



3Q HOLDINGS LIMITED CODE OF CONDUCT

The goal of establishing the Company as a significant Australian-based information technology Company is underpinned by its core values of honesty, integrity, common sense and respect for people.

The Company desires to remain a good corporate citizen and appropriately balance, protect and preserve all stakeholders' interests.

The Board has adopted a Code of Conduct for Directors and employees of the Company. The Company's goal of achieving above average wealth creation for our shareholders should be enhanced by complying with this code of conduct which provides principles to which Directors and employees should be familiar and to which they are expected to adhere and advocate.

The Company does not currently believe it is of a size to warrant the development of formal ethical guidelines however, the company subscribes to a general Code of Conduct. All Directors, officers and any employees are required to meet the following standards of ethical behaviour:

- Act honestly, in good faith and in the best interests of the company as a whole.
- Exercise care and diligence in carrying out all duties.
- Recognise and respect the responsibility to shareholders and other stakeholders of the Company.
- Not misuse information, property or position for an improper purpose including for personal gain or to compete with the company.
- Avoid conflicts of interest and manage conflicts of interest appropriately if they arise.
- Observe the principles of independence in decision making.

- Respect the confidentiality of all confidential information acquired as a result of position and not disclose such information without authorisation.
- Comply with the Company's Whistle Blower policy detailed below.
- Not engage in conduct likely to bring the company into disrepute.
- Observe the spirit and letter of the law and comply with ethical and technical requirements of the appropriate regulatory bodies.

In addition to the general Code of Conduct all Directors and employees who are members of a professional body are required to comply with their respective body's ethical standards.

Any breaches of the Code of Conduct should be reported to the chair in the first instance for notification to the board. Any disciplinary action including formal warning or dismissal will be decided by the board and where necessary cases may be referred to the appropriate authorities.

Whistleblower Policy

1. Purpose and objective

The Company expects employees, contractors and anyone else performing work for the Company, to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

The Company is committed to ensuring a culture of corporate compliance and ethical behaviour and encouraging Workers and others to report violations of those standards. This Whistleblower Policy (**Policy**) details the framework for receiving, investigating and addressing allegations of misconduct, or an improper state of affairs or circumstances, in relation to the Company.

The objectives of this Policy are to:

- provide Whistleblowers with a clear framework within which to make a Protected Disclosure;
- provide Whistleblowers with a clear understanding of how Protected Disclosure will be handled;
- ensure Protected Disclosures are dealt with fairly and appropriately;
- protect Whistleblowers from victimisation;
- support Whistleblowers throughout the reporting process;

- afford natural justice and procedural fairness to anyone who is the subject of a Protected Disclosure.

2. **Scope**

This Policy applies to applies to officers, employees, contractors and anyone else performing work for the Company (**Workers**).

The Company acknowledges that individuals other than Workers are eligible to make Protected Disclosures including:

- former Workers;
- Company suppliers;
- Associates (within the meaning of the Corporations Act) of the Company; and
- Relatives, dependents, or spouses of Workers and the persons listed above.

3. **Reportable Conduct**

This Policy supports the reporting of allegations of misconduct, or an improper state of affairs or circumstances, in relation to the Company.

Reportable Conduct may include but is not limited to the following:

- contraventions of certain laws administered by ASIC or APRA or equivalent bodies in other jurisdictions in which the Company operates;
- offences against any other Australian Commonwealth law that is punishable by at least 12 months' imprisonment or equivalent offences in other jurisdictions in which the Company operates;
- conduct that represents a danger to the public or the financial system;
- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation;
- offering or accepting a bribe;
- financial irregularities;
- use of Company funds or Company resources in a manner that falls within the scope of Reportable Conduct;
- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- risks to the health and safety of Workers or the public;

- unethical conduct;
- victimising someone for reporting Reportable Conduct;
- failure to comply with, or breach of, legal or regulatory requirements;
- any instruction to cover up or attempt to cover up serious wrongdoing.

This Policy extends to Reportable Conduct that occurs before or after the commencement of this Policy, and is not limited to the above examples.

What is not Reportable Conduct

A personal work-related grievance is not Reportable Conduct unless it concerns broader reportable misconduct that typically goes beyond the Whistleblower's personal circumstances. Examples of personal work-related grievances that is not Reportable

Conduct include but are not limited to:

- interpersonal conflicts;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer, or promotion of a Worker;
- a decision about the terms and conditions of engagement of a Worker;
- a decision to suspend or terminate the engagement of a Worker; or
- disciplinary action taken against a Worker.

Although it will not be treated as a Protected Disclosure under this Policy, Workers are encouraged to raise any personal work-related grievance with the Company.

4. Protected Disclosures

A Protected Disclosure is a report of Reportable Conduct protected under this Policy and the Corporations Act (to the extent applicable). To be a Protected Disclosure, a Whistleblower must:

- have reasonable grounds to suspect that the information in the allegation concerns Reportable Conduct; and
- make the disclosure in accordance with this Policy.

For clarity, a disclosure that does not concern Reportable Conduct will not be treated as a Protected Disclosure under this Policy or the Corporations Act (to the extent applicable). However, Workers are encouraged to raise any concerns or grievance with the Company including those which do relate to Reportable Conduct.

5. Making a report

A Protected Disclosure can be made either internally or externally. In order for the Company to effectively address any allegation of Reportable Conduct, Whistleblowers are encouraged to make a Protected Disclosure as early as possible through internal reporting structures.

Internal disclosure

A Protected Disclosure can be made to any of the following people (**Eligible Recipients**) within the Company:

- a director of the Company or the Company Secretary;
- a senior executive of the Company including but not limited to:
 - the Chief Executive Officer;
 - the Whistleblower Protection Officer; and
 - the Chief Financial Officer;
- an auditor of the Company, including external auditors; and

A Protected Disclosure can be made directly to an Eligible Recipient by email, telephone, or in person. Contact details for Eligible Recipients are available via email.

When making a Protected Disclosure, the Whistleblower is encouraged to notify the Eligible Recipient that the Whistleblower is making a Protected Disclosure under this Policy and to provide relevant details and information regarding the Reportable Conduct.

At any time, a Worker who is unsure about how or whether to make a Protected Disclosure is entitled to discuss the matter in confidence with the Whistleblower Protection Officer, their immediate supervisor or manager, the human resources department, the Chief Financial Officer or Chief Executive Officer. In the event a Whistleblower does not make a Protected

Disclosure, the Company may nevertheless act on the information provided if that information reasonably suggests Reportable Conduct has occurred or may occur.

A Whistleblower may make a Protected Disclosure anonymously. A Whistleblower who elects to remain anonymous is encouraged to maintain ongoing two-way communication with the Company to assist with any investigation into or steps to address the Protected Disclosure.

External disclosure

A Whistleblower may make a Protected Disclosure to ASIC or APRA. Information in relation to how ASIC and APRA handle Protected Disclosures is available here:

- **ASIC:** <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

- **APRA:** <https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure>

A Whistleblower may be able to make a Protected Disclosure to body equivalent to ASIC or APRA in other jurisdictions in which the Company operates in relation to Reportable Conduct occurring in that jurisdiction.

Public interest or emergency disclosures

A Whistleblower may make a public interest or emergency Protected Disclosure in accordance with the Corporations Act (to the extent applicable) to a journalist or member of the Australian parliament typically if:

- the Whistleblower has previously made a Protected Disclosure to ASIC or APRA:
- in relation to a public interest disclosure:
 - at least 90 days have passed since the Protected Disclosure was made to ASIC or APRA; and
 - the Whistleblower believes making a further disclosure to a journalist or member of parliament is in the public interest;
- in relation to an emergency disclosure, the Whistleblower believes that the Protected Disclosure concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment; and
- the Whistleblower gives ASIC or APRA prior written notice of their intention to make the disclosure to a journalist or member of parliament.

The Company encourages Whistleblowers to obtain independent legal advice before making a public interest or emergency disclosures.

Disclosure to a legal practitioner

A Whistleblower may seek advice from, and make disclosures to, a legal practitioner in relation to a Protection Disclosure. A Whistleblower will be protected under this Policy and the Corporations Act (to the extent applicable) in relation to disclosures made to a legal practitioner even in the event that the legal practitioner concludes that the disclosure does not amount to a Protected Disclosure.

6. Protections for Whistleblowers

A Whistleblower who makes a Protected Disclosure will be protected under this Policy and the Corporations Act (to the extent applicable) in relation to:

- confidentiality and privacy;
- victimisation; and

- civil, criminal, and administrative liability.

Whistleblower Protection Officer

The Company has appointed a Whistleblower Protection Officer whose role is to ensure the Whistleblower raising the Protected Disclosure is protected in accordance with this Policy.

The current Whistleblower Protection Officer is Natalie Treisman.

Subject to receiving the prior written approval of the Chief Financial Officer in relation to any related fees or expenses, the Whistleblower Protection Officer is authorised by the Company to access independent financial, legal, and operational advice as reasonably required in order to perform their role under this Policy.

The Company may appoint an alternative Whistleblower Protection Officer in response to a Protected Disclosure if the current Whistleblower Protection Officer is not appropriate having regard to the nature of the Protected Disclosure.

Confidentiality and privacy

Protected Disclosures will be kept confidential to the extent possible having regard to the Company's obligations to investigate and address Protected Disclosures.

Other than in the circumstances set out below, a Whistleblower's identity will be protected and kept confidential. Subject to the Whistleblower's consent, an Eligible Recipient who receives a Protected Disclosure may disclose the Whistleblower's identity to the Whistleblower Protection Officer in order for the Whistleblower Protection Officer to ensure the Whistleblower is protected under this Policy.

The Whistleblower's identity can be disclosed:

- with consent of the Whistleblower;
- to the extent applicable, to ASIC, APRA, or a member of the Australian Federal Police;
- in accordance with applicable laws in jurisdictions in which the Company operates in relation to a Protected Disclosure in that jurisdiction; or
- to a legal representative for the purpose of obtaining legal advice or representation regarding the Protected Disclosure.

The Whistleblower Protection Officer and any person involved in investigating and addressing a Protected Disclosure who is aware, by consent of the Whistleblower, of the Whistleblower's identity must take all reasonable steps to reduce the likelihood of the Whistleblower being identified. These steps may include:

- consulting with the Whistleblower in relation to the protection of their identity;

- redacting personal information or references regarding the Whistleblower in information relating to the Protected Disclosure; and
- referring to the Whistleblower in gender neutral terms.

However, information concerning a Protected Disclosure can be disclosed, including without the Whistleblower's consent, if:

- the information does not include the Whistleblower's identity;
- all reasonable steps have been taken to reduce the risk that the Whistleblower will be identified from the information; and
- it is reasonably necessary for investigating the Protected Disclosure.

Any Workers who come into the possession of information relating to a Protected Disclosure, including the identity of a Whistleblower, must not disclose that information to any individual or entity without express prior authorisation from the Whistleblower Protection Officer. The unauthorised disclosure of the Whistleblower's identity amounts to a breach of this Policy and the Corporations Act (to the extent applicable), and may result in disciplinary action up to and including termination of employment or engagement as applicable.

Subject to their rights under this Policy and the Corporations Act (to the extent applicable), a Whistleblower must keep all information relating to any Protected Disclosure confidential both during any investigation and following any resolution of the Protected Disclosure.

Civil, criminal and administrative liability

A Whistleblower is protected from the following in relation to a Protected Disclosure:

- civil liability (for example, action against the Whistleblower for breach of an employment contract, duty of confidentiality, or another contractual obligation);
- criminal liability (for example, attempted prosecution of the Whistleblower for unlawful disclosure or other use of the Protected Disclosure); and
- administrative liability (for example, disciplinary action for making the disclosure).

A Whistleblower will not be granted immunity for any misconduct by the Whistleblower that is revealed in the Protected Disclosure.

7. Victimisation

The Company is committed to ensuring that any person who makes a Protected Disclosure or acts as a witness or participates in any way with respect to a Protected Disclosure is not victimised.

Victimisation includes but is not limited to:

- dismissal;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination, harassment, intimidation, or bullying;
- physical or psychological harm or injury;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; or
- threatening to do any of the above conduct.

If a Whistleblower, or any person who participates in any way with respect to a Protected Disclosure, is concerned about potential victimisation, they are encouraged to raise those concerns with the Whistleblower Protection Officer to discuss measures to protect the Whistleblower or person from victimisation. These measure may include, without limitation:

- protecting the Whistleblower's or person's identity;
- working from a different location or from home; and
- modifying duties or reporting lines.

All Workers are encouraged to raise concerns regarding victimisation in relation to a Protected Disclosure to the Whistleblower Protection Officer or Eligible Recipient.

The Company will investigate reports of victimisation in relation to a Protected Disclosure. Victimisation amounts to a breach of this Policy and the Corporations Act (to the extent applicable) and may result in disciplinary action up to and including termination of employment or engagement as applicable.

Whistleblowers and any persons who believe they have been victimised in breach of this Policy may also seek independent legal advice, including for the purpose of exploring potential remedies in connection with loss, damage, injury, or other detrimental conduct.

8. False reports

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report, may be subject to disciplinary action up to and including termination of employment or engagement as applicable.

9. Investigation

The Company will take all reasonable steps to investigate a Protected Disclosure.

Whistleblower Investigations Officer

The Whistleblower Investigations Officer will be responsible for the investigation of a Protected Disclosure. The role of the Whistleblower Investigations Officer is to investigate or manage the investigation into the Protected Disclosure to determine whether there is evidence in support of the matters raised.

The Whistleblower Investigations Officer will report directly to the Company's Chief Executive Officer or, if the Chief Executive Officer is not independent to Protected Disclosure, another Eligible Recipient or the board of directors of the Company.

The current Whistleblower Investigations Officer is Alan Treisman.

The Company may appoint an alternative Whistleblower Investigations Officer in response to a Protected Disclosure if the current Whistleblower Investigations Officer is not appropriate having regard to the nature of the Protected Disclosure.

In referring any Protected Disclosure to the Whistleblower Investigations Officer for investigation, the Company, including Eligible Recipients and the Whistleblower Protection Officer, acknowledges:

- a Whistleblower's right to make Protected Disclosures anonymously; and
- the obligations in relation to protecting the Whistleblower's identity.

The Company may not be able to effectively investigate a Protected Disclosure if it is not able to contact the Whistleblower and/or the Whistleblower refuses to provide additional information.

Investigating a Protected Disclosure

Once received, a Protected Disclosure referred to the Whistleblower Investigations Officer should include the following details, if available:

- the date the Whistleblower made the Protected Disclosure;
- the date and substance of the Reportable Conduct;
- subject to the Whistleblower's express consent, the Whistleblower's identity; and
- to the extent it can be reasonably assessed, the level of risk associated with the alleged Reportable Conduct.

Once referred, the Whistleblower Investigations Officer will determine the steps reasonably necessary to investigate the Protected Disclosure, including, without limitation:

- the nature and scope of the investigation;

- who will conduct the investigation and whether that person should be external to the Company;
- implement a framework to ensure that Workers or other persons who are subject of a Protected Disclosure are treated fairly during the investigation process;
- the nature of any technical, financial or legal advice that may be required; and
- a timeframe for the investigation, including having regard to the assessed level of risk.

The Company will keep Whistleblowers informed of the progress or relevant findings of an investigation so far as reasonable, having regard to the nature of the Protected Disclosure or investigation findings, confidentiality, and the fair treatment of Workers or other persons who are subject of the Protected Disclosure.

The Company may be required to refer a Protected Disclosure to ASIC, APRA, or the Australian Federal Police, or equivalent body or authority in jurisdictions in which the Company operates, for the purpose of investigating and/or addressing the Protected Disclosure.

Investigation findings will be reported to the Company's Chief Executive Officer or, if the Chief Executive Officer is not independent to Protected Disclosure, another Eligible Recipient or the board of directors of the Company.

The Company's Chief Executive Officer or if applicable, the Eligible Recipient or the board of directors of the Company who receives the investigation findings, will determine the action (if any) to be taken in relation to investigation findings. Such action may include, without limitation, a disciplinary process or another form of escalation of the investigation findings regarding the Protected Disclosure within or outside of the Company.

Workers or persons who are subject of a Protected Disclosure

The Company will apply principles of procedural fairness and natural justice to the conduct of any investigation regarding a Protected Disclosure. The Company will take reasonable steps to ensure fair treatment of any Workers or persons who are the subject of a Protected Disclosure. These steps may include, without limitation:

- keeping the investigation confidential to the extent possible;
- advising Workers, or persons who are the subject of a Protected Disclosure, of relevant information or matters in order to obtain their response;
- basing investigation findings on the balance of probability; and
- keeping Workers, or persons who are the subject of a Protected Disclosure, informed of the progress or relevant findings of an investigation so far as reasonable, having regard to the nature of the Protected Disclosure or investigation findings, confidentiality, and the fair treatment of other Workers or persons who are subject of the Protected Disclosure.

10. Breaches of this Policy

Any failure by a Worker to comply with this Policy may result in disciplinary action up to and including termination of employment or engagement as applicable.

11. Access to this Policy

A copy of this Policy is available on the Company's Website.

Workers must ensure that they understand how this Policy applies to them as a Worker. If a Worker is uncertain about whether this Policy applies to them, or a particular situation, or have any other questions, they are encouraged to speak with their immediate supervisor, manager, or the Whistleblower Protection Officer.

12. Definitions

- (a) **Company** means 3Q Holdings Limited and its related and associated entities;
- (b) **Corporations Act** means the *Corporation Act 2001* (Cth);
- (c) **Reportable Conduct** means misconduct or an improper state of affairs or circumstances in relation to the Company including but not limited to the matters outlined in this Policy;
- (d) **Protected Disclosure** means a report of Reportable Conduct made in accordance with this Policy; and
- (e) **Whistleblower** means a Worker or other person identified in part 2 of this Policy who is eligible to make a Protected Disclosure in accordance with the Policy.