

Whistleblower Policy

1. Purpose of the Policy

Mpower Group Limited (**MPower** or the **Company**) is committed to a culture of ethical, openness, honesty, and accountability and in accordance with good governance principles, consistent with the nature and scale of the Company's activities.

This purpose of this policy is:

- to ensure that MPower has sound procedures to allow all directors, employees and their families to identify and report genuine concerns about illegal conduct or any improper state of affairs pertaining to MPower, without fear of reprisals; and
- to ensure all directors, employees and officers of MPower are aware of the protections available under this policy and Whistleblower Laws (*Corporations Act 2001*).

2. Scope

This policy applies to all MPower directors, employees, and contractors engaged in activities under MPower's operational control (**Personnel**). This Policy should be read in conjunction with MPower's Code of Conduct.

3. What sort of behaviour does this Policy cover?

This policy sets out the way in which MPower aims to deal with reasonably based concerns raised by Personnel about misconduct or an improper state of affairs, or circumstances in relation to MPower.

Examples of concerns that may be raised include:

- dishonest, fraudulent, corrupt, or unlawful conduct or practices;
- misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting or financial reporting practices;
- coercion, harassment, or discrimination by, or affecting, any member of MPower;
- conduct within MPower's control which is a significant danger to the environment;

- conduct endangering the health and safety of any person or persons which has been reported to management but not acted upon;
- conduct amounting to an abuse of authority;
- any action taken against, or harm suffered by a person as a result of making a report under this policy; or
- any other conduct or act which may cause loss to MPower or which may otherwise be detrimental to its interests,

which, if proven, could constitute:

- a criminal offence;
- a breach of legislation regulating companies (e.g., the *Corporations Act* and the *ASC Act* and the *Taxation Administration Act*);
- a breach of MPower's Code of Conduct;
- a danger to the public or the financial system;
- grounds for termination of employment;
- grounds for disciplinary action against a staff member; or
- grounds for cessation of contractual relations with a contractor.

4. General complaint procedure

MPower's Personnel are encouraged to report any genuine concerns they have regarding a breach (whether actual or suspected) of MPower's Code of Conduct, Guide to Employment, policies, or the law.

The first approach should be to your manager. However, MPower has an open-door policy and if Personnel are uncomfortable talking to their manager, they can approach any member of the Senior Leadership Team

If Personnel are not comfortable raising their concerns with their manager or a member of the Senior Leadership Team or where this is not appropriate, they can report the matter to the Company Secretary. The Company Secretary can be contacted in writing, by email, by phone or in person.

If Personnel report the matter to the Company Secretary, the Company Secretary will immediately notify the Chief Executive Officer of the issue.

Personnel can raise concerns anonymously, but it may be more difficult to investigate the matter and resolve any issues. Therefore, Personnel are encouraged to put their name to the report and assist as much as possible.

5. Investigation

Once a report has been made, the Chief Executive Officer will determine the steps and procedures to be taken to address the concerns and whether an investigation is appropriate and, if so, what form the investigation should take.

The Chief Executive Officer will also recommend any actions that should be taken as a result of their inquiry.

6. Confidentiality

All reports will be kept confidential to the extent possible, however, due to legal and regulatory requirements, this may not always be achievable. Reports that involve a threat to life or property, illegal activities, or legal action against MPower may require actions that do not allow for complete anonymity. In such cases, should it be necessary to disclose your identity as the person making the report, reasonable steps will be taken to discuss this with the person first.

Subject to any legal requirements, Personnel must protect and maintain the confidentiality surrounding the report including the identity of people known or suspected, or who are the subject of a report. Personnel are reminded of their obligations to treat as confidential any information obtained during the course of their work, whether it concerns MPower, its employees or its customers. Failure to maintain confidentiality is a serious matter and may be subject to disciplinary action.

7. Safeguards against retaliation, harassment, or victimisation

MPower understands and acknowledges that Personnel's decision to make a report under this policy can be a difficult one. If the report is made in good faith, Personnel should have nothing to fear.

MPower will not tolerate any retaliation, harassment, or victimisation (including informal pressures) and will take appropriate action to protect Personnel who make a report under this Policy in good faith.

8. Further important information

Situations that are not whistleblowing

The following situations are not whistleblowing, and are not covered by this Policy:

- (a) making or posting allegations regarding MPower on social media; or
- (b) discussing any confidential information of MPower with any person who is not legally authorised to receive that information; or
- (c) a personal work-related grievance that does not otherwise qualify for protection, that is where the information “disclosed” concerns a grievance about any matter in relation to the discloser’s employment or past employment which has personal implications for the discloser, and which does not involve subject matter which is a contravention of the law or a danger to the public. For example, a decision about the engagement, terms and conditions of employment, transfer or promotion of the discloser.

Where a situation does not constitute whistleblowing, it will not qualify for protection under the relevant legislation and for Personnel, such communications may lead to disciplinary action up to and including termination of employment.

Whistleblowing does not confer immunity

In some circumstances, a whistleblower may themselves have been involved in the improper conduct which they disclose. In other circumstances, a whistleblower may not have been involved in the improper conduct that the whistleblower discloses but is alleged to have taken part in other improper conduct.

By making a report, the whistleblower who is an MPower Personnel does not become immune from the obligations of their employment with MPower. Subject to the following paragraph, where a whistleblower is themselves found to have engaged in improper conduct, they may be subject to disciplinary action, up to and including termination of employment, exactly as if the whistleblowing had not occurred.

However, where the whistleblower reports improper conduct in which the whistleblower themselves has participated, any disciplinary action against the whistleblower for that improper conduct will take into account the fact that the whistleblower has done the right thing by reporting the improper conduct.

A whistleblower should also understand that making a report of improper conduct in which the whistleblower has participated does not give the whistleblower any immunity from actions by external parties (e.g. ASIC, Police) for that improper conduct.

False disclosure

The making of deliberate false reports made by MPower Personnel is likely to constitute serious misconduct on the part of that employee and may lead to disciplinary action up to and including termination of employment.

Ordinary employment arrangements are not affected

A whistleblower who is part of MPower Personnel remains subject to the ordinary performance requirements and disciplinary measures of employment. The making of a report will not impede legitimate management action regarding poor performance or poor conduct of the Personnel.

In particular, although all reports will be investigated by MPower in accordance with this Policy, the report will not suspend or postpone any disciplinary or performance-related action which MPower is undertaking or proposes to undertake in relation to the Personnel (whether that Personnel is the whistleblower or is a colleague of the whistleblower).

9. Training and communication

Training on this Policy forms part of the induction process for all new employees.

10. Who is responsible for the Policy?

The directors have overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all Personnel comply with it.

The Chief Executive Officer has primary and day-to-day responsible for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

11. Monitoring and review

The Chief Executive Officer will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy, and effectiveness. Any improvements identified will be made as soon as possible after the board of directors has approved the changes.

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