

WHISTLEBLOWER POLICY



Ceasefire Recognises the importance of implementing a strong whistleblowing framework and the company acknowledges that it supports good governance. When instances of corporate misconduct are exposed through this framework, it empowers the company to effectively address and prevent such occurrences in the future.

This policy has been formulated to ensure compliance by Ceasefire with its obligations concerning whistleblowers under the Corporations Act 2001.

1. Purpose

Recognising the importance of protecting whistleblowers has been acknowledged for many years as crucial for enhancing corporate compliance cultures and detecting corporate crime. Whistleblowing is essential in uncovering corporate wrongdoing, especially amidst the technological advancements and global operations that contribute to the growing complexity and sophistication of corporate misconduct. It plays a pivotal role in addressing poor compliance cultures by ensuring that misconduct can be reported by employees, officers, and others within the company. Moreover, the intricate nature of corporate crime often makes it challenging for law enforcement to detect, with many instances only coming to light when individuals step forward.

The Company acknowledges that establishing a strong whistleblowing framework is essential for promoting good governance. This framework facilitates the Company in addressing and preventing corporate misconduct when it comes to light.

The purpose of this policy is to outline:

- Who is eligible to make a disclosure and receive Whistleblower protection.
- Types of disclosures that qualify for Whistleblower protection.
- How and to whom a Whistleblower can make a disclosure.
- Legal protections available to Whistleblowers.
- Measures the Company will take to support and safeguard Whistleblowers from retaliation.
- Procedures for investigating disclosures eligible for Whistleblower protection.
- How the Company will ensure fair treatment of employees implicated in qualifying disclosures, and those to whom such disclosures pertain.

For legal Whistleblower protection to apply, the following three requirements must be met:

- The person who makes the disclosure is within one of the categories of people who are prescribed as eligible Whistleblowers under the Corporations Act (as discussed in section 2 below),
- The disclosure is of a type that qualifies for Whistleblower protection (as discussed in section 3 below), and
- They make the disclosure to a person to whom a disclosure can be made (as discussed in section 4 below)

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2. Who can make a disclosure and be eligible for Whistleblower protection?

You must be a current or former:

- employee of the company or organisation your disclosure is about, or a related company or organisation
- officer (usually that means a director or company secretary) of the company or organisation your disclosure is about, or a related company or organisation
- person (or employee of a person or entity) who has supplied goods or services to the company or organisation your disclosure is about, or a related company or organisation – this can be either paid or unpaid, and can include volunteers
- associate of the company or organisation, usually a person with whom the company or organisation acts in concert
- trustee, custodian or investment manager of a superannuation entity, or an officer, employee or goods or service provider to a trustee, custodian or investment manager, or
- spouse, relative or dependant of one of the people referred to above, or a dependant of such an individual's spouse.

While you must hold or have held one of these roles to access the protections, you do not have to identify yourself or your role, and you can raise your concerns anonymously.

3. Disclosures that qualify for protection

The Company encourages the reporting of information indicating misconduct, improper circumstances, or violations of legislation.

A disclosure qualifies for protection if the discloser has reasonable grounds to believe that the information:

- Involves misconduct, improper circumstances, or situations related to the Company or a related entity, or
- Indicates that the Company, its officers, or employees (or those of a related entity) have engaged in conduct that:
 - Contravenes the Corporations Act.
 - Contravenes the Australian Securities and Investments Commission (ASIC) Act.
 - Contravenes the Taxation Administration Act 1953.
 - Contravenes the Banking Act 1959.

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- Contravenes the Financial Sector (Collection of Data) Act 2001.
- Contravenes the Insurance Act 1973.
- Contravenes the Life Insurance Act 1995.
- Contravenes the National Consumer Credit Protection Act 2009.
- Contravenes the Superannuation Industry (Supervision) Act 1993.
- Contravenes the Modern Slavery Act 2018 (Cth).
- Contravenes an instrument made under any of the afore mentioned Acts.
- Constitutes an offence under any other Commonwealth law punishable by imprisonment for 12 months or more.

Represents a danger to the public or financial system.

It is essential that the discloser has objectively reasonable grounds to suspect wrongdoing, as outlined above.

Hypothetical scenarios that illustrate disclosures qualifying for protection under this policy:

1. **Conflict of Interest and Fraud:** Information suggests that a Company Project Manager owns shares in a formwork company contracted for his project. Further investigation reveals irregularities in billing for services by the formwork company, which is also using labour paid for by the Company. The Project Manager's conflict of interest is evident as the formwork company bills for services it did not provide, using labour the Company paid for.
2. **Suspicious Behaviour Involving Company Funds:** A site manager authorizes the hire of a telehandler to replace a defective vehicle for the day's operations. The manager pays for this with personal funds (cash). Another team member notices that the manager's reimbursement request is double the actual payment made for the telehandler. Moreover, the invoice submitted with the claim appears suspicious. The team member decides to report this confidentially in accordance with the policy, suspecting potential fraud.
3. **Possible Breach of Corporate Law:** An employee observes actions by a Senior Manager involved in an industry acquisition or significant deal for the Company. These actions raise concerns of insider trading or collusion with other industry parties to fix prices, potentially breaching corporate law.

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Personal work-related grievances are not addressed by this policy unless they involve a harm that breaches this policy. These grievances usually involve issues related to the discloser's current or former employment that may not qualify for protection.

Examples of personal work-related grievances that may not qualify for protection under this policy include:

- Interpersonal conflicts between the discloser and another employee.
- Decisions regarding the engagement, transfer, or promotion of the discloser.
- Decisions concerning the terms and conditions of the discloser's engagement.
- Decisions to suspend, terminate, or discipline the discloser.

4. Who can a Whistleblower's disclosure be made to, and how to make a disclosure?

A disclosure can be made to an 'eligible recipient.' An 'eligible recipient' includes a person authorised by the Company to receive such disclosures (e.g. the General Manager). Disclosers are encouraged to initially make a disclosure to the Company on a non-anonymous basis since such a report can assist the Company to investigate the allegations more readily. Disclosers are entitled to make an anonymous disclosure if they wish. However, making an anonymous disclosure does result in certain challenges for the Company in both investigating the disclosure and ensuring they provide Whistleblower protection and support to the discloser.

Alternatively, a disclosure can be made to any of the following 'eligible recipients':

- An officer or Senior Manager of the Company (including positions such as General Manager, Operations Administrator and/or Site Manager.)
- An internal or external auditor or member of an audit team conducting an audit of the Company or a related entity.
- An actuary of the Company or a related entity.
- The Australian Securities and Investments Commission (ASIC).
- The Australian Prudential Regulation Authority (APRA).
- Any Commonwealth authority designated as an 'eligible recipient.'

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If a person makes a disclosure that would otherwise qualify for protection under this policy to someone who is not an 'eligible recipient' (such as a colleague or supervisor), the recipient must:

- Maintain strict confidentiality.
- Refrain from disclosing the identity of the discloser.
- Avoid retaliating against the discloser.
- Encourage the discloser to report the disclosure to an eligible recipient listed above and guide them to refer to this policy.

This ensures that the discloser can benefit from Whistleblower protections under the Corporations Act and this policy and the facilitation of a thorough investigation of the matter.

5. What legal protection is available for Whistleblowers?

A discloser who qualifies for legal Whistleblower protection is entitled to various protections under the Corporations Act, including:

- Their identity not being disclosed by the Company.
- Information that could lead to their identification not being disclosed by the Company.

These requirements do not apply if the Company provides information to ASIC, APRA, the Australian Federal Police, or a legal practitioner for obtaining legal advice, or if the discloser consents. Additionally, as long as the discloser's identity is not revealed and reasonable steps are taken to minimise the risk of identification, necessary actions may be taken to investigate the matter.

Furthermore, a discloser who meets the criteria for legal Whistleblower protection is entitled to:

- Protection from civil or criminal liability arising from the disclosure.
- Protection against any detriment, whether actual or threatened, due to the disclosure.
- Assurance that their contract will not be terminated based on their disclosure.
- Protection from victimisation, which includes reprisals such as dismissal, demotion, changes to their role or responsibilities, obstruction of promotion, discrimination, harassment, intimidation, harm (including psychological harm), damage to property, harm to reputation, harm to business or financial status, or any other form of harm.

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6. How does the Company support Whistleblowers and protect them from detriment?

The Company will ensure that this policy and appropriate training are provided to all Officers and Senior Managers who are authorised to receive disclosures under this policy. This training will emphasize their strict obligation to maintain the confidentiality of Whistleblowers' identities as outlined in this policy, and to uphold their responsibilities regarding non-retaliation and protection of the discloser.

Additionally, the Company will distribute this policy to all employees and will require all Officers and employees to familiarise themselves with this policy, particularly Section 5 which defines what constitutes detriment or victimisation. They are strictly prohibited from engaging in such behaviour if they are aware of, or suspect, the identity of a Whistleblower.

If a discloser believes they have suffered any form of detriment or victimisation due to their disclosure, they are encouraged to contact the General Manager directly, providing detailed information about the incident. The General Manager or another designated contact person will address any queries or concerns raised by the discloser promptly.

7. How does the Company investigate disclosures that qualify for Whistleblower protection?

To assure disclosers of the Company's commitment to the integrity of their disclosures, investigations into reported issues will be conducted by appropriately qualified individuals, tailored to the specific nature of the disclosed material.

These investigations will adhere to standard principles ensuring fairness. The exact procedures will be determined on a case-by-case basis.

When feasible, the discloser will receive relevant and timely updates on the progress of the investigation, though this may vary depending on the circumstances. Upon conclusion of the investigation, the discloser will typically be informed of the outcome.

If the discloser opts to report an issue anonymously, it may limit the Company's ability to fully investigate the matter. Nonetheless, the Company will assess the provided material and conduct an investigation to the best extent possible.

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8. How does the Company ensure fair treatment of employees that are named in qualifying disclosures, and employees to whom disclosures relate?

Please refer to the section above regarding how the Company will handle investigations into disclosures.

Additionally, the company will take reasonable measures to safeguard employees who are asked to assist in investigations from any adverse consequences or retaliation due to their involvement.

Unfounded and malicious allegations that are proven to be false will be taken seriously, and appropriate disciplinary actions, including termination of employment, may be implemented.

9. Related Documents

Corporations Act 2001 - [Federal Register of Legislation - Corporations Act 2001](#)

Australian Securities and Investments Commission (ASIC) Act 2001 - [Federal Register of Legislation - Australian Securities and Investments Commission Act 2001](#)

Taxation Administration Act 1953 - [Federal Register of Legislation - Taxation Administration Act 1953](#)

Banking Act 1959 - [Federal Register of Legislation - Banking Act 1959](#)

Insurance Act 1973 - [Federal Register of Legislation - Insurance Act 1973](#)

Life Insurance Act 1995 - [Federal Register of Legislation - Life Insurance Act 1995](#)

National Consumer Credit Protection Act 2009 - [Federal Register of Legislation - National Consumer Credit Protection Act 2009](#)

Superannuation Industry (Supervision) Act 1993 - [Federal Register of Legislation - Superannuation Industry \(Supervision\) Act 1993](#)

Modern Slavery Act 2018 (Cth) - [Federal Register of Legislation - Modern Slavery Act 2018](#)

Whistle Blower Rights And Protections - [Whistleblower rights and protections | ASIC](#)

Slayde Tana
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