

1 DEFINITIONS

Over the Wire means Over the Wire Holdings Limited and its Related Bodies Corporate.

Related Bodies Corporate has the meaning given to the term in the *Corporations Act 2001 (Cth)*.

Reportable Conduct has the meaning given by section 4 of this Policy.

Whistleblower means a person making an honest and reasonable allegation of Reportable Conduct.

2 INTRODUCTION & SCOPE

2.1 Over the Wire promotes a culture of ethical conduct and a high standard of corporate governance, and encourages the reporting of any Reportable Conduct.

2.2 This Policy is underpinned by Over the Wire's core values:

- (a) Teamwork;
- (b) Customer Success;
- (c) Progressive;
- (d) Transparency;
- (e) Empowerment.

2.3 The objectives of this Policy are to:

- (a) Encourage the reporting of any matter genuinely believed to be Reportable Conduct without fear of victimisation, harassment or discriminatory treatment;
- (b) provide a framework to deal with allegations of Reportable Conduct and ensure such allegations are investigated appropriately;
- (c) provide Whistleblowers with a clear understanding of how allegations of Reportable Conduct will be handled, and support them through the process;
- (d) provide natural justice and procedural fairness to any person subject of an allegation of Reportable Conduct.

2.4 This Policy will be initially distributed to all officers and employees prior to 1 January 2020 and thereafter provided to all new employees along with a copy of their employment contract.

2.5 This Policy will be reviewed every two years to ensure it is operating effectively and compliant with any relevant laws and governance guidelines, and re-distributed to all officers and employees in the event that such review leads to amendment.

2.6 Over the Wire will provide training to managers on how to respond to any reports of Reportable Conduct made under this Policy.

2.7 A copy of this Policy will be published by Over the Wire on its website at <https://www.overthewire.com.au/investors/corporate-governance> and may be requested from the HR Manager or General counsel by any employee at any time.

3 PROTECTING WHISTLEBLOWERS

3.1 Over the Wire recognises that making an allegation of Reportable Conduct can be very daunting and stressful. Over the Wire will provide the protections outlined below at 3.2, provided that the Whistleblower:

- (a) acted honestly, with a genuine or reasonable belief that the information provided in relation to Reportable Conduct is true (or likely to be true);
- (b) made the disclosure in accordance with this Policy; and
- (c) did not themselves engage in serious misconduct or illegal conduct in relation to the Reportable Conduct.

3.2 To the maximum extent possible, Over the Wire will ensure that a Whistleblower is protected from disciplinary action, victimisation, retaliation or claims by Over the Wire as a result of making the report. However, Over the Wire has no authority to offer immunity against prosecution from entities outside the Over the Wire group.

4 REPORTABLE CONDUCT

4.1 Reportable Conduct is unlawful, unethical or irresponsible behaviour which includes:

- (a) illegal activity (such as theft, illicit drug use or dealing, violence or threatened violence);
- (b) a failure to comply with a legal duty, legislation or standard that relates to Over the Wire's business;
- (c) gross mismanagement or waste;
- (d) dishonest or unethical behaviour, including behaviour that would breach Over the Wire's Code of Conduct;
- (e) fraud or corruption (such as the making or accepting of bribes);
- (f) unsafe work practices or any conduct that poses a serious risk to the health and safety of any person;

but generally excludes personal work-related grievances.

4.2 Over the Wire does not tolerate behaviour that is Reportable Conduct, and believes that any person who becomes aware of Reportable Conduct has a responsibility to make a report.

5 MAKING A REPORT

5.1 A report of Reportable Conduct may be made by:

- (a) employees;
- (b) directors;
- (c) officers;
- (d) contractors (including people employed or engaged by contractors);
- (e) suppliers; and
- (f) consultants.

5.2 A report may be made anonymously, however this may make it hard for a report to be thoroughly investigated. If the Reportable Conduct is the subject of further legal action, it may be necessary for a Whistleblower to be identified.

5.3 A report under this Policy may be made to any of the following (noting that the appropriate person may depend on the content of the report and the person who is the subject of the report):

- (a) the relevant General Manager;
- (b) the HR Manager;
- (c) the General Counsel;
- (d) the relevant Over the Wire executive;
- (e) the Chair of the Audit & Risk Committee.

6 INVESTIGATING A REPORT

6.1 Over the Wire will ensure that the investigation of any allegation of Reportable Conduct is thorough, objective, fair and independent of the Whistleblower and any person or business unit that is the subject of the allegation.

6.2 Where possible, assuming the identity of the Whistleblower is known, the Whistleblower will be kept informed of the progress and outcomes of the investigation by the HR Manager or General Counsel.

7 CONFIDENTIALITY

7.1 The identity of a Whistleblower must be kept confidential unless:

- (a) The Whistleblower consents to the disclosure of their identity;
- (b) Disclosure of details that might reveal the Whistleblower's identity is reasonably necessary for the investigation of the allegation of Reportable Conduct;
- (c) The allegation of Reportable Conduct is required to be reported to ASIC, APRA, the AFP or the Commissioner of Taxation; or
- (d) the identity is disclosed to a lawyer in the process of obtaining legal advice or representation.

7.2 To avoid putting the investigation at risk, a Whistleblower must keep confidential the fact that an allegation of Reportable Conduct has been made, subject to any legal requirement of disclosure.

8 CONSEQUENCES OF BREACHING THIS POLICY

8.1 It is a condition of employment that all employees must at all times comply with this Policy, and a breach of this Policy may be considered a breach of the Employment Agreement.

8.2 Due to the potential for serious consequences to persons subject of an allegation of Reportable Conduct, it is imperative that any report made under this Policy is made in good faith, with a reasonable belief that the information provided is correct. Any deliberately made false allegation of a Reportable Matter will be treated as a serious disciplinary matter.