will be an objective fair, independent, thorough and confidential process, without bias, conducted by the Whistleblower Investigation Officer.

Investigations will be independent of the business unit in respect of which allegations have been made, the whistleblower, or any person who is the subject of the Reportable Conduct.

The whistleblower will be informed by the Whistleblower Investigation Officer of the final outcome of the investigation, where appropriate and possible.

Where investigations substantiate an allegation arising from the disclosure of Reportable Conduct, the matter will be dealt with in accordance with established administrative or disciplinary procedures, which may result in disciplinary action, including termination of employment or engagement and matters may be referred to external parties where appropriate (e.g. in matters that may involve criminal behaviour).

All information relating to a disclosure and its investigation will be retained under strict security and confidentiality.

Unauthorised release of information to someone not involved in the investigation without the consent of a whistleblower will be a breach of this Policy except where the disclosure is required by law or it is appropriate to make the disclosure to a regulator. Only a restricted number of people who are directly involved in handling and investigating a disclosure are made aware of a discloser's identity or information that is likely to lead to the identification of the discloser.

## **6. Fair treatment of employees mentioned in a disclosure**

Any Group employee who is the subject of, or mentioned in, a **Protected Report** will be:

- informed about the matter in accordance with the principles of natural justice and procedural fairness;
- given a reasonable opportunity to put their case to the Whistleblower Investigation Officer if any investigation is conducted; and
- informed of the outcome of the investigation (but will not be given a copy of the investigation report).

Where an investigation does not substantiate a disclosure made in a Protected Report, the fact that an investigation has been carried out, the results of the investigation, and the identity of any person the subject of the report will remain confidential, unless the subject of the report requests otherwise.

## **7. Protection against detriment**

A person cannot engage in conduct that victimises or causes detriment to a discloser (or another person) in

relation to a discloser if:

- that person believes or suspects that the discloser made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
- the belief or suspicion is the reason, or part of the reason, for the conduct.

All persons must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures under this Policy.

The Group will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a disclosure under this Policy.

For the purposes of this Policy, '**detriment**' includes but is not limited to dismissal, injury of a person in his or her employment or engagement, alteration of a person's position or duties to his or her disadvantage, discrimination, harassment, intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person.

Australian law provides that a court may order a person who causes detriment to a whistleblower to pay the whistleblower compensation in respect of any loss or damage suffered.

## **8. Reporting, monitoring and reviews of investigations**

This Policy sets out the minimum standards required for all personnel of the Group.

The Whistleblower Investigation Officer is to report to the Audit & Risk Management Committee with respect to the disclosure of an investigation of Reportable Conduct.

If a person who makes a disclosure of Reportable Conduct considers that their disclosure has not been dealt with in accordance with this Policy, or that they have been subject to retribution or other detriment as a result of making the disclosure, the matter should be escalated to the Whistleblower Investigation Officer in the first instance or otherwise to the Chair of the Audit & Risk Management Committee.

The Whistleblower Investigation Officer, in consultation with the Chair of the Audit & Risk Management Committee, will determine the most appropriate course for handling the matter, which may include informal resolution options or a formal investigation.

Any matters of a criminal nature will be reported by the Whistleblower Investigation Officer, in consultation with the Chair of the Audit & Risk Management Committee, to the police and, if appropriate, other appropriate regulatory authorities.

## **9. Other persons and organisations who may be reported to**

Under the **Corporations Act**, a person may also make a report about Reportable Conduct to:

- any director of Audinate;
- Audinate's auditor, or a member of the audit team conducting an audit of the Audinate Group;
- the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**).

Such reports will also qualify as Protected Reports.

Under the **Taxation Administration Act**, a person may also make a disclosure about Reportable Conduct where:

- the information indicates misconduct or an improper state of affairs, in relation to the tax affairs of an entity (or an associate of an entity); and
- the discloser considers that the information may assist the recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the following Authorised Recipients:

- the Commissioner of Taxation;
- a tax agent or BAS agent of the entity registered with the Tax Practitioners Board;
- an employee or officer who has functions or duties that relate to the tax affairs of the entity; or
- any Authorised Recipient under this Policy.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those available to a Protected Report made under the Corporations Act.

A person is entitled to make such a report without making a prior report to their manager or to an Authorised Recipient as described in this Policy.

However, the Group encourages concerns to be reported to a person's manager or to an Authorised Recipient in the first instance. All managers are subsequently required to report any such matters or discussions directly with the relevant ELT member unless advised not to by the Eligible Person or representing a matter related to that particular ELT member (in which case it must be reported to another Authorised Recipient).

## **10. Legal advice**

The Corporations Act also permits a person to disclose information about Reportable Conduct to a legal practitioner for the purpose of obtaining legal advice or representation about the operation or application of the whistleblower protections in the Corporations Act. Any such disclosure will also qualify as a Protected Report.

## **11. Public interest and emergency disclosures**

In limited circumstances, the Corporations Act permits a person to make a report about Reportable Conduct to a member of the Federal Parliament or a State Parliament or to a journalist and for that report to qualify as a Protected Report.

A person may only make a report through these channels if:

- they have previously reported the Reportable Conduct to ASIC or APRA and certain time periods have passed since the previous disclosure was made;
- they have given Audinate written notice of their intention to make such a report; and
- the report constitutes a "public interest disclosure" or an "emergency disclosure" within the meaning of the Corporations Act and the information in their report is strictly limited to the information necessary to make the relevant type of disclosure.

If any of these conditions are not met, the report will not be a Protected Report and the person may incur civil or criminal liability for disclosing the information in the report.

The Group recommends a person considering making such a disclosure obtain independent legal advice to ensure that they understand these conditions if they are considering making a public interest disclosure or emergency disclosure.

## **12. Advice on whether a matter is Reportable Conduct**

If a person is unsure whether something they are concerned about is Reportable Conduct, they may seek confidential guidance from the Whistleblower Protection Officer.

## **13. False reporting**

The Group will treat all reports of Reportable Conduct seriously and will ensure that Eligible Persons who raise concerns in accordance with this Policy will have the benefit of the protections afforded by this Policy.

However, deliberate false reporting will not be tolerated.

False reports could have significant effects on the reputation of the Audinate Group and the personal reputations of other people and may also lead to a significant waste of time and effort.

Any person found to have made a deliberate false report will be subject to disciplinary action.

#### **14. Disclosure that are not covered by this Policy**

Disclosures of information that is not about Reportable Conduct are not covered by this Policy and do not qualify for protection under the Corporations Act.

In particular, disclosures that relate solely to personal work-related grievances are not covered by this Policy and information relating to these matters may not be disclosed under this Policy.

A matter is a personal work-related grievance if it relates to a person's employment or former employment with the Group and has implications for them personally but:

- does not have significant broader implications for the Group; and
- does not relate to anything done or alleged to be done by the person in relation to Reportable Conduct.

Matters that might constitute personal work-related grievances include:

- a decision relating to a person's engagement or the terms and conditions of engagement, including a decision regarding any transfer or promotion applied for;
- raising with the person matters relating to their performance in their role, or any other matters arising in the ordinary course of their engagement;
- any investigation of alleged misconduct by the person, or a decision to take disciplinary action, suspend or terminate their engagement; or
- an interpersonal conflict between the person and another employee.

Sometimes a disclosure about one of these matters may also constitute a report about Reportable Conduct, for example if the disclosure relates to information that suggests misconduct beyond a person's own circumstances or a larger or more systemic issue about the culture or environment of the Group.

If a person believe that this describes their situation then it is recommended that they seek advice from the Whistleblower Protection Officer.

#### **15. Access to this Policy**

This Policy will be made available in the Corporate Governance section of the Group's website and the Group's intranet.

A copy may also be obtained from a Whistleblower Protection Officer.

#### **16. Training**

The Group will provide training to employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

#### **17. Review of Policy**

This Policy and related procedures shall be reviewed periodically by the Audit & Risk Management Committee to ensure that whistleblower reports are being appropriately recorded, investigated and responded to and to consider whether any changes are required to the Policy or procedures.

#### **18. Definitions**

<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Eligible Person</b>	Directors, officers, employee, contractors, consultants, suppliers of services or goods (whether paid or unpaid) and employees of those suppliers, third party providers, secondees, auditors, advisers and former employees of the Group, individuals who are associates of any entity within the Group and includes relatives and dependents of any of those persons.

<b>Authorised Recipient</b>	An officer or Executive Leadership Team member of the Group, the internal or external auditor (including a member of an audit team conducting an audit) or actuary or a person authorised by the Group to receive disclosure that may qualify for protection.
<b>Protected Report</b>	In broad terms, the protections available under this policy and the Corporations Act are available when an Eligible Person (defined above) makes a report about Reportable Conduct (defined below) to certain people or categories of people (e.g. an Authorised Recipient as defined above).  A report made in these circumstances is referred to in this policy as a Protected Report.
<b>Reportable Conduct</b>	Actual or suspected illegal, unacceptable or undesirable conduct. This may include conduct or behaviour (actual or attempted) that is: <ul style="list-style-type: none"> <li>• dishonest; unethical; fraudulent; corrupt; non-compliant with, or may give rise to questionable, accounting or auditing practices;</li> <li>• a serious risk to public health, public safety or the environment; or</li> <li>• inconsistent with the Code of Conduct or other Group policies.</li> </ul> <p>Reportable Conduct can include the conduct of a third party such as a supplier or service provider.</p> <p>Some examples include:</p> <ul style="list-style-type: none"> <li>• illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;</li> <li>• fraud, money laundering or misappropriation of funds;</li> <li>• offering or accepting a bribe;</li> <li>• financial irregularities;</li> <li>• failure to comply with, or breach of, legal or regulatory requirements; and</li> <li>• 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.</li> </ul>
<b>Taxation Administration Act</b>	Taxation Administration Act 1953
<b>Whistleblower Investigation Officer</b>	Means the person(s) who are responsible for leading investigations into disclosures made in accordance with this Policy. The Whistleblower Investigation Officer will be a different person to the Whistleblower Protection Officers.
<b>Whistleblower Protection Officer</b>	Means the persons set out in section 2 of this Policy.  The role of the Whistleblower Protection Officer is to: <ul style="list-style-type: none"> <li>• provide advice to persons if they are considering making a report under this Policy;</li> <li>• support Eligible Persons to maintain confidentiality and anonymity, where relevant, in accordance with this Policy;</li> <li>• assist Eligible Persons with developing strategies for minimising and managing the impact that making the report and its investigation have on the Eligible Person;</li> <li>• seek to protect Eligible Persons from detriment (as described in this Policy) if they make a report under this Policy, including, where possible, by making a detailed assessment of the risk of detriment to them once their report has been made; and</li> <li>• investigate any concern that an Eligible Person may have suffered detriment as a result of making the report, or that the report has not been dealt with in accordance with this Policy.</li> </ul>