



KYCKR LIMITED ACN 609 323 257 (Company)

# Whistleblower Policy

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## PURPOSE

Kyckr is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Kyckr encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Kyckr's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This policy will be made available to officers, employees and long-term consultants of the company via the Kyckr intranet. Kyckr divisions and businesses will adopt a consistent policy recognising that Kyckr operates in different jurisdictions where there may be different laws and rules relating to whistleblowing. If Kyckr operates in any jurisdiction where the laws and rules require a lower standard than in Australia, the Australian higher standard will be applied. For the avoidance of doubt, Kyckr will also take all reasonable steps to comply with any higher standard required in any jurisdiction in which it operates.

## POLICY APPLICATION

A Whistleblower is any current or former employee, long term contractor, supplier or family member of the aforementioned who makes a disclosure of a Reportable Conduct in accordance with this policy.

The directors have determined that given the size of the business it is not necessary to have an externally hosted hotline to support this policy and this determination will be reviewed periodically.

## POLICY

### 1. What is reportable conduct?

You may make a report under this policy if you have reasonable grounds to suspect that a Kyckr director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Kyckr has engaged in conduct (Reportable Conduct) which:

- (a) is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Kyckr Anti-bribery & Corruption Policy;
- (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (c) is unethical or in breach of Kyckr's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Kyckr's Code of Conduct or other policies or procedures);
- (d) is potentially damaging to Kyckr, a Kyckr employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Kyckr's property or resources;
- (e) amounts to an abuse of authority;
- (f) may cause financial loss to Kyckr or damage its reputation or be otherwise detrimental to Kyckr's interests;



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- (g) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act 2001 (Cth) (Corporations Act); or
- (h) involves any other kind of misconduct an improper state of affairs or circumstances

Annexure A describes special protections for whistleblowers who disclose information concerning misconduct an improper state of affairs or circumstances in relation to Kyckr or a related body corporate under the Corporations Act.

Annexure B describes special protections for tax whistleblowers.

## 2. Who can I make a report to?

Kyckr has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct:

For the purposes of this policy to ensure appropriate escalation and timely investigation, we request that reports are made to Kyckr's Protected Disclosure Officer, at the email address listed below:

Chair of the Kyckr Board Audit & Risk Committee at [whistleblower@kyckr.com](mailto:whistleblower@kyckr.com)

While it is Kyckr's preference that you raise reports with the Protected Disclosure Officer, it is important to note that under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of the company. These are defined in the Corporations Act as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing."

## 3. Kyckr's investigation of reportable conduct

Kyckr will investigate all matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, Kyckr will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are 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 Reportable Conduct and the circumstances.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who maybe contacted and such other matters are relevant to the investigation.

Where a report is submitted anonymously, Kyckr will conduct the investigation and its enquiries based on the information provided to it.

## 4. Protection of whistleblowers

Kyckr is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

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(a) Protection against detrimental conduct.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

If you are subjected to detrimental treatment as a result of making a report under this policy you should:

- (i) inform a protected disclosure officer, officer or senior manager within your relevant division/business unit immediately under the divisional whistleblower policy; or
- (ii) raise it in accordance with paragraph 2 of this policy.

(b) Protection of your identity and confidentiality

Subject compliance with legal requirements, upon receiving a report under this policy, Kyckr will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent;
- (ii) the concern is reported to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police (AFP) or other appropriate regulator or authority; or
- (iii) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If Kyckr needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

(c) Protection of files and records

All files and records created from an investigation will be retained securely. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Kyckr's disciplinary procedures.

The Corporations Act gives special protection to disclosures about breaches of that Act, provided certain conditions are met – refer to Annexure A for further details.

The Taxation Administration Act 1953 (Cth) (Taxation Administration Act) also gives special protection disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Annexure for further details.

## 5. Duties of employees in relation to reportable conduct

It is expected that employees and long-term consultants of Kyckr who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.



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## 6. Reporting procedures

The Protected Disclosure Officers will report to the Board Audit and Risk Committee on the number and type of whistleblower incident reports annually. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

## POLICY AMENDMENT

This policy cannot be amended without approval of the Kyckr Board. It will be reviewed periodically to ensure that it remains effective and meets best practice standards and the needs of Kyckr.

**LAST AMENDED**

October 2021

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## Annexure A – Special protections under the Corporations Act<sup>1</sup>

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to Kyckr if the following conditions are satisfied:

- (a) the whistleblower is or has been:
  - (i) an officer or employee of a Kyckr Group company;
  - (ii) an individual who supplies goods or services to a Kyckr Group company or an employee of a person who supplies goods or services to Kyckr Group company;
  - (iii) an individual who is an associate of a Kyckr Group company; or
  - (iv) a relative, dependent or dependent of the spouse of any individual referred to at i to iii above;
- (b) the report is made to:
  - (i) a Protected Disclosure Officer;
  - (ii) an officer or senior manager of a Kyckr Group company concerned;
  - (iii) Kyckr's external auditor (or a member of that audit team)<sup>2</sup>;
  - (iv) ASIC; or
  - (v) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;
- (c) the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Kyckr Group. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.
- (d) The protections given by the Corporations Act when these conditions are met are:
  - (i) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
  - (ii) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;

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<sup>1</sup> See Part 9.4AAA of the Corporations Act 2001 (Cth).

<sup>2</sup> Kyckr's external auditor can be found in its Annual Report and as at October 2021 was Nexia Sydney.

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- (iii) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;<sup>3</sup>
- (iv) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- (v) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (vi) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Australian Securities & Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Australian Federal Police (AFP) or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

## Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (c) the concern is reported to ASIC or the AFP;
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

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<sup>3</sup> Such as where the disclosure has been made to ASIC or where the disclosure qualifies as a public interest or emergency disclosure.

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## Annexure B – Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by Kyckr or misconduct in relation to Kyckr Group's tax affairs if the following conditions are satisfied:

- (a) the whistleblower is or has been:
  - (i) an officer or employee of a Kyckr Group company;
  - (ii) an individual who supplies goods or services to a Kyckr Group company or an employee of a person who supplies goods or services to Kyckr Group company;
  - (iii) an individual who is an associate of a Kyckr Group company; or
  - (iv) a relative, dependent or dependent of the spouse of any individual referred to at i to iii above;
- (b) the report is made to:
  - (i) a Protected Disclosure Officer;
  - (ii) a director, secretary or senior manager of a Kyckr Group Company concerned;
  - (iii) any Kyckr Group Company external auditor (or a member of that audit team)<sup>5</sup>;
  - (iv) a registered tax agent or BAS agent who provides tax or BAS services to a Kyckr Group company<sup>6</sup>;
  - (v) any other employee or officer of Kyckr who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);
  - (vi) the Commissioner of Taxation; or

a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
- (c) if the report is made to a Kyckr recipient, the whistleblower:
  - (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a Kyckr Group Company or an associate of that company; and
  - (ii) considers that the information may assist the Kyckr recipient to perform functions or duties in relation to the tax affairs of a Kyckr Group Company or an associate of the company; and
- (d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Kyckr recipient to perform functions or duties in relation to the tax affairs of a Kyckr Group Company or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

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<sup>5</sup> Kyckr's external auditor can be found in its Annual Report and as at October 2021 was Nexia Sydney Audit Pty Ltd.

<sup>6</sup> Kyckr's tax agent as at October 2021 is Pannell Kerr Forster



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- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the whistleblower has acted unreasonably a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;