

## Revised corporate governance policies

1 July 2020

Teaminvest Private Group Limited (ASX:TIP) (**Company**) advises that the board of directors (**Board**) has undertaken a review of the Company's corporate governance policies in light of the commencement of the fourth edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

As a result of the review, all of the Company's corporate governance policies have been amended and are attached to this announcement:

- (a) audit committee charter;
- (b) board charter;
- (c) code of conduct;
- (d) continuous disclosure policy;
- (e) risk and compliance committee charter;
- (f) risk management policy;
- (g) securities trading policy;
- (h) shareholders communication policy; and
- (i) whistleblower policy.

Current versions of each of the corporate governance policies will also be made available on the Company's website in the coming days at <https://www.teaminvestprivate.com.au/investor-information/>.

Ends

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Teaminvest Private Group Limited



Sundaraj & Ker

# Audit committee charter

**Teaminvest Private Group Limited**  
ABN 74 629 045 736

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Sundaraj & Ker ABN 20 622 278 700

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## **1 Objective**

The overall objective of the Audit Committee is to assist the Board of Directors (**Board**) of Teaminvest Private Group Limited ABN 74 629 045 736 (**Company**) in fulfilling the Board's responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting of the Company including:

- (a) exercising oversight over the compliance of the financial statements with the requirements of the Corporations Act and any other mandatory professional reporting requirements, statutory reporting requirements, making informed decisions regarding accounting and regulatory policies, judgements, practices and disclosures;
- (b) reviewing the scope and results of external audits; and
- (c) assessing the effectiveness of the Company's internal financial controls.

## **2 Administration**

### **2.1 Membership**

The Committee will consist of a minimum of 3 Directors. If possible, the Board will appoint only non-executive directors and a majority of whom are independent directors.

Members should be financially literate. If possible, the Board will appoint as Committee Chairman an independent Director with significant and relevant accounting experience.

### **2.2 Committee Chairman**

The Committee Chairman will preside at meetings of the Audit Committee. If the Committee Chairman is not present at a Committee meeting, the members must elect another member to act as Committee Chairman for that meeting.

The role of the Committee Chairman is to:

- (a) determine the agenda for meetings of the Committee in conjunction with the Committee Secretary (as defined below in section 3.4);
- (b) chair meetings of the Committee and take reasonable steps for the proper functioning of the Committee, including the proper conduct of meetings and an appropriate level of discussion;
- (c) take reasonable steps regarding the adequate flow of relevant information to the Committee;
- (d) take reasonable steps to advise the Board on the Committee's recommendations to the Board on matters falling within the scope of the Committee's responsibilities;
- (e) review the minutes of meetings of the Committee for circulation to and approval of the Committee and sign the approved minutes; and
- (f) act under a delegation of the Committee, including liaising on behalf of the Committee with consultants advising the Committee.

## **3 Meetings**

### **3.1 Frequency of meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfil its role. However, it is intended that the Committee will normally meet at least 3 times a year.

In addition, the Committee Chairman is required to call a Committee meeting if requested to do so by:

- (a) any Committee member;
- (b) the CEO, or COO in the event that a CEO has not been appointed;
- (c) the CFO; or
- (d) any other Director.

### **3.2 Attendance by non-members**

All Directors may attend Committee meetings. The CEO, or COO in the event that a CEO has not been appointed, and the CFO of the Company will normally be invited to attend Committee meetings at the invitation of the Committee but will have no voting rights. They will not attend closed sessions of the Committee with the external auditors.

Members of management and/or parties external to the Company may be invited to attend any Committee meeting or part thereof subject to the invitee not having a material personal interest in the matter of the Committee being considered. Non-members of the Committee may be asked to withdraw from all or any part of a meeting.

### **3.3 Meetings other than in person**

Where deemed appropriate by the Committee Chairman, meetings may occur via conference call or other electronic means and approvals and recommendations may occur via unanimous written resolution.

### **3.4 Committee Secretary**

A delegate approved by the Committee will act as secretary to the Committee (**Committee Secretary**) and shall be responsible, in conjunction with the Committee Chairman, for drawing up the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to Committee members prior to each meeting. Directors may request papers for or from any meeting and will be notified in advance of the agenda of forthcoming meetings.

The Committee Secretary will also be responsible for keeping the minutes of meetings of the Committee (except when the Committee is in closed session) and circulating them to the Committee Chairman for review, the other Committee members, other Board members and other Committee meeting attendees as appropriate.

### **3.5 Quorum**

A quorum shall consist of at least 2 members.

## **4 Duties and responsibilities – audit**

The Committee has the duties and responsibilities as set out in sections 4.1 to 4.6 below in respect of audit matters.

### **4.1 External audit**

- (a) Recommend to the Board the appointment and removal of the external auditors. This will include periodic reviews of the external auditor.
- (b) Review, consider and advise the Board on:
  - (i) the external auditor's annual plan;
  - (ii) the fees proposed by the external auditor, including whether an effective, comprehensive and complete audit can be conducted for the fee; and
  - (iii) the annual review of the qualification, expertise, resources and performance of the external auditor.
- (c) Confirm that there have been no unjustified restrictions or limitations placed on the external auditor.
- (d) Monitor the effectiveness, objectivity, and independence of the external auditors. This may include obtaining statements from the external auditors on relationships between them and the Company.
- (e) Review the scope and terms of the engagement for the external audit to establish that they are adequate, placing emphasis on areas where the Board, the Committee, management and/or the external auditors consider special emphasis is necessary.

- (f) Approve and monitor the Company's policy in relation to the provision of non-audit services by the external auditor to avoid impairing the external auditor's independence or objectivity.

## **4.2 Financial statements**

- (a) Review with management and in conjunction with the external auditor at the completion of the half yearly review and the annual audit, and advise and make recommendations to the Board on:
  - (i) the Company's financial statements and related notes (and adoption thereof);
  - (ii) the external auditor's audit or review of the financial statements and the report thereon;
  - (iii) any significant changes required in the external auditor's audit plan, including new or proposed accounting practices, principles or developments, disclosure requirements and legislative or regulatory pronouncements and its effect on the external auditor's audit plan;
  - (iv) any serious difficulties or disputes with management encountered during the course of the audit or review; and
  - (v) other matters related to the conduct of the audit or review which are communicated to the Committee.
- (b) Review the significant accounting and financial reporting issues and judgements, including complex or unusual transactions made in connection with the preparation of the Company's financial statements, interim reports, preliminary announcements and related formal statements. Review the disclosures in the financial statements. Review recent regulatory and professional pronouncements and understand their impact on the financial statements, as advised by the CFO.
- (c) Review the Company's financial statements and consider whether they are consistent with information known to Committee members and reflect appropriate accounting principles, standards and regulations.

## **4.3 Internal controls**

- (a) Consider and review with the external auditor:
  - (i) the adequacy of the Company's internal controls in the context of the external audit work undertaken;
  - (ii) the adequacy of the Company's financial regulatory reporting to corporate regulators as appropriate, including its view on the quality and acceptability of the Company's accounting principles and policies; and
  - (iii) any related significant findings and recommendations of the external auditor and management's response thereto.
- (b) Consider and review with management and the CFO:
  - (i) any matters that might have a significant impact on the financial condition or affairs of the Company;
  - (ii) the adequacy of the process for reporting and responding to significant control weaknesses including the adequacy and results of management's investigation and follow up and whether there are unresolved issues as reported by the external auditor;
  - (iii) the adequacy of the Company's internal controls;
  - (iv) any difficulties encountered in the course of reviews, including any restrictions on the scope of the work or access to required information;
  - (v) any instances of significant internal and external fraudulent activity identified and responses thereto; and

- (vi) the findings of any auditor observations.
- (c) Review any other reports the Company issues that relate to Committee responsibilities.
- (d) Meet privately with the following persons or parties at least annually in separate sessions to discuss any matters that the Committee or these parties believe should be discussed privately with the Committee:
  - (i) CFO; and
  - (ii) the external auditors.

#### **4.4 Other responsibilities**

To perform or undertake on behalf of the Board any such other tasks, investigations or actions as the Board may from time to time authorise.

#### **4.5 Complaint handling**

Review and consider the resolution of complaints regarding accounting, internal accounting controls or auditing matters from employees and the process to protect such employees making complaints.

#### **4.6 Miscellaneous**

Institute and oversee special investigations including consultation with independent experts as needed.

### **5 Periodic review**

The Committee has the responsibility to:

- (a) review this Charter periodically and recommend any proposed changes to the Board for approval; and
- (b) conduct a periodic, but at least biennial, evaluation of the Committee's performance and the extent to which the Committee has met this Charter.

### **6 Access**

The Committee shall have free and unfettered access to all personnel and other parties (internal and external), including the external auditors and legal advice.

Committee members may seek independent professional advice for company related matters at the Company's expense, subject to the estimated costs being approved by the Chairman of the Board, in advance, as being reasonable.

### **7 Reporting**

The Committee, through the Committee Chairman, is to advise and make recommendations to the Board on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, or written or oral reports at Board.



Sundaraj & Ker

## Board charter

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## 1 Role and responsibilities

The board of directors (**Board**) of Teaminvest Private Group Limited (**Company**) has adopted this charter (**Board Charter**) to outline the manner in which its powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws.

This Board Charter and the charters adopted by the Board have been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company in achieving its strategic objectives, create shareholder value and engender the confidence of the investment market. To accomplish this, the Board:

- (a) will exercise and demonstrate leadership of the Company;
- (b) considers and approves the purpose and strategy of the Company and its related companies (**Group**);
- (c) adopts an annual budget and monitors financial performance and capital expenditure, including approving the annual and half year financial statements and reports;
- (d) approves major investments and monitors the return on those investments;
- (e) monitors the adequacy, appropriateness and operation of internal controls including reviewing and approving the Group's compliance systems, organisational policies, corporate governance principles and compliance with disclosure obligations and the Continuous Disclosure Policy;
- (f) oversees the process of providing timely and continuous disclosure of information to the investment community, promotes effective engagement with shareholders and makes available information shareholders can reasonably require to make informed assessments of the Group's prospects;
- (g) reviews the Company's risk management framework and monitors significant business risks and oversees how they are managed;
- (h) monitors the relationship with key regulators to meet the Group's obligations;
- (i) determines delegations to committees, subsidiary boards and management and approves transactions in excess of delegated levels;
- (j) appoints and reviews the performance of the chief executive officer (**CEO**) of the Company, the company secretary and other senior members of management and from time to time any portfolio companies of the Group, including overseeing the remuneration, development and succession planning for the executive officers and management, while overseeing the operation of appropriate human resource management systems including remuneration;
- (k) assesses the performance of the Board collectively and of each Director individually, and the performance of the committees;
- (l) selects and appoints new Directors;
- (m) considers, approves and endorses major corporate governance policies of the organisation including a statement of values, code of conduct and whistleblower policy to promote ethical behaviour and social responsibility and underpins the desired culture within the Company;
- (n) oversees the implementation of appropriate work health and safety systems; and
- (o) protects and oversees the enhancement of the reputation of the Company.

The Company's constitution (**Constitution**) ultimately governs matters relating to the Board and its functions. This Board Charter explains and interprets the Constitution. The Constitution prevails to the extent of any inconsistency between this Board Charter and the Constitution.

## **2 Composition**

On the date of adoption of this revised charter, the Board will have five (5) members. The Board will review the size and composition of the Board with a view to having an appropriate mix of skills.

A majority of the Board will be independent directors, or, if not possible, more than one Director will be an independent director. The independence of Directors will be regularly reviewed.

The Chairman of the Board will, if possible, be an independent director and will not be the same person as the CEO of the Company. The Chairman will represent the Board to shareholders.

The Board only considers Directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment (which may include the matters listed in Schedule 1).

## **3 Meetings**

The Board will meet (either in person or via teleconference), a minimum of four (4) times a year, with additional meetings as required. Any Director may at any time, and the Company Secretary must on request from a Director, convene a board meeting.

The Chairman is responsible for coordinating all Board meetings, including the distribution of board papers, the board agenda and preparing minutes of Board meetings. Board papers and the board agenda should normally be distributed at least a week prior to each Board meeting.

The Chairman is also responsible for leading the board meetings, facilitating the effective contribution of all directors and promoting constructive and respectful relations between the directors.

The Company Secretary is appointed by and responsible to the Board of Directors through the Chairman. The Company Secretary will assist the Chairman in performing their duties. The Company Secretary is also responsible for communication with regulatory bodies and ASX, and all statutory and other filings.

In addition to the above meetings, the non-executive Directors will meet at least once per year in the absence of executive Directors and management, and at such other times as they may determine. The non-executive Directors may also meet on their own as they determine.

Where deemed appropriate by Directors, meetings and subsequent approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication.

## **4 Committees**

The Board may delegate any of their powers to a committee or committees of the Company.

In addition, the Board may also delegate specific functions to ad hoc committees. The Board will, at least once each year, review the membership and charter of each committee.

## **5 Relationship with management**

The Board has delegated specific authorities to the Chairman. Subject to these delegated matters, the Chairman is authorised to exercise all the powers of the Directors, except with respect to the following:

- (a) approval of major elements of strategy including any significant change in the direction of that strategy;
- (b) approvals above delegated levels of credit limits, country risk exposures, equity risk limits, market risk limits, loans and encumbrances, equity investments and underwriting risk;
- (c) capital expenditure in excess of delegated levels or expenditure outside the ordinary course of business;

- (d) certain remuneration matters including material changes to remuneration policies;
- (e) adoption of the Company's annual budget;
- (f) approval of the interim and final accounts and related reports to ASX;
- (g) specific matters in relation to Continuous Disclosure as defined in the Continuous Disclosure Policy; and
- (h) other matters as the Board may determine from time to time.

## **6 Education, development and performance evaluation**

Each new Director will, upon appointment, participate in an induction programme. This will include meeting with members of the existing Board, Company Secretary, management and other relevant executives to familiarise themselves with the Company, its procedures and prudential requirements, and Board practices and procedures.

The Board will, at least on an annual basis, evaluate the skills and knowledge of existing Directors and, where deemed necessary, require Directors to undertake training and professional development in order to be adequately equipped to deal with emerging business and governance issues and to remain aware of material developments to laws, regulations and accounting standards that may be relevant to the Company. At any other time, and subject to approval of the Chairman, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.

The performance of the Board as a group and of individual Directors is to be assessed each year. In particular, all Directors seeking re-election at an annual general meeting may be subject to a formal performance appraisal to determine whether the Board (with their absents themselves) recommend their re-election to shareholders.

## **7 Conflict of interests**

The Board will agree, and Board members will abide by the following:

- (a) declaring their interests as required under the Corporations Act, ASX Listing Rules and general law requirements;
- (b) unless the Directors (without a relevant personal interest) agree otherwise, where any Director has a material personal interest in a matter, the Director will not be permitted to:
  - (i) receive any papers;
  - (ii) take part in any discussion concerning the matter; or
  - (iii) vote on the matter,
 at a Director's meeting where that matter is being considered; and
- (c) Directors must not:
  - (i) allow personal interests to conflict with the interests of the Company; or
  - (ii) disclose confidential information, unless the disclosure has been authorised by the Company or is required by law.

## **8 Access**

The Company's external auditors will allow all issues to be raised directly with the Board.

Board members are not to be constrained or impeded from disclosing information to the external auditors in accordance with statutory and regulatory requirements and must be available to meet with the external auditors on request after notification to the Chairman.

The Board collectively, and each Director individually, shall have the ability to consult independent experts where the Board or that Director considers it necessary to carry out its or their duties and responsibilities. Any costs incurred as a result of the Board or Director

consulting an independent expert will be borne by the Company, subject to the estimated costs being approved by the Chairman or the Board as a whole in advance as being reasonable.

Directors are entitled to access senior management and request additional information at any time they consider appropriate.

## **9 Review of charter**

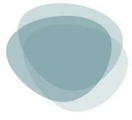
The Board will periodically review this Board Charter to determine its ongoing appropriateness.

## **Schedule 1 – Guidelines of the board of directors – independence of directors**

Section 2 of the Board Charter refers to the ‘independence’ of Directors.

Without limiting the Board’s discretion, the Board has adopted the following guidelines to assist in considering the independence of Directors.

The board has adopted the definition of ‘independent’ as defined in the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations. Consequently, a Director will only be considered ‘independent’ if that Director is free of any interest, position, affiliation, association or other relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party. The Board will take in consideration the examples set out in the ASX Corporate Governance Principles in their determination. The Board will consider the materiality of any given relationship on a case-by-case basis, with the Board charter to assist in this regard.



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## Code of conduct

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## **1 Purpose of the code and its guiding principles**

The success of Teaminvest Private Group Limited (**Company**) and its related companies (**Group**) relies on the confidence that clients and the community have in the way we conduct our business. Integrity, confidentiality and acting ethically and responsibly are our key principles. We recognise that while all our actions must be lawful, mere lawfulness may not be an adequate test of integrity. The highest standards of professionalism must at all times guide the actions of all involved with the Group, from staff, contractors and our board of directors (**Board**).

All business concerning the Company and the Group should be consistent to this code of conduct (**Code**) and its principles. This Code, therefore, outlines how the Company expects each person who represents the Group to behave and conduct business.

The objectives of this Code are to:

- (a) provide a benchmark for professional behaviour;
- (b) support the Group's business reputation and corporate image within the community; and
- (c) identify the actions that should be taken where a breach occurs.

We regularly monitor and test our policies under this Code so that our commitments remain relevant, effective and consistent with our stakeholders' expectations.

This Code should be read in conjunction with and supports the Company's Statement of Values, including by:

- (a) detailing that persons should act in accordance with the Company's Statement of Values; and
- (b) outlining that person should act ethically and responsibly.

## **2 Who the code applies to**

This Code applies to all Directors, officers and executives of the Company, and each portfolio company, Selected Shareholders (as defined in the Prospectus), and employees, consultants, contractors and associates of the Group in their dealings with customers, suppliers, regulators, shareholders and other stakeholders.

The overriding principle is that all business affairs of the Group must be conducted legally, ethically, safely, with strict observance of the highest standards of propriety and business ethics and in accordance with the Company's Statement of Values.

This Code is not an attempt to instruct individuals on how to conduct themselves outside their working relationships, nor to change their personal beliefs. While this Code is designed to demonstrate the Company's commitment to corporate responsibility, it does not create any rights in any employee, customer or other person or entity.

## **3 How the code interacts with other company policies**

This Code should be read in conjunction with all relevant Company policies, which include (but are not limited to) our policies that deal with continuous disclosure and security trading in the Company's shares.

Copies of these policies are available on the Company's website.

## **4 What to do if you suspect the code has been breached**

### **4.1 Reporting channels**

You are encouraged to report to your senior officer/manager any genuine behaviour or situation which you consider breaches or potentially breaches this Code, the Company's policies or the law. If you know of, or have good reason to suspect, an unlawful or unethical situation or consider that you are a victim of unacceptable behaviour, immediately report the matter to your senior officer/manager.

All issues can also be raised with higher management as required (who will assess the appropriate action to be taken in the circumstances). In particular, any material breaches of the Code that may affect the culture within the Company or the public image of the Company will be escalated to the Board. The Company does not and will not tolerate any disadvantage or discrimination against anyone for raising concerns or reporting issues.

#### **4.2 Whistle-blower protection**

- (a) Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. You have the Company's commitment that, whenever possible, your privacy will be protected where you make a report under the Code.
- (b) It is a breach of the Code for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code ('whistle-blower'). Examples of disadvantage and discrimination include:
  - (i) reprisals, harassment or victimisation;
  - (ii) demotion or dismissal or loss of opportunity for promotion; and
  - (iii) current or future bias.
- (c) The protection that the Company will make available to protect whistle-blowers will vary depending on the circumstances, but may include:
  - (i) ensuring confidentiality in the investigation and protecting the whistle-blower's identity;
  - (ii) monitoring and managing the behaviour of other employees;
  - (iii) offering a leave of absence while a matter is investigated;
  - (iv) relocating employees (which may, but will not necessarily, include the whistle-blower) to a different working group or department; and
  - (v) rectifying any detriment a whistle-blower has suffered.

#### **4.3 Investigations**

Investigations of reported breaches are administered by the Board.

### **5 Consequences of breaching the code**

The Company recognises that breaches of this Code may occur from time to time. We expect that any breach will be inadvertent and without intent. However, it should be clearly understood that any breach may result in disciplinary action or other penalties including, in extreme circumstances, dismissal or termination of the contract or engagement.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). The Company will act objectively and in accordance with any applicable provisions or requirements in an employment or contractor contract.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

### **6 Who to speak to if you have questions**

- (a) This Code does not include:
  - (i) every ethical issue that an employee might face; or
  - (ii) every law and policy that applies to the Group.
- (b) In representing the Group, you are expected to act in a manner consistent with the key values underpinning this Code, namely:
  - (i) our actions must be governed by the highest standards of integrity and fairness;
  - (ii) our decisions must be made in accordance with the spirit and letter of the applicable law; and

- (iii) our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Company alike.
- (c) If you have any questions regarding the Code or any of the Company's policies at any time, you should feel free to contact your senior manager.

## **7 Compliance with laws and regulations**

You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work.

We encourage you to:

- (a) actively understand the laws which affect or relate to the Group's operations;
- (b) attend seminars presented by the Group or other external service providers to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments; and
- (c) interpret the law in a way which reinforces the Company's reputation for integrity.

If you have a question as to whether particular laws apply or how they should be interpreted, please contact your senior manager.

## **8 Fair trading and dealing**

The Company aspires for all its employees to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, you must:

- (a) perform your duties in a professional manner;
- (b) act with the utmost integrity and objectivity; and
- (c) strive at all times to enhance the Company's reputation and performance.

## **9 Conflicts of interest**

Each individual is expected to avoid placing themselves in a position where their private interests conflict directly or indirectly with their obligations to the Company. A conflict of interest can arise where there is a personal, family or associated commercial interest which may interfere, or appear to interfere with the interests of the Company as a whole and influence the individual in the effective and objective performance of their duties and responsibilities because of divided loyalties.

Examples include:

- (a) being involved in or having a significant ownership or personal financial interest in other enterprises where a conflict may arise with the member of staff's obligations to the Company;
- (b) participating in activities or discussions where there may be a conflict with their duties and responsibilities to the Company;
- (c) soliciting or receiving benefits such as cash, gifts or entertainment in connection with, or as a reward for, any service or business of the Company, where the benefits, because of the frequency of the offers, the cost and circumstances and timing in which they are offered, creates, or could be interpreted as creating, an obligation that affects the individual's objectivity in making a business decision;
- (d) taking advantage of property, information or other opportunities arising from your position in the Company;
- (e) conflicts of interest arising from a family, business or personal relationship; or
- (f) conflicts arising from activities outside employment (such as involvement in community activities and professional organisations).

Any conflict of interest or potential conflict of interest should be reported to the individual's senior officer/manager and, in the case of Directors, to the Board. The Board will procure the maintenance of a register recording the conflicts of interest or potential conflicts of interest which may arise.

## **10 Improper use or theft of company property, assets and email**

The Company has extensive assets and information of great value. Protecting these assets is critical to the interests of the Company.

Employees must not disclose or use in any manner confidential information about the Company, its customers or its affairs, that they acquire during employment with the Company, unless the information is already legitimately public knowledge. This obligation continues to apply to employees after they leave the Company.

Confidentiality obligations are normally specified in employment contracts.

### **10.1 Definition of confidential information**

“Confidential information” in this context means any information in respect of the Company's business that is not available to the public and includes documents, books, accounts, other financial information, processes or other 'know how' that is:

- (a) supplied to the employee by the Company; or
- (b) generated by an employee in the course of performing his or her work with the Company.

### **10.2 Examples of confidential information**

Examples of confidential information are:

- (a) trade secrets;
- (b) price lists/cost sheets;
- (c) lists of customers;
- (d) employee (personal) details;
- (e) details of marketing programs;
- (f) technical and systems information (including algorithms);
- (g) information about suppliers;
- (h) computer systems; and
- (i) business strategies.

### **10.3 Trade secrets and intellectual property**

All inventions, discoveries, computer software processes algorithms and improvements made by an employee during his or her employment with the Company, remain the property of the Company.

This means the Company will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made during an individual's employment with the Company.

### **10.4 Control of information**

- (a) At a minimum, employees must:
  - (i) return all Company property including any documents or confidential information, on resignation or termination or on the request of the Company or its representative; and
  - (ii) if requested by the Company or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that

it cannot be retrieved or reconstructed.

- (b) You are responsible for protecting any Company property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.
- (c) Company property and assets include cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.
- (d) You must not:
  - (i) use Company assets for any unlawful purpose or unauthorised personal benefit;
  - (ii) remove Company property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and be covered by appropriate insurances; and
  - (iii) make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to the Company. If you are unsure whether information is of a confidential nature, seek advice from your manager before disclosure.
- (e) As set out in the Company's policies, you are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Company or a third party. The Company's electronic communications systems should not be used to access or post material that violates Company policies or any laws or regulations. Personal non-business use of the Company's electronic communications systems must also be consistent with the Company's policies.

## **11 Privacy**

Individuals must respect and maintain the privacy of personal information held by the Company regarding its clients, customers, employees and others. This extends to any information or opinion, whether true or not, and whether recorded in a human readable form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion.

The Company respects your privacy and the privacy of others. You should familiarise yourself with, and comply with:

- (a) the privacy laws of Australia and, where applicable, the jurisdiction of your business unit; and
- (b) the Company's privacy policies which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact your senior manager.

## **12 Public communications and disclosures**

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- (a) comply with any applicable legal requirements;
- (b) fairly and accurately reflect the transactions or occurrences to which they relate;
- (c) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- (d) be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised to do so. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. The Board will procure the maintenance of a register recording the media requests and inquiries.

The Company has adopted the disclosure policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. The aim of the disclosure policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

Please ensure that you are aware of the requirements of the disclosure policy and, if it applies to you, you must act in accordance with the policy.

## **13 Employment and contractor practices**

### **13.1 Equal opportunity and anti-discrimination**

The Company is committed to:

- (a) equal employment opportunity;
- (b) compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- (c) a workplace free from any kind of discrimination, bullying, harassment or intimidation of employees and contractors.

All employees and contractors are expected to be familiar with these policies.

The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

### **13.2 Occupational health and safety**

The Company is committed to maintaining a healthy and safe working environment for its employees and contractors. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in maintaining this situation.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

You should familiarise yourself with the Company's occupational health and safety policies and all relevant procedures to provide a workplace that is safe and without risk to the health of others and yourself. You should follow any lawful and reasonable instructions consistent with that policy and those procedures.

### **13.3 Company reputation**

Employees must not act in any way that could cause harm to the Company's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

### **13.4 Securities trading**

The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest. Employees must familiarise themselves with the Company's securities trading policy.

### **13.5 Bribes, inducements and commissions**

You must not pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).

You must not give or receive any unreasonable gifts or otherwise act in an unethical way. Any small gifts should be declared and a register kept.

## **14 Community and environment**

The Company is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold the Company's commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environment in which the Company operates.

The Company supports and encourages you to actively contribute to the needs of the community.

The Company is committed to doing business in an environmentally responsible manner and to identifying environmental risks that may arise out of its operations.

## **15 Enforcement**

All employees will be provided a copy of this Code upon induction to the Company.

The Board has the responsibility to review this Code periodically to ensure that it remains fit and for purpose. At the time of any review of this Code, the Board will also review the extent of compliance by the Board, senior executives and the Company's employees with this Code.

If the Board identifies any emerging conduct issues or is of the view that employees of the Company are unwilling or unable to report breaches of this Code, the Board may initiate actions as it considers necessary, including providing training sessions in relation to this Code.



Sundaraj & Ker

## Continuous disclosure policy

**Teaminvest Private Group Limited**

ABN 74 629 045 736

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Sundaraj & Ker ABN 20 622 278 700

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## **1 Commitment to disclosure and purpose**

### **1.1 Background**

Teaminvest Private Group Limited (**Company**) and its related companies (collectively, the **Group**) is committed to providing timely, complete and accurate disclosure of information to allow a fair and well-informed market in its securities, and compliance with the continuous disclosure requirements imposed by law including the Corporations Act, the ASX Listing Rules and any other exchange or market in which the Company's securities are offered.

### **1.2 Purpose**

The purpose of this policy is to:

- (a) assist the Company to comply with its continuous disclosure obligations imposed by law including the Corporations Act and ASX Listing Rules;
- (b) design procedures so that all shareholders have equal and timely access to material information about the Company and its prospects; and
- (c) assist the Company and individual officers to comply with the Continuous Disclosure Rules (which carry serious penalties).

To achieve these purposes, this policy sets out the Company's processes for:

- (a) identifying all material information;
- (b) reporting such material information to the Company Secretary and the Directors of the Company; and
- (c) providing timely disclosure of material information.

## **2 Application of this policy**

This policy applies to:

- (a) all Directors and senior executives (including the Chief Executive Officer and Chief Financial Officer) of the Company;
- (b) all employees of the Group, whether full or part time or casual;
- (c) the Chief Executive Officer, the Chief Financial Officer, directors and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of any Portfolio Company;
- (d) all shareholders who have been selected by the Company to participate in the Company's investment process or ongoing management of portfolio companies (**Selected Shareholders**); and
- (e) all contractors and consultants working for the Group, (collectively, **Personnel**).

Although the key continuous disclosure obligations arise under the Corporations Act and the ASX Listing Rules, the application of this policy extends to all Personnel.

## **3 Continuous disclosure obligations**

### **3.1 Disclosure obligations**

The Company is listed on ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act. In accordance with ASX Listing Rule 3.1, the Company is required immediately to notify ASX of any information of which it becomes aware, and that a reasonable person would expect to have a material effect on the price or value of any securities issued by the Company unless an exception under the ASX Listing Rules applies (as described below). Disclosure is made by making an announcement to the market announcements platform on ASX.

The Company becomes aware of information if any of its Directors or officers has, or ought reasonably to have, come into possession of the information while performing his or her duties as a Director or officer of the Company.

### **3.2 Exceptions**

The Continuous Disclosure Rules contain specific exceptions which, if applicable, mean that disclosure may be not required or is deferred. The exceptions under ASX Listing Rule 3.1A provide that disclosure under ASX Listing Rule 3.1 is not required where all of the following three conditions are satisfied:

- (a) one or more of the following conditions apply:
  - (i) it would be a breach of a law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for the internal management purposes of Company; or
  - (v) the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

The obligation to disclose the information arises even though two of the above three requirements remain satisfied.

Whether such an exception applies in any specific circumstance will be decided by the Directors of the Company. If an exception might apply this does not qualify or change the obligation on every member of Personnel to communicate or report material information under this policy. All Personnel must maintain and keep all material information strictly confidential until it is released to ASX and becomes generally available.

If material information is no longer confidential (for example, if it is reported or referred to in the media or any information agency screens, or is discussed on social media platforms), once they become aware, Personnel must inform the Board immediately to allow the Company to comply with its continuous disclosure obligations.

### **3.3 Reporting to the Board**

On becoming aware of information that:

- (a) is material information; and
- (b) is not generally available (i.e. the information in question has not been included in any Annual Report, ASX announcement or other Company release or publication), Personnel must provide the Board with as much detail about the matter or information as is reasonable in the circumstances and a brief description of why the information does or may have a material effect on the price or value of Company securities. Such examples include:
  - (i) a general outline of the matter or information;
  - (ii) details of the relevant parties;
  - (iii) the date(s) of the relevant event or transaction giving rise to the information;
  - (iv) the general status (e.g. final negotiations/negotiations currently progressing/preliminary negotiations only);
  - (v) the approximate value of the transaction or event giving rise to the information;

- (vi) the approximate effect on the Company's business, finances, operations or reputation; and
- (vii) if relevant, the names of any in-house or external advisers involved.

The Board may request further information from Personnel as considered necessary to ensure that the information provided is accurate and complete.

A list of matters that may be considered material is set out in Annexure A. This list is only indicative and should not be seen as an exhaustive list of the matters that should be considered for disclosure.

Personnel should also inform the Board or Company Secretary if they consider or are aware of any prior disclosure to ASX which is inaccurate or incomplete.

## **4 Disclosure of material information**

### **4.1 ASX announcements**

#### **(a) Authority to approve ASX announcements**

The Board has the authority to approve and is accountable for the disclosure of material information to the market.

Any release which relates to a matter which is both material and strategically important for the Company must be approved by the Board. Any other release considered under this policy which includes disclosure of a profit projection or forecast must be approved by the Board.

#### **(b) Disclosure to ASX**

The Company Secretary will coordinate the disclosure to ASX once a decision to make that disclosure has been made in accordance with section 4.1(a) of this policy. A copy of any announcement on the ASX will be circulated to the Board after its release.

The Company must not release material information publicly until it has been disclosed to ASX and received confirmation from ASX, as notified by the Company Secretary.

The Company will not engage in selective or differential disclosure of material information, or disclose any material information under an embargo arrangement that it intends to make public at a later time.

### **4.2 Analyst or investor meetings**

The Company recognises the importance of its relationships with investors and analysts.

From time to time the Company conducts analyst and investor briefings. In these cases the following approach is adopted:

- (a) all communications with market analysts will be conducted by a Director of the Company or other person approved by the Board;
- (b) no material information will be disclosed at these briefings unless it has been previously or simultaneously released to ASX. Prior to any such presentations being used, its content will be reviewed for any new material and an appropriate record will be kept of this review, which record will be maintained by the Company Secretary;
- (c) where practical the Company will consider providing its securityholders the opportunity to participate through dial-in details or a link to a live webcast. To the extent this is not practical, the Company will consider making the transcript of the briefing available on its website as soon as it reasonably can;
- (d) questions at briefings that deal with material information not previously disclosed will not be answered;
- (e) if material information is inadvertently released during a briefing, it will immediately be released to ASX;

- (f) a record of all meetings and briefings with investors or analysts will be kept, including confirmation that no new material information was disclosed; and
- (g) all meetings with shareholder advisory groups or shareholders in conjunction with the Annual General Meeting will be conducted by a Director that the Board authorises, who will usually be the Chairman.

#### **4.3 Analyst reports and estimates**

The Company will not generally comment on analyst forecasts or earnings projections. However factual errors or underlying assumptions may be corrected when that does not involve providing material information that is not common knowledge or has not been previously disclosed to ASX.

Forecast information will not be provided by the Company unless it has already been disclosed to ASX.

#### **4.4 Pre-results periods**

To prevent the inadvertent disclosure of material information, during the periods between the end of the Company's financial reporting periods and the announcement of its results, the Company's Directors and management may not discuss any financial information, broker estimates or forecasts with investors, analysts or the media unless that information has previously been disclosed to ASX.

Additional periods in which interviews or presentations are not permitted without prior approval from a Director may be imposed. The relevant Personnel will be notified of any such additional periods.

#### **4.5 Media**

The Company periodically issues information to the media and other external communication channels. No material information will be released (even on an embargoed basis) before it has been disclosed to ASX.

All continuous disclosure communications with the media must be conducted by a member of the Board, or a person authorised by them, and only to the extent of that authorisation.

#### **4.6 False market**

Under ASX Listing Rule 3.1B, the Company is required to make a clarifying statement or announcement to ASX in circumstances where ASX considers that there is, or is likely to be, a false market in the Company's securities, and requests information from Company to correct or prevent the false market. The Company is required to provide this information even if an exception to the Continuous Disclosure Rules applies.

Therefore, if any Personnel become aware of information that is based on rumour or speculation that may give rise to a false market in the Company's securities, that person should provide such information to a Director or the Company Secretary (with as much detail as is reasonable in the circumstances), including, for example:

- (a) detail of the rumour or speculation;
- (b) the source of the information; and
- (c) the estimated effect of the information (if true) on Company's business, finances, operations and/or reputation (if known).

On media speculation, the Company has a strict "no comment" policy which must be observed by all employees. The Company may only make a statement about or respond to speculation or rumour where the Company considers that it is obliged or required to do so. The Board will decide if a response is required.

#### **4.7 Trading halts**

The Company may ask any exchange to halt trading in its securities to manage disclosure issues, thereby facilitating a fair and informed market in Company's securities.

No employee is authorised to initiate a request for a trading halt other than through the Company Secretary (who must obtain the Chairman's consent before making the request of ASX), except in the case of emergency or unavailability, where the Company Secretary must obtain the approval of any member of the Board.

#### **4.8 Accountability**

The Company Secretary is accountable for:

- (a) providing guidance to determine what constitutes material information under this policy;
- (b) providing advice as to disclosure of material information, responding to queries with ASX and ASIC, or reacting to claims of market rumours or speculation; and
- (c) disclosing material information to the exchange, once a decision to make that disclosure has been made in accordance with this policy.

The Company Secretary is responsible for communication with ASX, including in relation to ASX Listing Rule matters.

The Personnel set out below may have heightened accountability for ensuring that material information is disclosed to the Board and the Company Secretary under this policy:

- (a) all Directors of the Company;
- (d) all direct reports of the Chief Executive Officer; and
- (e) any other senior executive who has authority and responsibility for planning, directing and controlling the activities of the Group.

#### **4.9 Compliance**

All Personnel must comply with this policy.

The Company will contravene its continuous disclosure obligations if it fails to notify ASX of information required by ASX Listing Rule 3.1.

Either ASX or ASIC may take action upon a suspected contravention of the ASX Listing Rules or the Corporations Act.

Serious criminal and civil penalties apply for failure to comply with the continuous disclosure obligations, both at the Company level and for individuals.

Any known or suspected instances of non-compliance will be reported to the Board and the Company Secretary for full investigation and appropriate disciplinary action. Employees should be aware that breaches of this policy may result in summary dismissal and may also attract civil penalties under the Corporations Act.

## Annexure A – Materiality guidelines and key terms

The Company must disclose any information that a reasonable person would expect to have a material effect on the price or value of securities issued by Company (this is known as **material information**).

### 1 Material information

- (a) Set out below is a non-exhaustive indicative list of matters that may give rise to an obligation to make disclosure to the market. Any information which may be material must be notified to the Board and the Company Secretary who will determine whether disclosure is required.
- (b) Matters which may require disclosure, if material, include:
  - (i) the financial condition, results of operations, the Company issued forecasts and earning performance of the Company, a portfolio company of the Group or a controlled entity, which are significantly different from that anticipated by the Company or the market;
  - (ii) acquisitions or disposals of material assets by the Company and the entities it controls;
  - (iii) significant events or occurrences that may have a material impact on the operations of the Company or the entities it controls;
  - (iv) the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by Company or the entities it controls;
  - (v) an agreement between the Group and a Director (or a related party of the Director);
  - (vi) changes in the Group's senior management or auditors;
  - (vii) a significant financing or security issue (whether debt or equity) or other action with respect to outstanding securities (such as a share repurchase plan or redemption of bonds) or any default on any securities; and
  - (viii) a proposed dividend or a change in the dividend policy.

### 2 Key terms

#### 2.1 Material effect

- (a) A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for or buy or sell the securities.
- (b) In forming a view as to whether a reasonable person would consider such information to be material, the Company's previous disclosure to the market should be considered (for example, information previously released to the market such as profit expectations, commentary on projected results, or detailed business plans or strategies).

#### 2.2 Information that is generally available

- (a) In general, the disclosure obligation will not apply where the information is generally available. However, the impact of information that is generally available on the Company may be such that it is likely to have a material effect on the price or value of the Company's securities. If the information that is generally available is likely to have a material impact on the Company, the disclosure obligation will apply and the impact or effect must be disclosed.
- (b) Information is usually considered to be generally available if:
  - (i) it consists of a readily observable matter; or

- (ii) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by Company and a reasonable period for it to be disseminated among such persons has elapsed; or
- (iii) it consists of deductions, conclusions or inferences made or drawn from other information that is generally available.

For example, information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the public and a reasonable time has elapsed after the information has been disseminated in one of these ways.





Sundaraj & Ker

# Risk & Compliance Committee charter

**Teaminvest Private Group Limited**

ABN 74 629 045 736

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Sundaraj & Ker ABN 20 622 278 700

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## 1 Objective

Teaminvest Private Group Limited ABN 74 629 045 736 (“TIP Limited”) endeavours to hold itself to standards of corporate governance appropriate for an entity of its size and nature. Over many years, prior to the listing of TIP Limited, Teaminvest Private developed a unique and rigorous approach towards risk, compliance and governance that goes beyond corporate governance recommendations and seeks to set the standard for transparency, ethics and commercial results. The board of TIP Limited (“Board”) has adopted this approach. The Board’s aim is to continually improve TIP Limited’s practices in TIP Limited’s approach towards all stakeholders, and the continued protection and growth of shareholders’ capital.

The Risk & Compliance Committee (the “RCC”) of TIP Limited exists to continuously review the risk, compliance framework and corporate governance policies of TIP Limited’s Portfolio Companies (the “Group”) to inculcate and improve operations. It will be charged with:

- (a) diligently evaluating and quantifying potential risks to the Group;
- (b) proposing practical risk mitigation and governance strategies to the Board for broader adoption by the Group;
- (c) analysing the Group’s compliance framework and procedures; and
- (d) proposing practical compliance improvements to the Board for broader adoption by the Group.

This policy document sets out the role, responsibilities, function and reporting of the RCC.

## 2 Administration

### 2.1 Membership

The RCC will comprise a maximum of seven (7) members made up of the CFO of TIP Limited who will act as Chairperson, and six (6) other Selected Shareholders appointed by the Board.

To preserve independence, it is not considered appropriate that a director of TIP Limited serve on the RCC.

The Board should select membership of the RCC with regard to the experience of the member, depth of their involvement as a Selected Shareholder, professional qualifications, roles previously or currently held within the Group and diversity of background such that the RCC can function properly in its role.

For the purpose of TIP Limited’s securities trading policy, membership to the RCC will classify a member as an “insider” who possesses “inside information” and require the member to be bound by TIP Limited’s trading restrictions.

The composition of the Committee will be evaluated annually by the Board.

### 2.2 Chair

The Chairperson will preside at meetings of the RCC. If the Chairperson is not present at an RCC meeting, the members must elect another member to act as Chairperson for that meeting.

The role of the Chairperson is to:

- (a) determine the agenda for meetings of the RCC in conjunction with the Board;
- (b) chair meetings of the RCC and take reasonable steps for the proper functioning of the RCC, including the proper conduct of meetings and an appropriate level of discussion;
- (c) take reasonable steps regarding the adequate flow of relevant information to the RCC;
- (d) take reasonable steps to advise the Board on the RCC’s recommendations on matters falling within the scope of the RCC’s responsibilities; and
- (e) review the minutes of meetings of the RCC for circulation to and approval of the RCC and sign the approved minutes.

### **3 Meetings**

#### **3.1 Frequency of meetings**

The RCC will meet as often as the RCC members deem necessary to fulfil its role but, in any event, no less than once per quarter.

In addition, the Chairperson is required to call an RCC meeting if requested to do so by the CEO or Board.

#### **3.2 Attendance by non-members**

Members of management and/or parties external to TIP Limited may be invited to attend any RCC meeting or part thereof subject to the invitee not having a material personal interest in the matter of the RCC being considered. Non-members of the RCC may be asked to withdraw from all or any part of a meeting.

#### **3.3 Meetings other than in person**

Where deemed appropriate by the Chairperson, meetings may occur via conference call or other electronic means and approvals and recommendations may occur via written resolution in accordance with TIP Limited's constitution.

#### **3.4 Secretary**

One member of the RCC will be appointed to act as secretary of the RCC. The RCC secretary will be responsible for keeping the minutes of the meetings of the RCC (except when the RCC is in closed session) and circulating them to the Chairperson for review, and the other RCC members, Board and other RCC attendees as appropriate.

#### **3.5 Quorum**

A quorum shall consist of at least three members.

### **4 Risk mitigation**

#### **4.1 Mission**

The RCC is charged with reviewing, developing and overseeing the implementation of practical and effective Group risk mitigation strategies. It forms an important mechanism for the Group to diligently manage potential risks outside the Portfolio Company framework.

#### **4.2 Scope**

The scope of the RCC with respect to the Groups' risk mitigation is to:

- (a) review risks to the Group;
- (b) evaluate the potential likelihood of that risk occurring;
- (c) determine the potential impact on the Group if the risk occurred; and
- (d) develop proposals for mitigation (including recommendations to change behaviour, adopt policies or take out insurance) that are value positive.

#### **4.3 Determining whether an action is value positive**

In determining whether a proposed action is value positive, the RCC will use the following framework:

If:

- (a) Cost of Mitigation is less than Likely Impact, implement; or
- (b) Cost of Mitigation is greater than or equal to Likely Impact, do not implement,

where:

- (c) Cost of Mitigation will be calculated as: Dollar costs associated with the project + (hours required to review, implement and police \* \$100);

Note: Cost of Mitigation is to be calculated for ten years. It should include the cost of implementation, and also the cost

and time of maintaining and policing the action to the appropriate standard such that it delivers the mitigation intended for a period of ten years (i.e. same period as the risk is being assessed for). There is no point implementing a policy and then not maintaining it to the standard required to provide the intended protection.

- (d) Likely Impact = likely risk \* potential damage;
- (e) Likely Risk = probability that the risk occurs in the next ten years; and
- (f) Potential Damage = impact on the Group if the risk occurs (estimated loss).

## **5 Compliance**

### **5.1 Mission**

The RCC is charged with fostering and improving the culture of compliance with all laws, codes of practice and regulations applicable to the Group. It forms an important part of TIP Limited's compliance review framework and is the body to which each the Group regularly reports on compliance matters.

### **5.2 Scope**

The scope of the RCC with respect to compliance is to:

- (a) receive regular updates from Portfolio Companies with regards to their compliance framework and actions;
- (b) considering any new, or updates to, laws and regulations that relate to the Group;
- (c) monitoring the extent of compliance by the Portfolio Companies to their compliance requirements; and
- (d) providing advice and recommendations to the Board on improvements to the compliance framework for adoption by the Group or a particular Portfolio Company.

### **5.3 Compliance reporting**

In order for the RCC to adequately discharge their duties with respect to compliance, the following reports shall be provided by the Group to the RCC in March and September:

- (a) a summary of its existing compliance framework;
- (b) copies of all compliance and risk registers;
- (c) copies of any training registers outlining all training undertaken during the quarter;
- (d) a copy of the financial audit findings and steps taken to remedy any issues; and
- (e) a copy of the WH&S audit findings and steps taken to remedy any issues.

### **5.4 Breach reporting**

- (a) All compliance breaches or suspected breaches will be recorded by each Portfolio Company. The record will include any steps taken to remedy the breach or potential breach and any further actions to mitigate reoccurrence.
- (b) The record will be provided to the Chairman of the RCC as soon as possible, but in any case, within 2 Business Days. The RCC will, where deemed necessary, advise the Board as to whether a report is required to be submitted to ASIC or other relevant authorities.
- (c) The RCC will maintain a record of all breach reports that it has been notified of.
- (d) The Portfolio Company will remain responsible for the remediation of the breach. However, the Portfolio Company may be directed by the RCC as to remedial actions to be taken.

### **5.5 Compliance reviews**

- (a) The RCC will review the Group's policies and procedures on a semi-annual basis after receiving the semi-annual reports from each Portfolio Company. Any proposed amendments will be recommended to the Board for approval prior to implementation.

- (b) The RCC may at its discretion undertake a review of the compliance functions and implementation by the Group or a particular Portfolio Company.
- (c) The RCC will record the findings of any compliance reviews.

## **6 Power of the RCC**

The RCC will have the power to:

- (a) review and evaluate any potential risk to the Group;
- (b) review and evaluate the Group's compliance framework and its implementation;
- (c) request information from the Group's personnel and engaged parties (internal and external);
- (d) request documentation (via TIP Limited) to enable the RCC to effectively undertake their role;
- (e) seek independent professional advice for company related matters at TIP Limited's expense, subject to the estimated costs being approved by the RCC Chairperson, in advance, as being reasonable; and
- (f) recommend the adoption of appropriate mitigation strategies to the Board.

However, the ultimate decision to adopt or reject a risk mitigation strategy will remain with the Board.

## **7 Periodic review**

The RCC has the responsibility to:

- (a) review this Charter periodically and recommend any proposed changes to the Board for approval;
- (b) conduct a periodic, but at least annual, evaluation of the Committee's performance and the extent to which the Committee has met this Charter; and
- (c) review any other relevant risk management and compliance guidelines as appropriate.

## **8 Reporting**

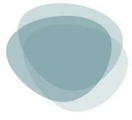
The RCC reports directly to the Board and is a key step in the diligent development, implementation and continual improvement of an appropriate Group risk and compliance framework.

The RCC is to keep a register of all risks examined and the findings reached. The RCC will also separately maintain a register of all compliance breaches or potential breaches and remediation steps. A brief report of risk and compliance matters, including the registers and a relevant summary of any key findings and material matters, is to be tabled at every regular TIP Limited board meeting.

The RCC, through the RCC Chairperson, is to advise and make recommendations to the Board on matters falling within the scope of its responsibilities. Such advice may be in the form of minutes of its meetings, supporting papers, and written or oral reports at TIP Limited's board meetings. TIP Limited must not act on the advice of the RCC unless it is approved by the Board.

## **9 Decision making**

For the avoidance of doubt, the Board may overrule the RCC on any matter and may make any decision or undertake any action notwithstanding any advice, recommendation or decision to the contrary made by the RCC.



Sundaraj & Ker

## **Risk management policy**

**Teaminvest Private Group Limited**  
ABN 74 629 045 736

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Sundaraj & Ker ABN 20 622 278 700

Office: Level 36, Australia Square, 264 George Street, Sydney NSW 2000

Web: [www.sun.law](http://www.sun.law)

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## 1 Introduction

Teaminvest Private Group Limited ACN 74 629 045 736 (**Company**) considers risk management fundamental to maintaining efficient and effective operations and generating and protecting shareholder value. For the Company, the management and oversight of risk is an ongoing process integral to the management and corporate governance of the business.

## 2 Policy objectives and outcomes

The board of directors of the Company (**Board**) determines the Company's tolerance for risk and is committed to a risk management system that facilitates a culture of innovation. The Company's risk management system is designed to assist the Company to achieve its strategic and operational objectives. It aligns with the vision, strategy, processes, technology and governance of the Company and provides for:

- (a) appropriate levels of risk taking;
- (b) an effective system for the management of risk across the Company;
- (c) protection against incidents causing personal injury and property damage;
- (d) development of risk management and control plans to reduce or minimise unforeseen or unexpected costs;
- (e) an ability to identify, prioritise and respond to new and emerging sources of risk in a manner that maximises opportunities;
- (f) reliable financial reporting and compliance with laws, regulations and standards;
- (g) sound insurance management practice; and
- (h) protection of assets from planned and unplanned events.

## 3 Key risk areas

The areas of potential risk to the Company include:

- (a) operations;
- (b) human resources;
- (c) competition;
- (d) regulatory (both domestic and international);
- (e) equity prices;
- (f) intellectual property;
- (g) technology;
- (h) occupational health & safety;
- (i) financial;
- (j) strategic;
- (k) reputational;
- (l) legal;
- (m) environmental;
- (n) market share and/or size; and
- (o) other company risks.

## 4 Risk tolerance level

The Company is aware that an overly cautious approach to risk management may have a harmful impact on the achievement of strategic and operational objectives. The Company will adopt a risk management strategy that aims to identify and minimise the potential for loss, while also

maximising strategic opportunities for growth.

## **5 Roles and responsibilities**

### **5.1 Board responsibility**

The Board is responsible for the oversight of the risk management framework. This includes establishing policies and procedures related to risk management, risk profile, risk management, assessing the effectiveness of risk oversight and management and ensuring that risk is consistently assessed and appropriately addressed.

The Board may delegate these functions to the Risk and Audit Committee.

### **5.2 Senior management**

Members of the executive management of the Company (**Senior Management**) are responsible to ensure that systems, processes and controls are in place to minimise identified risk to an acceptable level.

### **5.3 Employee responsibility**

All employees must report any new risks or changes to existing risks to their managers or supervisors as soon as they become aware of the risk.

### **5.4 External auditor**

The external auditor is responsible for providing an independent opinion of the financial results of the Company. In undertaking this role, the external auditor also provides comments on the management of risk and assists the Company in the identification of risk.

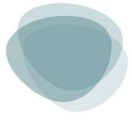
## **6 Reporting**

Senior Management must report new risks or changes to existing risks to the Chief Financial Officer as soon as practicable after becoming aware of the risk.

The intended outcomes of the risk management programme include:

- (a) the establishment of a robust risk management framework and internal control system that enhances the Company's ability to meet its strategic objectives;
- (b) improved operating performance and reliable internal and external reporting;
- (c) increased awareness and management of risk; and
- (d) compliance with policies and procedures and applicable laws and regulations.

This policy will be reviewed periodically by the Board to ensure its effectiveness, continued application and relevance. At the same time, the Board will also review the Company's general risk management framework and whether the Company continues to operate with due regard to the risk appetite set by the Board to satisfy itself that it continues to be sound.



Sundaraj & Ker

## Securities trading policy

**Teaminvest Private Group Limited**  
ABN 74 629 045 736

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Sundaraj & Ker ABN 20 622 278 700

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## 1 Introduction and purpose

This document details the policy covering restrictions on dealing in shares, options and other securities of Teaminvest Private Group Limited (**Company**) pursuant to the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

As a public company, the Company is bound by laws governing the conduct for buying, selling and otherwise dealing in the Company's securities.

The purpose of this policy is to explain the types of conduct in dealing in securities that are prohibited under the Corporations Act and to establish a best practice procedure for dealing in securities that protects the Company and its personnel against the misuse or the appearance of misuse of unpublished or confidential information which could materially affect the value of the Company's securities (**inside information**). The meaning of inside information is further described in section 5 of this policy and the restrictions on persons in possession of inside information are further described in section 3 of this policy.

If you do not understand any part of this policy or the summary of the law, or how it applies to you, you should raise the matter with the Company Secretary before dealing with any securities covered by this policy.

## 2 Persons covered by this policy

Unless otherwise stated, this policy applies to:

- (a) all employees and consultants of the Company and its related companies (**Group**) in possession of inside information (please refer to sections 3 through 7 of this policy);
- (b) the Directors, Company Secretary, all direct reports of the Chief Executive Officer and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of the Company being (collectively, **Key Management Personnel**);
- (c) staff who work closely with Key Management Personnel, staff who work in the finance/accounts function, and staff who work in strategic planning (if they are not already considered Key Management Personnel);
- (d) any other employees of the Group considered necessary or appropriate by the Board or Company Secretary as notified from time to time;
- (e) the Chief Executive Officer, Chief Financial Officer, directors and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of any Portfolio Company;
- (f) all shareholders who have been selected by the Company to participate in the Company's investment process or ongoing management of portfolio companies (**Selected Shareholders**);
- (g) immediate family members of Key Management Personnel; and
- (h) companies, trusts and entities over which Key Management Personnel or their immediate family members have control.

Additionally, section 10.5 of this Policy applies to all employees, officers and directors.

## 3 Insider trading laws

As a public company insider trading laws cover all directors and employees (including contractors) of the Company. If you have any inside information relating to the Company, it is a criminal offence for you to:

- (a) trade in the Company's securities;
- (b) advise or procure another person to trade in the Company's securities; or
- (c) pass on inside information to someone else – including colleagues, family or friends – knowing (or where you should have reasonably known) that the other person would, or

would be likely to use that information to trade in, or procure someone else to trade in, the Company's securities.

This offence called "insider trading", can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of illegal trading.

Additionally, insider trading can become relevant where you have access to insider information in relation to another public company. This might be information obtained because of dealings or a relationship with the other company during the course of your employment with the Company. This type of insider trading is also captured by insider trading laws and is prohibited.

#### **4 Confidential information**

Related to the above, you have a duty of confidentiality to the Company. You must not reveal any confidential information concerning the Group, use that information in any way which may injure or cause loss to the Group, or use that confidential information to gain an advantage for yourself or anyone else.

#### **5 What is "inside information"**

Inside information is information that:

- (a) is not generally available; and
- (b) if it were generally available, would – or would be likely to – influence investors in deciding whether to buy or sell the Company's securities.

It does not matter how you come to know the inside information (including whether you learn it in the course of carrying out your responsibilities, or passing in the corridor, or in a lift or at a dinner party).

The financial impact of the information is important, but strategic and other implications can be equally important in determining whether information is inside information. The definition of information is broad enough to include rumours, matters of supposition, intentions of a person (including the Company) and information which is not definite enough to warrant disclosure to the public.

#### **6 What are some examples of inside information?**

The following list is illustrative only. Inside information could include:

- (a) the financial performance of the Company against its budget;
- (b) a possible acquisition or sale of any assets by the Company;
- (c) a possible change in the Company's capital structure;
- (d) a proposed dividend;
- (e) senior management changes;
- (f) the possible launch of a new product or service; or
- (g) any possible claim against the Company or other unexpected liability.

#### **7 Insider trading is prohibited at all times**

Notwithstanding any other provision of this policy, if you possess inside information, you must not buy or sell the Company's securities, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.

The prohibition on insider trading is not restricted to information concerning the Company's securities. If a person has inside information in relation to securities of another company, that person must not deal in those securities.

#### **8 'Blackout period' trading restrictions**

Specific '**Blackout Period**' restrictions on trading the Company's securities apply to the following people in the Group (**Restricted Persons**):

- (a) Key Management Personnel (being, the Directors, Company Secretary, all direct reports of the Chief Executive Officer and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of the Company);
- (b) Selected Shareholders;
- (c) the Chief Financial Officer, Chief Executive Officer, directors and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of any Portfolio Company;
- (d) any other employees of the Group considered necessary or appropriate by the Board or Company Secretary as notified from time to time;
- (e) immediate family members of Key Management Personnel (including spouses, de facto spouses and children); and
- (f) companies, trusts and entities over which Key Management Personnel or their immediate family members have control.

The Company Secretary will notify those persons above that are considered Restricted Persons for this Policy and therefore bound by the additional restrictions in sections 10, 11 and 12 below.

The Company Secretary will also notify any Restricted Person if the Board decides that the person should no longer be considered a Restricted Person under this policy.

## **9 Reasons for the ‘blackout period’ trading restrictions**

Restricted Persons are in positions where it may be assumed that they have inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if they have no actual inside information at the time).

This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise as a result of trading during the ‘Blackout Period’.

## **10 Trading in securities – restricted persons – blackout periods**

### **10.1 Blackout Period**

In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that Restricted Persons must not trade in the Company’s securities during the period:

- (a) in the 2 weeks prior to the release of the Company’s Half Year Results until 24 hours following the release of such results;
- (b) from the financial year balance date until 24 hours following the release of the Company’s preliminary full year results (Appendix 4E) as long as such results are audited;
- (c) within 24 hours of release of price sensitive information to the market, and
- (d) any additional periods imposed by the Board from time to time

(each a **Blackout Period**), unless the circumstances are exceptional and the procedure for prior written clearance described section 10.3 of this Policy has been met.

### **10.2 Ad hoc Blackout Periods**

The Company may also impose additional Blackout Periods at times when it is considering sensitive information which the Company may have an obligation to disclose under the continuous disclosure requirements. During such ad hoc Blackout Periods, Restricted Persons must not trade the Company’s securities unless the circumstances are exceptional and the procedure for prior written clearance described section 10.3 of this Policy has been met.

Where ad hoc Blackout Periods are imposed by the Company, each employee and officer of the Company must keep the imposition of this additional restriction confidential and not disclose this fact to any persons inside or outside of the Company, except as required by law. This obligation of confidentiality is designed to prevent speculative trading ahead of an anticipated price sensitive announcement.

### **10.3 Exceptional circumstances when trading may be permitted subject to prior written clearance**

A Restricted Person may trade in the Company's securities inside a Blackout Period, subject to obtaining prior written clearance in accordance with the procedure described below, in the following exceptional circumstances:

- (a) if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the person seeking clearance is in severe financial hardship;
- (b) if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or
- (c) where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

### **10.4 Procedure for obtaining clearance prior to trading**

Restricted Persons must not trade in the Company's securities during a Blackout Period at any time, including in the exceptional circumstances referred to above unless they obtain prior written clearance from:

- (a) in the case of the Chairman, or family members of or entities connected to the Chairman, another Director;
- (b) in the case of any other Key Management Personnel, or family members of or entities connected to those Key Management Personnel, the Chairman;
- (c) in the case of the Chief Financial Officer, Chief Executive Officer, directors or any other senior executive who has authority and responsibility for planning, directing and controlling the activities of any Portfolio Company, the Chairman;
- (d) in the case of any Selected Shareholders or other employee, the Chairman or in their absence, a Director or Company Secretary,

(each, an **Approving Officer**).

Written clearance must be sought by submitting a request in the form set out in Annexure 1 to the Company Secretary. The Company Secretary will then seek approval from the appropriate Approving Officer.

### **10.5 Other prohibited transactions**

Restricted Persons must not enter into transactions or arrangements which operate to limit the economic risk of their security holding (including holdings of securities which are unvested or subject to a holding lock or other escrow) in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer.

Restricted Persons must not enter into agreements that provide lenders with rights over their interests in securities in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer.

Restricted Persons must not put in place a non-discretionary trading plan in respect of their securities in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer. Directors, officers or employees must not cancel any such trading plan during a Blackout Period unless the circumstances are exceptional and the procedure for prior written clearance has been met.

## **11 Requirements before trading**

- (a) Before trading, or giving instructions for trading or causing anyone else to trade in the Company's securities, the Chairman must:
  - (i) notify the Board of his intention to trade (or cause someone else to trade) in securities;



- (ii) confirm that he or she does not hold any inside information;
  - (iii) have been advised by the Board that there is no known reason to preclude him from trading in the Company's securities as notified; and
  - (iv) have complied with any conditions on trading imposed by the Board (including for example, any time limits applicable to the clearance).
- (b) Before trading, or giving instructions for trading or causing anyone to trade, in the Company's securities, a Director (other than the Chairman) must:
- (i) notify the Chairman of the Director's intention to trade (or cause someone else to trade) in securities;
  - (ii) confirm that the Director does not hold any inside information;
  - (iii) have been advised by the Chairman that there is no known reason to preclude them from trading in the Company's securities as notified; and
  - (iv) have complied with any condition on trading imposed by the Chairman (including, for example, any time limits applicable to the clearance).
- (c) Before trading, or giving instructions for trading or causing anyone else to trade, in the Company's securities, Restricted Persons (other than the Chairman or Directors) must:
- (i) notify the Company Secretary of their intention to trade (or cause someone else to trade) in securities;
  - (ii) confirm that they do not hold any inside information;
  - (iii) have been advised by the Company Secretary that there is no known reason to preclude them from trading in the Company's securities as notified; and
  - (iv) have complied with any conditions on trading imposed by the Company Secretary (including, for example, any time limits applicable to the clearance).
- (d) Before trading, or giving instructions for trading or causing anyone else to trade, in the Company's securities during a period where trading is restricted under section 10, employees of the Company or its related companies must:
- (i) notify the Company Secretary of their intention to trade (or cause someone else to trade) in securities;
  - (ii) confirm that they do not hold any inside information;
  - (iii) have been advised by the Company Secretary that there is no known reason to preclude them from trading in the Company's securities as notified; and
  - (iv) have complied with any conditions on trading imposed by the Company Secretary (including, for example, any time limits applicable to the clearance).
- (e) The Board, Chairman or Company Secretary may seek appropriate legal advice to ensure the proper provision or otherwise of a clearance under sections 11(a)(a)(iii), 11(b)(iii), 11(c)(iii) or 11(d)(iii) respectively, and the cost of such advice shall be borne by the Company.

## **12 Notification of dealing**

A Restricted Person must also notify the Company Secretary of any trading in the Company's securities by the Restricted Person or any associate of the Restricted Person within 2 business days of such trading having taken place.

The notification must be in the form set out in Annexure 2 and include:

- (a) the name of the Restricted Person and associate (if applicable);
- (b) whether the interest in the securities held by the Restricted Person was direct or indirect (and if it was indirect, the circumstances giving rise to the interest);
- (c) the date of the trading and the number of securities bought or sold;

- (d) the amount paid or received for the securities; and
- (e) the number of securities held by the Restricted Person, directly and indirectly, before and after the trading in securities.

The Company Secretary is to maintain a register of notifications and acknowledgements given in relation to trading in the Company's securities. The Company Secretary must report all notifications of dealings in the Company's securities to the next Board meeting of the Company. Directors are reminded that it is their obligation to notify the ASX within 5 days and ASIC within 14 days of any change in a director's interest. Trading in the Company's securities during Blackout Periods will be specifically highlighted in the Appendix 3Y lodged with the ASX.

### **13 Speculative trading**

The Company wishes to encourage directors, officers and employees to adopt a long term attitude to investment in the Company's securities. It is also important that trading in the Company's securities by the Company's management does not send a negative message to the market about a lack of confidence in the Company's securities, a lack of loyalty of the Company's Management or is conducted in a way which may suggest that a trade was motivated by inside information.

At no time may Restricted Persons engage in short term speculative dealing in the Company's securities or short selling the Company's securities. Where a Security is held for a period shorter than 3 months, in the absence of other circumstances the Company is likely to consider that the trade of the Security short term or speculative.

Restricted Persons are also not permitted to enter into non-discretionary trading plans which could trigger either discretionary or non-discretionary trading whilst in the possession of inside information or during a designated Blackout Period, except with prior approval as set out above.

### **14 Restrictions extend to other securities in addition to securities**

This policy covers trading not only in the Company's securities (including shares, debentures, notes, or options or warrants over unissued shares) but also in other rights and derivative products such as any renounceable or non-renounceable right to subscribe for a share or debenture or any warrant, exchange traded or over-the-counter option and any contract for difference issued in relation to the Company's securities.

This policy also prohibits margin lending and other secured financing arrangements.

### **15 Trading which is not subject to this policy**

The following trading by directors, officers and employees is excluded from this policy:

- (a) transfers of securities already held into a superannuation fund or other saving scheme in which the director, officer or employee is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where the director, officer or employee is a trustee, trading in the Company's securities by that trust provided the director, officer or employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the director, officer or employee;
- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) trading under an offer or invitation made to all or most of the security holders such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (f) a disposal of securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement where the arrangement has been

approved by the Company in accordance with this Policy;

- (g) the exercise (but not the sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Blackout Period and the Company has been in an exceptionally long Blackout Period or the Company has had a number of consecutive Blackout Periods and the director, officer or employee could not reasonably have been expected to exercise it at a time when free to do so; or
- (h) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where:
  - (i) the director, officer or employee did not enter into the plan or amend the plan during a Blackout Period; and
  - (ii) the trading plan does not permit the director, officer or employee to exercise any influence or discretion over how, when, or whether to trade.

## **16 Breaches of policy**

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

## **17 ASX listing rule requirements**

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a policy for trading in company securities.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to the periods within which directors, officers and employees are prohibited from trading in the Company's securities, the trading that is excluded from the operation of the policy or the exceptional circumstances in which directors, officers and employees may be permitted to trade during a Prohibited Period within five business days of the amendments taking effect. The Company will also give this policy to ASX immediately on request by ASX.

## **18 More information**

For more information about this policy or clarification on when an person may or may not trade please contact the Company Secretary.

**Annexure 1: Request for prior written clearance to trade in Company Securities**

To: Company Secretary  
 Teaminvest Private Group Limited (“Company”)

I, ..... (insert name, position) request approval to deal in the Company’s securities as follows (“**Securities Transaction**”):

Securityholder’s name	
Number and type of securities to be bought	
Total value of securities to be bought	\$
Number and type of securities to be sold	
Total value of securities to be sold	\$

**REASONS FOR THIS REQUEST:**

.....  
*(State reasons for seeking this approval, including (if relevant) an explanation as to the severe financial hardship or circumstances that are otherwise exceptional. Please provide sufficient evidence that the Dealing of the relevant securities is the most reasonable course of action available in the circumstances.)*

As at the date of this Request to Deal in Securities, I am not in possession of any Inside Information (as defined in the Company’s Securities Trading Policy or the Corporations Act).

I understand that:

- (a) If my request is approved, such approval is valid for a period of 10 Business Days from the date of grant of approval or the time when I become aware of Inside Information which has not been released to the market (whichever is the earlier).
- (b) If I do not complete my Securities Transaction before the expiry of the 10 Business Day period from the date of grant of approval, or the date on which I subsequently become aware of Inside Information which has not been released to the market (whichever is the earlier), I must seek fresh approval by completing and submitting a new Request to Deal in Securities.

Date: ..... Signature:.....

Name: .....

**Annexure 2: Notification of dealing**

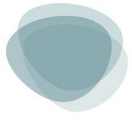
To: Company Secretary  
Teaminvest Private Group Limited (“Company”)

I, ..... (insert name, position) confirm that I have completed the following securities dealing:

Securityholder’s name	
Number and type of securities bought	
Total value of securities bought	
Date of completion of purchase	
Number of securities sold	
Total value of securities sold	
Date of completion of sale	

Date: ..... Signature:.....

Name: .....



Sundaraj & Ker

## Shareholder communications policy

**Teaminvest Private Group Limited**  
ABN 74 629 045 736

---

Sundaraj & Ker ABN 20 622 278 700

Office: Level 36, Australia Square, 264 George Street, Sydney NSW 2000

Web: [www.sun.law](http://www.sun.law)

Liability limited by a scheme approved under Professional Standards Legislation.  
Legal practitioners employed by Sundaraj & Ker are members of the scheme.

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## 1 Introduction

The Board of Teaminvest Private Group Limited (**Company**) recognises the value of providing current and relevant information to its shareholders. The Board aims to provide shareholders with sufficient information to assess the Company's performance and to inform them of the major developments affecting the Company's affairs.

The Chairman and the Company Secretary of the Company have the primary responsibility of communicating with the shareholders.

Information is communicated to shareholders through:

- (a) continuous disclosure of all relevant financial and other information to the Australian Securities Exchange (**ASX**);
- (b) publishing information on the Company's website (**Company Website**);
- (c) periodic disclosure through the annual report (**Annual Report**), the half year financial report and other corporate reports as required or deemed necessary;
- (d) notice of meetings and explanatory material; and
- (e) the Annual General Meeting (**AGM**) and other general meetings.

The Company is committed to the promotion of investor confidence by ensuring that trading in the Company's securities take place in an efficient, competitive and informed market.

## 2 Electronic communication

The Company believes that communicating with its shareholders by electronic means is an efficient way of distributing information in a timely and convenient manner. The Company's website and the ASX website contain a comprehensive overview of the Company's profile and business. Both websites are kept up to date to maintain effective communication with shareholders and other stakeholders.

The following company and governance information is available on either or both the Company website and the ASX website:

- (a) ASX announcements – current and historical;
- (b) investor reports and presentations;
- (c) financial reports, annual reports and any other corporate reports;
- (d) notice of meeting(s) and accompanying documents;
- (e) share price information – current and historical;
- (f) press releases;
- (g) corporate governance charters, policies and Statement of Values;
- (h) Board and management profiles; and
- (i) share registry contact details.

The Company Website will be updated with material released to the ASX as soon as practicable after confirmation of release by the ASX.

All website information will be updated and reviewed regularly, to ensure that information is current, or appropriately dated and archived.

## 3 Written communication and annual report

Shareholders have been given the opportunity to elect and receive a printed copy of the Annual Report from the Company. In addition, the Company publishes its Annual Report on the Company Website and the ASX website.



#### 4 Annual general meeting

The Company recognises the rights of shareholders and encourages the effective exercise of those rights through the following means:

- (a) notice of meeting(s) are distributed to shareholders in accordance with the provisions of the *Corporations Act 2001* (Cth);
- (b) notice of meeting(s) and other meeting material are drafted in concise and clear language;
- (c) choosing a venue for meetings that is reasonably accessible to security holders;
- (d) shareholders are encouraged to use their attendance at meetings to ask questions on any relevant matter, with time being specifically set aside for shareholder questions after the AGM;
- (e) shareholders are encouraged to participate in voting and also meeting the Board and other members of the management team in person after the meeting;
- (f) if shareholders are unable to attend a meeting, they are encouraged to vote on the proposed motions by appointing a proxy via the proxy form accompanying a notice of meeting, or online through the share registry's website;
- (g) where appropriate, deciding resolutions by a poll rather than a show hands, thereby respecting the principal of "one security, one vote";
- (h) it is general practice for a presentation on the Company's activities and investments to be made to shareholders at each AGM;
- (i) it is both the Company's policy and the policy of the Company's auditor (as well as a requirement pursuant to section 250RA of the *Corporations Act 2001* (Cth)) for the auditor to be present at the AGM, and to answer any questions regarding the conduct of the audit and preparation and content of the auditor's report; and
- (j) the Company will publish the results of the AGM to both the Company Website and ASX's website.



Sundaraj & Ker

# Whistleblower policy

**Teaminvest Private Group Limited**  
ABN 74 629 045 736

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Sundaraj & Ker ABN 20 622 278 700

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## Whistleblower policy

### Company's details:

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<b>Group</b>	Teaminvest Private Group Limited (and each of its subsidiaries and controlled entities)
<b>ABN</b>	74 629 045 736
<b>Address</b>	Level 3, 80 Mount Street North Sydney NSW 2060
<b>Attention</b>	Dean Robinson
<b>Email address</b>	<a href="mailto:dean.robinson@tipgroup.com.au">dean.robinson@tipgroup.com.au</a>

---

## 1 Whistleblower policy statement

### 1.1 Introduction

- (a) TIP Group is committed to ensuring the highest standards of integrity and promoting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. As part of this commitment, TIP Group recognises the need to have robust procedures in place to ensure people can report instances of suspected unethical, illegal, fraudulent or undesirable conduct by TIP Group or its officers, employees or agents, and to ensure that anyone who does report such behaviour can do so without fear of reprisal, discrimination, intimidation or victimisation.
- (b) This whistleblower policy forms part of TIP Group's broader risk management framework which includes the risk management policy and the risk and audit committee charter.

### 1.2 Purpose

The purpose of this whistleblower policy is to:

- (a) help deter wrongdoing by encouraging more disclosures of wrongdoing to TIP Group;
- (b) set out how people can report matters and how those matters will be investigated;
- (c) describe how TIP Group will protect the identity of persons making disclosures, and other persons because a disclosure has been made under this whistleblower policy and safeguard them from detriment and retaliation;
- (d) provide transparency around TIP Group's framework for receiving, handling and investigating disclosures;
- (e) support TIP Group's values, code of conduct and ethics policy, its long-term sustainability and reputation, and to meet its legal and regulatory obligations;
- (f) describe the protections available where the disclosures are made in accordance with Part 9.4AAA of the *Corporations Act 2001* (Cth) (**Corporations Law**) or Part IVD of the *Taxation Administration Act 1953* (Cth) (**Tax Act**);
- (g) place ultimate responsibility for this whistleblower policy, its implementation, and the encouragement of people to whom this whistleblower policy applies to speak up without fear of victimisation or retaliation, with TIP Group's Audit & Risk Committee; and
- (h) align with the Australian Securities Exchange Corporate Governance Principles and Recommendations.

### 1.3 Definition of "whistleblower"

A person making a disclosure under this whistleblower policy is referred to as a **whistleblower**.

### 1.4 Application

- (a) This whistleblower policy applies to:
  - (i) each officer, director or senior manager of TIP Group;
  - (ii) all employees of TIP Group, whether permanent or casual, full-time or ongoing,

- trainees or apprentices;
  - (iii) Selected Shareholders (as defined in the Prospectus);
  - (iv) volunteers, work experience placements and members of the public or customers;
  - (v) entities or persons providing goods and services to TIP Group, whether through a company, partnership, sole trader or labour hire arrangement (e.g. contractors and suppliers); and
  - (vi) individuals identified as eligible whistleblowers in section 2.
- (b) This whistleblower policy does not form part of any employee's contract of employment and TIP Group may amend it at any time.

## **2 Who can make a disclosure under this whistleblower policy, and the effect of making disclosure**

### **2.1 Types of persons who can make disclosures**

An eligible whistleblower (see the definition in Schedule 1 for the purposes of the Corporations Law, and the definition in Schedule 2 for the purposes of the Tax Act), can make reports of Disclosable Matters (see section 5) in accordance with this whistleblower policy. Eligible whistleblowers include:

- (a) an officer, director or senior manager;
- (b) a permanent, temporary, casual, part-time or full-time employee;
- (c) a Selected Shareholder (as defined in the Prospectus);
- (d) a worker on secondment or supplied by an agency;
- (e) a trainee and apprentice;
- (f) suppliers of services or goods to TIP Group, such as contractors, consultants, service providers and business partners;
- (g) a spouse, relative or dependant of an individual referred to in section 2.1(a) to section 2.1(e).

### **2.2 Whistleblower protection**

- (a) All persons who make a disclosure of information relating to a Disclosable Matter (see section 5) in accordance with this whistleblower policy, whether an eligible whistleblower or not, will:
  - (i) have their identity protected by TIP Group, in accordance with section 8; and
  - (ii) be protected from detrimental conduct (see paragraph 6.2 of Schedule 1) by TIP Group, in accordance with section 11.
- (b) Any person who is mentioned in a Disclosable Matter (see section 5) will be treated fairly by TIP Group, in accordance with section 10.
- (c) In addition to the protections outlined in section 2.2, an eligible whistleblower will also qualify for protections available under the Corporations Law and the Tax Act if they make a disclosure that qualifies for protection under those statutes (see Schedule 1 and Schedule 2 for when a disclosure qualifies for protection, and the protections available, under the Corporations Law and Tax Act).

## **3 Roles and responsibilities**

### **3.1 Audit & Risk Committee**

The Audit & Risk Committee has responsibility for and ownership of:

- (a) this whistleblower policy, including approving the whistleblower policy and any amendments;
- (b) ensuring this whistleblower policy complies with TIP Group's legal and ethical obligations, and that all those under its control comply with it;

- (c) ensuring those reporting to them understand and comply with this whistleblower policy and are given adequate and regular training on it together with TIP Group's compliance culture set out in the company's various corporate governance policies;
- (d) where relevant, determining how a matter reported under this whistleblower policy will be managed, including seeking legal advice on TIP Group's statutory or other legal obligations arising from a disclosure made under this whistleblower policy, or the application of this whistleblower policy, and notifying an external regulator or law enforcement agency;
- (e) periodically reviewing the effectiveness of this whistleblower policy and updating the whistleblower policy or TIP Group's whistleblower processes as necessary;
- (f) ensuring appropriate resources are made available to sustain an effective whistleblower management system in TIP Group; and
- (g) appointing the Whistleblower Officer and any Whistleblower Protection Officers.

### **3.2 The Whistleblower Officer**

The **Whistleblower Officer** has primary and day-to-day responsibility for:

- (a) implementing this whistleblower policy and ensuring it is made available to the officers and employees of TIP Group, monitoring its use and effectiveness and dealing with any queries about it;
- (b) providing information to persons to whom this whistleblower policy may apply with advice or information about:
  - (i) TIP Group's whistleblower management system, and the application of this whistleblower policy;
  - (ii) what this whistleblower policy covers, the type of conduct that should and should not be reported under this whistleblower policy, and the type of protections available for whistleblowers;
  - (iii) how a disclosure under this whistleblower policy might be handled by TIP Group; and
  - (iv) where to obtain further information and advice about whistleblowing and whistleblower protections;
- (c) assessing disclosures made under this whistleblower policy and their management, including:
  - (i) subject to any permissions from the whistleblower, ensuring a whistleblower's identity is kept confidential;
  - (ii) notifying the Audit & Risk Committee where a disclosure is sufficiently serious;
  - (iii) seeking legal advice on TIP Group's statutory or other legal obligations arising from a disclosure made under this whistleblower policy, or the application of this whistleblower policy;
  - (iv) assessing the risk of any detrimental conduct to a whistleblower, or other person, due to a disclosure made under this whistleblower policy, and ensuring the implementation of appropriate safeguards;
  - (v) determining whether a disclosure under this whistleblower policy will be investigated, and the scope and conduct of that investigation;
  - (vi) notifying the Audit & Risk Committee in circumstances where, if the disclosure was proven, there could be disciplinary consequences for an employee of TIP Group; and
  - (vii) liaising with the whistleblower to obtain any necessary information, including any concerns the whistleblower holds in respect of victimisation or retaliation, and providing updates to the whistleblower on the management of their report.



### 3.3 Designated Disclosure Officers

**Designated Disclosure Officers**, as defined in section 7.1, **officers** and **senior managers** of TIP Group, and employees and officers with functions or duties that relate to the tax affairs of TIP Group, as defined in section 7.4(a)(iii), are responsible for:

- (a) receiving disclosures under this whistleblower policy, as relevant, from whistleblowers;
- (b) seeking to obtain information from the whistleblower that:
  - (i) where appropriate, assists TIP Group to investigate the report effectively; and
  - (ii) confirms whether the whistleblower holds any concern of victimisation or retaliation for themselves, or another person, due to making the report, and any assistance or support they may require;
- (c) subject to any permissions from the whistleblower, ensuring the whistleblower's identity is kept confidential;
- (d) disclosing any conflict of interest they may have in respect of a disclosure;
- (e) ensuring the whistleblower has access to this whistleblower policy, is aware of the whistleblower protections in the Corporations Law or Tax Act as relevant, and the support available from TIP Group; and
- (f) explaining the next steps they will take in handling the disclosure, including:
  - (i) registering the disclosure with the Whistleblower Officer (ensuring confidentiality of the whistleblower's identity where consent to disclose their identity to the Whistleblower Officer has not been given by the whistleblower); and
  - (ii) escalating the matter to the Audit & Risk Committee in appropriate cases.

### 3.4 Investigator

An **Investigator**, appointed by the Audit & Risk Committee, Whistleblower Officer or TIP Group's legal representative, will have responsibility for

- (a) subject to any permissions from the whistleblower, ensuring a whistleblower's identity is kept confidential; and
- (b) conducting a:
  - (i) confidential and privileged factual investigation of the disclosure for the purpose of providing TIP Group with legal advice; or
  - (ii) conducting a confidential factual investigation of the disclosure, including gathering evidence, interviewing witnesses, communicating with the whistleblower where they have consented to providing their identity to the Investigator, seeking assistance from internal and external consultants, and providing an investigation report with the Investigators findings to the Audit & Risk Committee or Whistleblower Officer.

### 3.5 Whistleblower Protection Officer

A **Whistleblower Protection Officer** is responsible for ensuring TIP Group assesses and implements appropriate measures to safeguard whistleblowers, and other persons involved in a disclosure by a whistleblower, including the person to whom the disclosure has been made and persons the subject of the whistleblower's allegations, or witnesses, from victimisation or retaliation due to a disclosure being made under this whistleblower policy.

### 3.6 Chief Executive Officer

The Chief Executive Officer of the TIP Group has responsibility for any disciplinary process that is triggered by a disclosure under this whistleblower policy that, if established, leads to an allegation of misconduct or serious misconduct against an employee of TIP Group, or where a report involves a personal work-related grievance (as defined in section 6.1).

### **3.7 Line managers and supervisors**

**Line managers and supervisors** of TIP Group play an important role in supporting the objectives of this whistleblower policy, and ensuring their direct reports are able to obtain information about the correct processes for making a disclosure or seeking further advice and support about whistleblowing. Line managers and supervisors are responsible for enforcing the importance of this whistleblower policy with their reports, together with why disclosing wrongdoing is so vital to TIP Group's risk management framework.

### **3.8 Employees**

All **employees** of TIP Group are required, and all other persons eligible to make disclosures under this whistleblower policy are strongly encouraged, to report under this whistleblower policy if they reasonably suspect that conduct, or a state of affairs exists, in relation to TIP Group that is a Disclosable Matter, as defined in section 5.1, whether engaged in by themselves or others.

### **3.9 Independent contractors or labour hire workers**

All employees of TIP Group, and persons providing services as an independent contractor or labour hire worker to TIP Group, are required to:

- (a) subject to a claim of privilege or self-incrimination, cooperate with an Investigator (see section 3.4), including by providing relevant documents and information or answering questions during the conduct of any investigation under this whistleblower policy;
- (b) strictly maintain the confidentiality of a whistleblower's identity, whether they obtain that information directly or indirectly, in accordance with section 8; and
- (c) refrain from committing, or threatening to commit, any act of detrimental conduct to a whistleblower, or any other person, because they believe or suspect that the whistleblower, or another person, has made, may have made, proposes to make, or could make a disclosure that qualifies for protection under the Corporations Law or Tax Act, in accordance with section 11.

## **4 Seeking advice or support about the application of this whistleblower policy**

- (a) TIP Group encourages whistleblowers, or other persons, to raise issues or ask questions if:
  - (i) they are unsure:
    - (A) whether they are covered by this whistleblower policy;
    - (B) whether their concerns qualify as a matter to be disclosed under this whistleblower policy; or
    - (C) as to whom they should make a disclosure.
  - (ii) they are the subject of a disclosure or a witness in an investigation of a disclosure and seek support or assistance; or
  - (iii) they seek information about the type of protections and immunities available to whistleblowers, and other persons, under this whistleblower policy and the Corporations Law or the Tax Act.
- (b) Issues, queries and concerns regarding the application of this whistleblower policy and the type of matters considered in section 4(a)(i) to section 4(a)(iii) can be raised with:
  - (i) your line manager or supervisor;
  - (ii) the Whistleblower Officer; or
  - (iii) an independent lawyer should you seek legal advice on the operation of the statutory whistleblower regime under the Corporations Law or the Tax Act.

## **5 What can be reported under this whistleblower policy?**

### **5.1 Eligibility for Whistleblowers**

Eligible whistleblowers should make a disclosure under this whistleblower policy, and

employees of TIP Group must make a disclosure under this whistleblower policy, if they reasonably suspect that conduct, or a state of affairs exists, in relation to TIP Group that is any of the following:

- (a) misconduct, or an improper state of affairs or circumstances, in relation to TIP Group;
- (b) misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of TIP Group, and where they consider the information may assist the recipient to perform functions and duties in relation to the tax affairs of TIP Group;
- (c) in contravention of any law administered by Australian Securities and Investments Commission (ASIC) (see Schedule 3 for a list of these laws);
- (d) conduct that represents a danger to the public or the financial system (even if this conduct does not involve a breach of a particular law); or
- (e) conduct that is an offence against any law of the Commonwealth, where the offence is punishable by imprisonment for a period of 12 months or more,

(collectively referred to as **Disclosable Matters**).

## **5.2 Disclosable Matters**

- (a) Disclosable matters include conduct that:
  - (i) may or may not involve a contravention of any law;
  - (ii) may include conduct that indicates a systemic issue in TIP Group;
  - (iii) relates to dishonest or unethical behaviour and practices;
  - (iv) may relate to business behaviour and practices that may cause consumer harm;
  - (v) is an exception to an excluded personal work-related grievance as defined in section 6.2; or
  - (vi) is prohibited under TIP Group's Code of Conduct.
- (b) Disclosable Matters also relate to conduct or a state of affairs in relation to:
  - (i) related entities of TIP Group for disclosures under the Corporations Law and Tax Act (see Schedule 1 and Schedule 2), including:
    - (A) Decoglaze Holdings Pty Ltd ACN 163 429 856;
    - (B) Lusty TIP Trailers Pty Ltd ACN 005 543 920;
    - (C) Icon Metal Pty Ltd ACN 612 906 840;
    - (D) Coastal Energy Pty Ltd 125 056 037;
    - (E) East Coast Traffic Controllers Pty Ltd ACN 134 424 543;
    - (F) Kitome Pty Ltd ACN 074 917 347;
    - (G) Pluto Mining Pty Ltd 006 731 022; and
    - (H) Kitome Pastoral Pty Ltd ACN 096 059 273.
  - (ii) an associate of TIP Group for disclosures under the Tax Act (see Schedule 2), including the entities as listed in (i).

## **5.3 Examples of disclosable matters.**

Without limiting the type of conduct that can be disclosed under this whistleblower policy, examples of conduct that is appropriate to disclose under this whistleblower policy includes conduct that is:

- (a) fraudulent or corrupt, such as money laundering or misappropriation of funds;
- (b) in breach of a law administered by ASIC, and a law of the Commonwealth punishable by 12 months imprisonment or more. Examples of conduct in breach of Corporations Law could include:
  - (i) insider trading;

- (ii) insolvent trading;
  - (iii) breach of the continuous disclosure rules;
  - (iv) failure to keep accurate financial records;
  - (v) falsification of accounts; or
  - (vi) failure of a director, or another officer, to act with the care and diligence a reasonable person would exercise, or to act in good faith in the best interests of the corporation, or to give notice of any material personal interest relating to the affairs of TIP Group;
- (c) illegal, such as theft, the sale or use of prohibited substances, violence or threatened violence, harassment or criminal damage to property;
  - (d) unethical, such as acting dishonestly, altering records without cause or permission, making false entries in records, engaging in questionable financial practices, offering or accepting a bribe;
  - (e) contrary to, or a serious breach of, codes and practices (including work practices) of TIP Group;
  - (f) potentially damaging to TIP Group, including conduct that may cause financial or non-financial loss to TIP Group, or is otherwise detrimental to its interests; or
  - (g) 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 under this whistleblower policy.

## **6 What should not be reported under this whistleblower policy?**

### **6.1 Personal grievance**

- (a) Subject to the exceptions in section 6.2, a Disclosable Matter does not include a personal work-related grievance, which concerns a grievance in relation to a whistleblower's employment, or former employment, with TIP Group that has implications for the whistleblower personally. Examples of a personal work-related grievance include complaints an employee, or former employee, may hold concerning:
  - (i) the terms and conditions of their employment;
  - (ii) an interpersonal conflict with another employee;
  - (iii) any disciplinary or performance management process; or
  - (iv) the termination of their employment.
- (b) Personal work-related grievances should be reported under the relevant workplace policy of TIP Group or the relevant subsidiary.

### **6.2 Personal grievance -v- disclosable matter**

A personal work-related grievance that has significant implications for TIP Group, and wider ramifications than for the whistleblower personally, may be appropriate to disclose under this whistleblower policy as a Disclosable Matter. Similarly, where the grievance relates to detrimental conduct suffered by the whistleblower because of making a previous whistleblower disclosure, or seeking legal advice about whistleblower protections, the matter should be reported under this whistleblower policy as a Disclosable Matter (see section 11). Without limiting the types of matters, examples of personal work-related grievances that could be reported as a Disclosable Matter under this whistleblower policy include:

- (a) mixed reports, for instance where a concern regarding corporate misconduct or wrongdoing is accompanied by a personal work-related grievance, or a personal work-related grievance includes information about corporate misconduct or wrongdoing;
- (b) where the matter suggests a behaviour or conduct extending beyond the individual's personal circumstances, for instance an individual claim of bullying has indicated that there may be a more general culture of bullying or harassment within TIP Group;
- (c) TIP Group, or its officers or agents, has breached an employment (or other) law

punishable by more than 12 months imprisonment, or has engaged in conduct that represents a danger to the public; or

- (d) if unsure whether a grievance is a Disclosable Matter under this whistleblower policy, or a personal work-related grievance that is more appropriately managed through a relevant workplace behaviour policy of TIP Group, seek guidance from the Whistleblower Officer.

## 7 To whom and how should disclosures under this policy be made?

### 7.1 Designated disclosure officers

A person to whom this whistleblower policy applies should report Disclosable Matters to one of the following persons (each authorised by TIP Group to receive disclosures from persons to whom this whistleblower policy applies, and each referred to in this capacity as a **Designated Disclosure Officer**):

- (a) the Whistleblower Officer;
- (b) an officer or senior manager of TIP Group; or
- (c) TIP Group’s auditor.

### 7.2 Designated disclosure officer contact details

Whistleblowers can report Disclosable Matters to a Designated Disclosure Officer using the contact details below:

Designated Disclosure Officer	Name	Email
Whistleblower Officer	Dean Robinson	<a href="mailto:dean.robinson@tipgroup.com.au">dean.robinson@tipgroup.com.au</a>
Officer or senior manager	Malcolm Jones	<a href="mailto:malcolmmjones@hotmail.com">malcolmmjones@hotmail.com</a>
	Andrew Coleman	<a href="mailto:andrew.coleman@tipgroup.com.au">andrew.coleman@tipgroup.com.au</a>
	Howard Coleman	<a href="mailto:howardc@teaminvest.com.au">howardc@teaminvest.com.au</a>
	Regan Passlow	<a href="mailto:reganp@teaminvest.com.au">reganp@teaminvest.com.au</a>
	Ian Kadish	<a href="mailto:ikadish@idxgroup.com.au">ikadish@idxgroup.com.au</a>
TIP Group’s auditor	Steve May	<a href="mailto:smay@kpmg.com.au">smay@kpmg.com.au</a>
	Frank Moon	<a href="mailto:fmooon@kpmg.com.au">fmooon@kpmg.com.au</a>

### 7.3 Reporting of disclosable matter

Wherever possible, to assist TIP Group handle a disclosure made under this whistleblower policy appropriately, the following information about a Disclosable Matter should be provided to the Designated Disclosure Officer in a clear and factual way:

- (a) the whistleblower’s full name, address and preferred contact details. While there is no requirement for a whistleblower to provide these details, and disclosures can be made anonymously (see section 7.5), if comfortable doing so this information greatly assists TIP Group to investigate the Disclosable Matter and provide the whistleblower with appropriate protections from any detrimental conduct;
- (b) the entity, division or department which the Disclosable Matter relates to;
- (c) the nature of the alleged wrongdoing including, where relevant, details of the person believed to have committed the wrongdoing, or is aware of, or involved in, the wrongdoing;
- (d) when and where the wrongdoing occurred;
- (e) anyone else who may verify the claim, or possible witnesses;
- (f) if the whistleblower is concerned about any possible victimisation or acts of reprisal for reporting the matter, or have been subject to detrimental conduct for a previous report

- of a Disclosable Matter, and any assistance or support sought from TIP Group; and
- (g) any supporting information (for instance, emails, documents, text messages, file notes, photos).

#### **7.4 Other options for reporting disclosable matters**

- (a) Whistleblowers can also report Disclosable Matters by:
  - (i) writing a report, preferably addressing the matters raised in section 7.3, and mailing it to Dean Robinson at Level 3, 80 Mount Street, North Sydney NSW 2060 where it will be received by the Whistleblower Officer; or
  - (ii) where the matter does not involve the tax affairs of TIP Group, raising it with:
    - (A) any officer or senior manager of TIP Group;
    - (B) TIP Group's appointed auditor, ASIC (see Schedule 4 for contact details). Whistleblowers can make a disclosure directly to the entities named in Schedule 4 without making a prior disclosure to TIP Group; or
    - (C) in limited circumstances involving an emergency or public interest disclosure (see Schedule 1), to the media or a Member of Parliament.
  - (iii) where the matter involves the tax affairs of TIP Group, raising it with:
    - (A) a director or senior manager of TIP Group;
    - (B) employees or officers of TIP Group who have functions or duties that relate to the tax affairs of TIP Group; or
    - (C) TIP Group's appointed auditor, registered tax or business activity statements (BAS) agent, or the Commissioner of Taxation (see Schedule 5 for contact details). Whistleblowers can make a disclosure directly to these entities without making a prior disclosure to TIP Group.

#### **7.5 Whistleblower disclosure of identity**

- (a) Disclosures of Disclosable Matters can be made anonymously, and a whistleblower may choose to remain anonymous, including during any investigation into the disclosure. If the disclosure is not made anonymously, or an anonymous whistleblower consents to limited disclosure of their identity (for instance, to the Whistleblower Officer and an Investigator), TIP Group will take all reasonable steps to ensure that the whistleblower's identity remains confidential in accordance with section 8 and, where applicable, Schedule 1 or Schedule 2. A whistleblower who provides their identity when making a disclosure under this whistleblower policy:
  - (i) can expect TIP Group to provide the whistleblower with appropriate protection and support (see section 11); and
  - (ii) enables any Investigator appointed to investigate the matter with an opportunity to clarify or seek further information from the whistleblower. Without further information, TIP Group may be unable to investigate the report (see section 9).
- (b) If the whistleblower has provided their contact details, a Disclosable Matter received by a Designated Disclosure Officer, an officer, director or senior manager of TIP Group, or an employee or officer with functions or duties for the tax affairs of TIP Group, will be acknowledged as received within a reasonable time frame.

### **8 Confidentiality of a whistleblower's identity**

#### **8.1 Commitment**

TIP Group is committed to protecting the identity of all person's making disclosures under this whistleblower policy.

#### **8.2 Commitment to protection of identity**

Where a disclosure received under this whistleblower policy is:

- (a) a protected disclosure under the Corporations Law or the Tax Act, the confidentiality of a whistleblower's identity is protected under the whistleblower protection regimes in those statutes, which include statutory sanctions and remedies where confidentiality is breached (see Schedule 1 and Schedule 2); or
- (b) not a protected disclosure under the Corporations Law or the Tax Act, including where the whistleblower is not an eligible whistleblower, TIP Group will use its best endeavours to not disclose the identity of the whistleblower in accordance with this section 8.

### **8.3 Identity confidentiality**

TIP Group will take the following steps to ensure the confidentiality of the identity of an eligible whistleblower's identity:

- (a) the person receiving the disclosure will seek permission from the whistleblower to share their identity with the Whistleblower Officer or the Chair of the Audit & Risk Committee, and a restricted number of persons who may be involved in managing or investigating the disclosure. Only persons who have been both authorised by the whistleblower and are directly involved in handling and investigating the disclosure will be made aware of the whistleblower's identity (subject to the whistleblower's consent) or information that is likely to lead to the identification of the whistleblower;
- (b) where a whistleblower does not give their permission to share their identity, or share their identity with particular persons involved in managing or investigating the disclosure, for instance with an appointed Investigator, the person receiving the disclosure will disclose the information contained in the disclosure only if:
  - (i) the information does not disclose the whistleblower's identity;
  - (ii) they have taken all reasonable steps to reduce the risk that the whistleblower will be identified from the information; and
  - (iii) it is reasonably necessary for investigating the issues raised in the disclosure;
- (c) information relating to the disclosure will be stored confidentially and securely in TIP Group's whistleblower reporting system, and only available for access by the Whistleblower Officer and others involved in receiving, managing and investigating the disclosure; and
- (d) all persons handling and investigating disclosures will receive appropriate training in their obligations in respect of the confidentiality of a whistleblower's identity, and how to ensure the security of information and communications in respect of the disclosure.

### **8.4 Identity awareness**

Whistleblowers making a disclosure under this whistleblower policy should be aware that people may be able to guess or establish their identity where they:

- (a) have mentioned to other people they are considering making a disclosure;
- (b) have complained or raised concerns with other people about the subject matter of the disclosure;
- (c) are one of a very small number of people with access to the information the subject of the disclosure; or
- (d) are disclosing information that has been told to them privately and in confidence.

### **8.5 Breach of confidentiality**

A whistleblower can lodge a complaint about an alleged breach of the confidentiality of their identity with:

- (a) the Whistleblower Officer or the Chair of the Audit & Risk Committee;
- (b) for matters not involving the tax affairs of TIP Group, ASIC; or
- (c) for matters involving the tax affairs of TIP Group, the Commissioner of Taxation.

## **9 Investigations of disclosures**

### **9.1 Recipients of disclosures**

After receiving a disclosure from a whistleblower under this whistleblower policy, a recipient of the disclosure, will:

- (a) take all reasonable steps to ensure the whistleblower's identity is kept confidential, subject to any permissions given by the whistleblower (see section 8);
- (b) notify the Whistleblower Officer or the Audit & Risk Committee of the disclosure. In doing so, unless the whistleblower has given their consent to disclose their identity, the recipient will not disclose information contained in the whistleblower's disclosure to the Whistleblower Officer or the Audit & Risk Committee unless:
  - (i) the information does not include the whistleblower's identity;
  - (ii) they have taken all reasonable steps to reduce the risk of the whistleblower being identified from the information (such as removing the whistleblower's name, position title or number, and other identifying details); and
  - (iii) it is reasonably necessary for investigating the issues raised in the disclosure; and
- (c) where the whistleblower has provided their contact details, update the whistleblower that the matter has been confidentially referred to the Whistleblower Officer or the Audit & Risk Committee for assessment of next steps.

### **9.2 Whistleblower officer responsibilities**

Subject to section 9.3, the Whistleblower Officer will, as soon as practicable, assess all matters notified to them under this whistleblower policy and:

- (a) take all reasonable steps to ensure the whistleblower's identity is kept confidential, subject to any permissions given by the whistleblower;
- (b) determine whether the disclosure:
  - (i) falls within the scope of this whistleblower policy, or whether it is more appropriately managed under another workplace policy of TIP Group;
  - (ii) triggers a requirement for TIP Group to seek legal advice in respect of its legal obligations, including the conduct of a factual investigation into the disclosure to assist in the provision of that advice; and
  - (iii) should be investigated, and by whom;
- (c) assess the risk of any detrimental conduct to the whistleblower, or any other person, because the disclosure has been made; and
- (d) determine whether the disclosure is sufficiently serious to notify:
  - (i) the Audit & Risk Committee; and
  - (ii) in consultation with the Audit & Risk Committee, an external entity including a regulator or law enforcement agency (the Whistleblower Officer may disclose the identity of a whistleblower to ASIC or a member of the Australian Federal Police).

### **9.3 Reporting of disclosure**

In certain situations, it will be appropriate for the recipient of a disclosure to report a disclosure directly to the Audit & Risk Committee, and for the assessment detailed in section 9.2(a) to section 9.2(d) to be performed by the Audit & Risk Committee, including when the disclosure relates to:

- (a) the Whistleblower Officer;
- (b) a director of TIP Group;
- (c) a member of TIP Group's senior management or of a subsidiary; or



- (d) TIP Group's appointed auditor.

#### **9.4 Investigation**

Where the Whistleblower Officer or Audit & Risk Committee determines the matter should be investigated, the investigation process will depend on the nature of the matter being investigated, including that a factual investigation of the matter will be conducted under legal professional privilege to assist a legal practitioner to provide TIP Group with legal advice. The object of an investigation into a disclosure is to determine whether there is enough evidence to substantiate or refute the matters reported. Where an investigation is deemed necessary, the Whistleblower Officer will either:

- (a) determine the nature and scope of the investigation, including:
  - (i) the person within or external to TIP Group that will lead the investigation;
  - (ii) the nature of any technical, financial or specialist advice that may be required to support the investigation;
  - (iii) the timeframe for the investigation; and
  - (iv) where the whistleblower has provided their identity to the Whistleblower Officer, seeking consent for their identity to be revealed to the appointed Investigator; or
- (b) request the provision of confidential and privileged legal advice to TIP Group, including the conduct of a factual investigation to support the provision of that advice, from a qualified legal practitioner.

#### **9.5 Principles of investigation**

- (a) Where the disclosure is investigated, the investigation will be thorough, objective, fair, preserve the confidentiality of the whistleblower, and be conducted independent of:
  - (i) the whistleblower;
  - (ii) any person the subject of the disclosure; and
  - (iii) any parts of TIP Group's business concerned.
- (b) Depending on the extent of the whistleblower's consent to disclosing their identity, the Whistleblower Officer, Audit & Risk Committee, appointed Investigator (including a legal adviser to TIP Group), or the recipient of the disclosure may contact the whistleblower for further information.

#### **9.6 Investigation of anonymous disclosure**

If the disclosure was made anonymously, and the whistleblower:

- (a) has not maintained two-way communication with TIP Group, the assessment in section 9.2 or section 9.3, and any decision to undertake an investigation, and the conduct of any investigation, will be based on the information provided by the whistleblower; or
- (b) has maintained two-way communication with TIP Group, the whistleblower can refuse to answer questions they feel could reveal their identity at any time, including during any follow-up conversation about, or investigation into, the disclosure.

#### **9.7 Role of investigator**

An Investigator appointed under section 9.4(a), will document the nature and scope of their investigation and findings in a report, maintaining confidentiality in accordance with section 8. The report will be provided to the Whistleblower Officer and/or the Audit & Risk Committee who will provide feedback, where appropriate, to the whistleblower regarding the progress and outcome of, and actions arising from, any investigation.

#### **9.8 Satisfaction**

If the whistleblower is not satisfied with the outcome of an investigation into their Disclosable Matter, they may write to the Whistleblower Officer or the Chairman of the Audit & Risk Committee seeking a review of the outcome.

## **9.9 Confidential records**

TIP Group will ensure all records forming part of an investigation will be kept confidential and stored securely in accordance with TIP Group's confidentiality obligations under section 8, and the Corporations Law or Tax Act as appropriate (see Schedule 1 and Schedule 2).

## **10 Fair treatment of persons named in a disclosure**

### **10.1 Employees**

TIP Group will ensure the fair treatment of employees mentioned in a disclosure made under this whistleblower policy. TIP Group will:

- (a) to the extent that it is practical and appropriate in the circumstances, handle all disclosures confidentially;
- (b) assess each disclosure on its merits and investigate as appropriate, in accordance with section 8;
- (c) advise an employee who is the subject of a disclosure as and when required by principles of natural justice and procedural fairness, and where appropriate having regard to the nature of the disclosure, prior to:
  - (i) any external actions being taken, such as referring the disclosure to a regulator or law enforcement agency; and
  - (ii) commencing a formal investigation;
- (d) advise when conduct raised in a disclosure, if proven, could lead to allegations of misconduct being made against an employee the subject of a disclosure, leading to possible disciplinary consequences, including termination of employment;
- (e) provide details of the persons who can be contacted with issues, queries and concerns, in accordance with section 4(b); and
- (f) advise the outcome of any investigation into the disclosure, in accordance with section 8, however, will not provide a copy of the investigation report or associated material.

## **11 Protection against detrimental conduct**

### **11.1 Detrimental Conduct**

TIP Group is committed to protecting whistleblowers, and other persons, from detrimental conduct, or threats of detrimental conduct, because a person believes or suspects that the whistleblower (or another person) has made, may have made, proposes to make, or could make a disclosure that qualifies for protection under the Corporations Law or Tax Act (see Schedule 1 and Schedule 2). TIP Group will use its best endeavours to provide the protections to whistleblowers, and other persons, reflected in this section 11 of the whistleblower policy where the disclosure is not protected under the Corporations Law or Tax Act.

### **11.2 Prohibition on detrimental conduct**

A person cannot:

- (a) engage in conduct that causes detriment to a whistleblower, or another person, if:
  - (i) the person believes or suspects that the whistleblower (or another person) made, may have made, proposes to make, or could make, a disclosure that qualifies for protection under the Corporations Law or Tax Act (see Schedule 1 and Schedule 2); and
  - (ii) the belief or suspicion is the reason, or part of the reason, for the conduct; or
- (b) threaten to cause detriment to a whistleblower (or another person) in relation to a disclosure that qualifies for protection under the Corporations Law or Tax Act (see Schedule 1 and Schedule 2). A threat may be implied, or conditional, or unconditional.

### **11.3 Examples of detrimental conduct**

For the purpose of section 11.1 examples of detrimental conduct include:

- (a) dismissal of an employee;

- (b) injury of an employee in their employment;
- (c) alteration of an employee's position or duties to their disadvantage;
- (d) discrimination between an employee and another employee of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; or
- (j) any other damage to a person.

#### **11.4 Risk Assessment**

As soon as possible after receiving notification of a disclosure under this whistleblower policy, the Whistleblower Officer, with assistance from a Whistleblower Protection Officer, will assess the risk of detriment to the whistleblower, or another person, arising from the disclosure. Where appropriate, strategies will be developed to:

- (a) explain the support services available to the whistleblower, and other persons, including the Whistleblower Protection Officer;
- (b) assist the whistleblower, and any other person, to manage the stress, time and performance impacts resulting from the disclosure or its investigation;
- (c) protect the whistleblower, or any other person, from detriment, such as permitting the performance of work from another location, assignment to another role, modifications to the workplace or reporting lines;
- (d) remind those managing and handling the disclosure and its investigation about their obligations in respect of confidentiality, detrimental conduct, managing conflicts of interest, and the fair treatment of the whistleblower and others mentioned in the disclosure; and
- (e) to the extent reasonable in the circumstances, remedy the effects of any detriment already suffered.

#### **11.5 Management and administration**

Reasonable management and administrative action conducted in a reasonable manner by TIP Group will not constitute detrimental conduct against a whistleblower or another person, including (but not limited to):

- (a) management or administrative action taken to protect the whistleblower or another person from detriment (such as those described in section 11.4(c)); or
- (b) performance management or disciplinary processes .

#### **11.6 Assistance for Whistleblower**

- (a) A whistleblower, or other person, who believes they have suffered detriment in the circumstances described in section 11.2 should do any of the following:
  - (i) report their concern in accordance with the reporting procedures identified in section 5;
  - (ii) seek assistance from a Whistleblower Protection Officer;
  - (iii) seek guidance and support from the Whistleblower Officer; or
  - (iv) seek independent legal advice.
- (b) A whistleblower, or other person, who has suffered loss because of detriment suffered in the circumstances described in section 11.2 can seek compensation and other remedies through the courts.

## **12 Other protections available to whistleblowers**

- (a) Where an eligible whistleblower makes a disclosure that qualifies for protection under the Corporations Law or Tax Act (see Schedule 1 and Schedule 2), the whistleblower is protected from any of the following in relation to the disclosure:
  - (i) civil liability (for instance, legal action against the whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation).
  - (ii) criminal liability (for instance, the attempted prosecution of the whistleblower for unlawfully releasing information, or other use of the disclosure against the whistleblower in a prosecution, other than making a false disclosure); or
  - (iii) administrative liability (for instance, disciplinary action for making the disclosure).
- (b) The protections available to whistleblowers who make a disclosure qualifying for protection under the Corporations Law and the Tax Act do not, however, grant the whistleblower immunity for any misconduct the whistleblower has engaged in that is revealed in their disclosure.
- (c) Whistleblowers may also have access to other statutory protections under anti-discrimination and equal opportunity legislation, and the *Fair Work Act 2009* (Cth), or under the common law and their contracts of employment or engagement with TIP Group.

## **13 Communication and awareness of this whistleblower policy**

### **13.1 Availability of this policy**

TIP Group will make this whistleblower policy available to all officers and employees of TIP Group through ongoing training and access to the whistleblower policy which can be found at <https://www.teaminvestprivate.com.au/investor-information/>.

### **13.2 Duty of Whistleblower Officer**

The Whistleblower Officer will have day-to-day responsibility for ensuring the whistleblower policy is widely disseminated throughout TIP Group, including by:

- (a) making the whistleblower policy available on TIP Group's staff intranet;
- (b) facilitating staff briefing sessions to educate and train on the whistleblower policy;
- (c) posting information regarding the whistleblower policy, and where to access a full copy of the whistleblower policy, on staff noticeboards;
- (d) including the whistleblower policy in TIP Group's staff handbook; and
- (e) incorporating the whistleblower policy in employee and contractor induction packs and training for new starters (whether engaged as an employee or contractor).

### **13.3 Whistleblower Officer's responsibility**

- (a) The Whistleblower Officer will have responsibility for:
  - (i) training Designated Disclosure Officers and officers and managers of TIP Group in TIP Group's processes and procedures for receiving and handling disclosures, as well as training in their obligations for maintaining confidentiality in respect of a disclosure, and the prohibitions against detrimental conduct;
  - (ii) training line managers and supervisors in how to appropriately support a whistleblower, and TIP Group's processes and procedures for receiving disclosures; and
  - (iii) facilitating specialist training for other persons with responsibilities under this whistleblower policy, including Audit & Risk Committee, Whistleblower Protection Officers.
- (b) The Whistleblower Officer will have responsibility for informing its appointed auditor

of their responsibilities and obligations in respect of whistleblowers under the Corporations Law.

## **14 Breaches of this whistleblower policy**

- (a) TIP Group is strongly committed to:
  - (i) subject to section 8, ensuring the identity of a whistleblower remains confidential;
  - (ii) in accordance with section 9, investigating disclosures made under this whistleblower policy; and
  - (iii) subject to section 11, ensuring a whistleblower, or other person, is not subject to, or threatened with, detrimental conduct because a person believes a disclosure under this whistleblower policy has been made or could be made.
- (b) Any employee who breaches this whistleblower policy, including breaching an obligation to keep a whistleblower's identity confidential, refusing to participate or cooperate with an investigation into a whistleblower disclosure, or engaging in detrimental conduct against a whistleblower or another person, will face a disciplinary process in accordance with TIP Group's Code of Conduct, which could result in the termination of their employment.
- (c) TIP Group may terminate its relationship with other individuals and entities providing goods or services to TIP Group if they breach this whistleblower policy.

## **15 Monitoring and reviewing this whistleblower policy**

### **15.1 Commitment**

TIP Group is committed to monitoring and reviewing the effectiveness of this whistleblower policy and its related processes and procedures.

### **15.2 Reporting**

The Whistleblower Officer will provide quarterly reports to the Board of Directors describing (when it is not likely to lead to the identity of the whistleblower) for each disclosure made to persons detailed in section 7.1, section 7.4(a)(i), section 7.4(a)(ii), section 7.4(a)(iii)(A) and section 7.4(a)(iii)(B) the:

- (a) date of receiving notification of the disclosure, and the type of internal recipient to whom the disclosure was made;
- (b) type of person who made the disclosure and their status (see section 2.1);
- (c) subject matter of each disclosure, including the part of the business to which it relates;
- (d) action taken to assess the disclosure;
- (e) any positive assessment of risk to a person as a result of a disclosure, and action taken by TIP Group to protect against the risk;
- (f) status of TIP Group's response to the disclosure, and either the expected timeframe for finalising any investigation into the disclosure, or how the investigation into the disclosure was finalised; and
- (g) outcome for each disclosure.

### **15.3 Review of policy**

The Audit & Risk Committee will periodically review this whistleblower policy and its related processes and procedures and implement any changes to rectify any issues identified from its review in a timely manner.

## **Schedule 1 – Qualification of disclosure for protection under the Corporations Law, and what protections and immunities are available?**

### **1 Disclosures qualifying for protection under the Corporations Law**

- (a) Eligible whistleblowers may be able to obtain certain statutory protections and immunities where they make a disclosure that qualifies for protection under Part 9.4AAA of the Corporations Law.
- (b) This Schedule 1 provides an overview of the requirements that must be met for a disclosure of information to qualify for protection under Part 9.4AAA of the Corporations Law. To avoid doubt, although many of the protections and immunities are mirrored in this whistleblower policy, the protections in Part 9.4AAA of the Corporations Law are in addition to protections and immunities specified in this whistleblower policy.
- (c) This Schedule 1 is intended for information purposes only and should not be taken as the provision of legal advice in respect of the operation and application of the whistleblower regime in Part 9.4AAA of the Corporations Law. Legal advice should be obtained from an independent legal practitioner.

### **2 Conditions that must be met for a disclosure to qualify for protection under the Corporations Law**

#### **2.1 Regulated entity**

The information disclosed relates to a regulated entity, a term defined by the Corporations Law that includes a company and constitutional corporation such as TIP Group.

#### **2.2 Eligible whistleblower**

The whistleblower making the disclosure is an eligible whistleblower, defined in the Corporations Law as an individual who is, or has been, any of the following:

- (a) an officer or employee of the regulated entity; or
- (b) an individual who supplies services or goods to the regulated entity, or the employee of a person who supplies services or goods to the regulated entity; or
- (c) an individual who is an associate of the regulated entity; or
- (d) a relative or dependant of an individual referred to in paragraph 2.2(a) to paragraph 2.2(c) of this Schedule 1, or the spouse of a dependant of an individual referred to above.

#### **2.3 Disclosure recipient**

The disclosure is made to a person who is eligible to receive a disclosure under Part 9.4AAA of the Corporations Law, which includes:

- (a) a person authorised by a regulated entity to receive a disclosure, which for TIP Group are the Designated Disclosure Officers identified in section 7;
- (b) an officer or senior manager of a regulated entity;
- (c) ASIC;
- (d) an appointed auditor of a regulated entity, which for TIP Group is the entity identified in section 7.4(a)(ii)(B); or
- (e) in limited circumstances, to a journalist or a member of a federal, state or territory Parliament (see paragraph 3.1 of this Schedule 1).

#### **2.4 Grounds for disclosure**

Subject to paragraph 2.5 of this Schedule 1, the disclosure is about matters the eligible whistleblower has reasonable grounds to suspect may concern the following conduct by the regulated entity (these matters are described in section 5 as Disclosable Matters):

- (a) misconduct or an improper state of affairs or circumstances in relation to the regulated entity (or a related body corporate);

- (b) conduct that constitutes an offence against, or contravention of, a law administered by ASIC (see Schedule 3 for an outline of the laws administered by ASIC);
- (c) conduct that constitutes an offence against another law of the Commonwealth punishable by more than 12 months imprisonment; or
- (d) conduct that is a danger to the public or the financial system.

## **2.5 Work related grievance**

The disclosure is not a personal work-related grievance, being a disclosure of information concerning a grievance about any matter in relation to the eligible whistleblower's employment, or former employment, or having (or tending to have) implications for the whistleblower personally. However, a personal work-related grievance will be disclosure qualifying for protection under Part 9.4AAA of the Corporations Law if it either:

- (a) has significant implications for the regulated entity to which it relates, or wider ramifications than those that are personal to the whistleblower; or
- (b) relates to a grievance by the eligible whistleblower about detrimental conduct suffered or threatened due to a person believing or suspecting that a disclosure qualifying for protection under Part 9.4AAA of the Corporations Law has been made, may be made, is proposed to be made, or could be made.

## **2.6 Qualifying disclosure**

A disclosure that meets the conditions in paragraph 2.1 to paragraph 2.5 of this Schedule 1 is referred to as a qualifying disclosure.

## **3 Other disclosures that qualify for protection under the Corporations Law**

### **3.1 Disclosure to media or a Member of Parliament**

- (a) There are two further categories of disclosure that may also be protected under Part 9.4AAA of the Corporations Law:
  - (i) in extreme cases, where an eligible whistleblower makes a disclosure to the media or a Member of Parliament in relation to a regulated entity. To be protected, the whistleblower must already have made a qualifying disclosure (see paragraph 2.6 of this Schedule 1), certain written notifications in respect of that qualifying disclosure must have been made by the eligible whistleblower to the body that received it, and either:
    - (A) the disclosure was in respect of a substantial and imminent danger to someone's health and safety, or the natural environment; or
    - (B) disclosing the information was in the public interest; or
  - (ii) if the whistleblower makes a disclosure of information to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower regime found in Part 9.4AAA of the Corporations Law. This category does not carry any of the requirements of the disclosure to be a qualifying disclosure (see paragraph 2.6 of this Schedule 1).
- (b) A disclosure that meets the conditions in paragraph 3.1(a) of this Schedule 1 is referred to as a protected disclosure.

## **4 Protections and immunities available where a qualifying or protected disclosure is made under the Corporations Law**

Where a qualifying or protected disclosure is made (see paragraph 2.6 and paragraph 3.1(b) of this Schedule 1), Part 9.4AAA of the Corporations Law provides the following protections and immunities:

- (a) protection of a whistleblower's identity (see paragraph 5 of this Schedule 1);
- (b) protecting a whistleblower, or other person, from a range of detrimental conduct (often referred to as victimisation or retaliation) because another person believes or suspects that a qualifying or protected disclosure has been made, may be made, is proposed to be made, or could be made (see paragraph 6 of this Schedule 1); and

- (c) providing a whistleblower with a range of legal immunities for making a qualifying or protected disclosure.

## **5 Protection of the Eligible Whistleblower's identity**

- (a) Part 9.4AAA of the Corporations Law contains a number of provisions to protect the identity of a whistleblower who has made a qualifying or protected disclosure by:
  - (i) allowing for whistleblowers to make anonymous disclosures;
  - (ii) subject to a handful of exceptions that authorise the disclosure of a whistleblower's identity (including with the whistleblower's consent or to a relevant regulator or the Australian Federal Police, or to a lawyer for the purpose of obtaining advice about the operation of Part 9.4AAA of the Corporations Law), making it a criminal and civil penalty offence for a person to whom a qualifying or protected disclosure is made, or any other person who has obtained the information directly or indirectly, to disclose:
    - (A) the identity of the whistleblower; or
    - (B) information that is likely to lead to the identification of the whistleblower; and
  - (iii) prohibiting the disclosure of a whistleblower's identity by the recipient of a qualifying or protected disclosure to a court or tribunal.
- (b) It is not an offence for a person to disclose information regarding a qualifying or protected disclosure **without** revealing the identity of the whistleblower.

## **6 Protection against detrimental conduct**

### **6.1 Purpose**

Part 9.4AAA of the Corporations Law protects persons from detrimental conduct when a qualifying or protected disclosure has been made, is believed or suspected to have been made, or could be made, and includes significant criminal and civil sanctions to perpetrators should such actions occur.

### **6.2 Detrimental conduct**

Detrimental conduct is defined broadly and includes conduct (without limitation) such as:

- (a) dismissal of an employee;
- (b) injury of an employee in their employment;
- (c) alteration of an employee's position or duties to their disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; and
- (j) any other damage to a person.

### **6.3 Penalties for detrimental conduct**

It is both a criminal and civil penalty offence to engage in detrimental conduct. It is both a criminal and civil penalty offence to engage in detrimental conduct due to a belief or suspicion that a qualifying or protected disclosure has been made, is believed to have been made, or could be made. Features common to both sanctions include:

- (a) A protection against detrimental conduct (see paragraph 6.2 of this Schedule 1).
- (b) The victim protected may be a whistleblower or may be another person who has suffered damage because of a victimiser's conduct.



- (c) Threats of detrimental conduct can be express or implied, conditional or unconditional.

## **7 Immunities**

Where a qualifying of protected disclosure is made, the whistleblower is granted certain immunities from liability, including:

- (a) the whistleblower is not subject to civil, criminal or administrative liability;
- (b) no contractual or other remedy may be enforced against the whistleblower; and
- (c) information disclosed by the whistleblower is not admissible against them, other than in proceedings concerning the falsity of the information provided.

## Schedule 2 - Disclosure qualification for protection under the Tax Act

### 1 Disclosures qualifying for protection under the Tax Act

- (a) Eligible whistleblowers may be able to obtain certain statutory protections and immunities where they make a disclosure that qualifies for protection under Part IVD of the Tax Act.
- (b) This Schedule 2 provides an overview of the requirements that must be met for a disclosure of information to qualify for protection under Part IVD of the Tax Act. To avoid doubt, although many of the protections and immunities are mirrored in this whistleblower policy, the protections in Part IVD of the Tax Act are in addition to protections and immunities specified in this whistleblower policy.
- (c) This Schedule 2 is intended for information purposes only and should not be taken as the provision of legal advice in respect of the operation and application of the whistleblower regime in Part IVD of the Tax Act. Legal advice should be obtained from an independent legal practitioner.

### 2 Conditions that must be met for a disclosure to qualify for protection under the Tax Act when made to an eligible recipient

#### 2.1 Entity

The information disclosed relates to an entity, a term defined in the Tax Act that includes a company, such as TIP Group.

#### 2.2 Eligible recipients for protection under Tax Act.

- (a) The whistleblower making the disclosure is an eligible whistleblower, defined in the Tax Act as an individual who is, or has been, any of the following:
  - (i) an officer (as defined in the Corporations Law) or employee of the entity;
  - (ii) an individual who supplies services or goods to the entity, or the employee of a person who supplies services or goods to the entity;
  - (iii) an individual who is an associate (as defined in the *Income Tax Assessment Act 1936* (Cth)) of the regulated entity; or
  - (iv) a spouse, or child of an individual referred to in paragraph 2.2(a)(i) to paragraph 2.2(a)(iii) of this Schedule 2, or a dependant of an individual referred to above or such an individual's spouse.

#### 2.3 Eligible person to whom qualifying disclosures are made

The disclosure is made to a person eligible to receive a qualifying disclosure under Part IVD of the Tax Act, which includes:

- (a) an eligible recipient of the entity, which is:
  - (i) a person authorised by the entity to receive disclosures that may qualify for protection under Part IVD of the Tax Act, which for TIP Group are the Designated Disclosure Officers identified in section 7);
  - (ii) a director or senior manager of the entity;
  - (iii) any other employee or officer of the entity who has functions or duties that relate to the tax affairs of the entity, who for TIP Group are the persons specified in section 7.5(c).
  - (iv) any auditor of the entity, or a member of an audit team conducting an audit of the entity or a related body corporate; or
  - (v) a registered tax agent or BAS agent to the entity; or
- (b) the Commissioner of Taxation.

#### 2.4 Disclosures assist taxation law or taxation affairs

Where the disclosure of information by an eligible whistleblower is:

- (a) made to the Commissioner of Taxation, and the eligible whistleblower considers that the information may assist the Commissioner to perform their functions or duties under a taxation law (as defined in the Income Tax Assessment Act 1997 (Cth)) in relation to the entity or an associated of the entity; or
- (b) made to an eligible recipient of the entity, and the eligible whistleblower:
  - (i) has reasonable grounds to suspect the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the entity or an associated of the entity; and
  - (ii) considers the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associated of the entity.

## **2.5 Legal advice**

A disclosure of information may also qualify for protection under Part IVD of the Tax Act if the disclosure of information by an individual is made to a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of Part IVD of the Tax Act.

## **2.6 Qualifying disclosure**

A disclosure that meets all of the requirements in paragraph 2.1 to paragraph 2.4 of this Schedule 2, as well as the disclosure in paragraph 2.5 of this Schedule 2, is referred to as a qualifying disclosure.

## **3 Protections and immunities available when a qualifying disclosure is made under the Tax Act**

Where a qualifying disclosure is made (see paragraph 2.6 of this Schedule 2), Part IVD of the Tax Act provides the following protections and immunities:

- (a) protection of a whistleblower's identity (see paragraph 4 of this Schedule 2);
- (b) protecting a whistleblower, or other person, from a range of detrimental conduct (often referred to as victimisation or retaliation) because another person believes or suspects that a qualifying or protected disclosure has been made, may be made, is proposed to be made, or could be made (see paragraph 5 of this Schedule 2); and
- (c) providing a whistleblower with a range of legal immunities for making a qualifying or protected disclosure (see paragraph 6 of this Schedule 2).

## **4 Protection of the eligible whistleblower's identity**

- (a) Part IVD of the Tax Act contains a number of provisions to protect the identity of a whistleblower who has made a qualifying disclosure by:
  - (i) allowing for whistleblowers to make anonymous disclosures;
  - (ii) subject to a handful of exceptions that authorise the disclosure of a whistleblower's identity (including with the whistleblower's consent or to the Commissioner of Taxation or the Australian Federal Police, or to a lawyer for the purpose of obtaining advice about the operation of Part IVD of the Tax Act), making it a criminal offence for a person to whom a qualifying disclosure is made, or any other person who has obtained the information directly or indirectly, to disclose any of the following:
    - (A) the identity of the whistleblower; and
    - (B) information that is likely to lead to the identification of the whistleblower; and
  - (iii) prohibiting the disclosure of a whistleblower's identity by the recipient of a qualifying disclosure to a court or tribunal.
- (b) It is not an offence for a person to disclose information regarding a qualifying disclosure without revealing the identity of the whistleblower.

## **5 Protection from detrimental conduct**

- (a) Part IVD of the Tax Act protects persons from detrimental conduct when a qualifying

disclosure has been made, is believed or suspected to have been made, or could be made, and includes significant criminal and civil sanctions to perpetrators should such actions occur.

- (b) Detrimental conduct is defined broadly and includes conduct (without limitation) such as:
  - (i) dismissal of an employee;
  - (ii) injury of an employee in their employment;
  - (iii) alteration of an employee's position or duties to their disadvantage;
  - (iv) discrimination between an employee and other employees of the same employer;
  - (v) harassment or intimidation of a person;
  - (vi) harm or injury to a person, including psychological harm;
  - (vii) damage to a person's property;
  - (viii) damage to a person's reputation;
  - (ix) damage to a person's business or financial position; and
  - (x) any other damage to a person.
- (c) It is both a criminal and civil penalty offence to engage detrimental conduct due to a belief or suspicion that a disclosure has been made, is believed to have been made, or could be made. Features common to both sanctions include:
  - (i) a protection against detrimental conduct (see paragraph 5(b) of this Schedule 2);
  - (ii) the victim protected may be a whistleblower or may be another person who has suffered damage because of a victimiser's conduct; and
  - (iii) threats of detrimental conduct can be express or implied, conditional or unconditional.

## **6 Immunities**

Where a qualifying disclosure is made, the whistleblower is granted certain immunities from liability, including:

- (a) the whistleblower is not subject to civil, criminal or administrative liability;
- (b) no contractual or other remedy may be enforced against the whistleblower; and
- (c) information disclosed by the whistleblower is not admissible against them, other than in proceedings concerning the falsity of the information provided.

### **Schedule 3 – Statutes a whistleblower may suspect have been contravened for the purpose of a Disclosable Matter**

For the purpose of section 5.1(c), the laws are the:

- (a) Corporations Law;
- (b) Australian Securities and Investments Commission Act 2001 (Cth);
- (c) Banking Act 1959 (Cth);
- (d) Financial Sector (Collection of Data) Act 2001 (Cth);
- (e) Insurance Act 1973 (Cth);
- (f) Life Insurance Act 1995 (Cth);
- (g) National Consumer Credit Protection Act 2009 (Cth);
- (h) Superannuation Industry (Supervision) Act 1993 (Cth); and
- (i) an instrument made under any of the Acts in this Schedule 3.

## **Schedule 4 - Contact details for external recipients of disclosures that do not relate to the tax affairs of TIP Group**

### **1 TIP Group's appointed auditor**

#### **KPMG**

Address: Tower Three, International Towers, 300 Barangaroo Avenue, Sydney NSW 2000

Website: <https://home.kpmg/au/en/home.html>

Telephone: +61 2 9335 7527 or +61 2 9335 7853

### **2 Australian Securities and Investment Commission (ASIC)**

#### **ASIC Office of the Whistleblower**

Address: GPO BOX 9827, Brisbane QLD 4001.

Website: <https://asic.gov.au>

Telephone: 1300 300 630

## **Schedule 5 – Contact details for external recipients of disclosure that relate to the tax affairs of TIP Group**

### **1 TIP Group’s tax agent**

Address: Level 2 53 Berry Street North Sydney NSW 2060

Website: [www.murchisons.com](http://www.murchisons.com)

Telephone: 02 9959 5599

### **2 The Commissioner of Taxation**

#### **Commissioner of Taxation**

Address: PO Box 900, Civic Square ACT 2608.

Website: <https://ato.gov.au>

Telephone: 13 28 69