

WHISTLEBLOWER POLICY

Fronius Australia Pty Ltd

1 Introduction

Our values – Community, Innovation, Creativity, Sustainability, Quality Awareness and Cost Effectiveness – are the guiding principles at the heart of everything we do. We are committed to adhering to our legal obligations including statutory obligations, its rules and values. We are committed to providing those involved with Fronius a safe environment to raise breaches of internal rules or policy, or Disclosable Conduct relating to the company.

We rely on our officers, employees, contractors and associates (collectively our **Staff**) to help maintain and grow its culture of legal, proper and ethical behavior. Therefore, our Staff are expected to cooperate with Fronius and report non-compliant actions by others. In cases where our Staff feel they need to be protected in relation to raising a matter, this Policy outlines the protections that will apply.

2 Application

This Policy applies to all our Staff and others covered by this Policy. Our Staff must comply with this Policy at all times, but this Policy is not incorporated into the terms of engagement or employment of our Staff.

This Policy is available on our website.

The Policy may be amended or replaced by Fronius at any time.

This Policy replaces and supersedes all previous policies, procedures and practices on the matters covered in this Policy.

3 Purpose

The purpose of this Policy is to:

- provide our Staff and others covered by this Policy with an understanding of what can be reported under this Policy;
- demonstrate the importance we place on ensuring a safe and supportive environment where our Staff and others covered by this Policy feel confident to raise breaches of internal rules or Disclosable Conduct relating to Fronius;
- assist to create a culture within Fronius that encourages people to speak up and raise breaches of internal rules or policy, or Disclosable Conduct relating to Fronius or our Staff;
- explain the processes for reporting Disclosable Matters, including what happens when a report is made;
- outlines how our Staff and others will be supported and protected if a Staff member or others make a report under this Policy; and
- explain how we will ensure fair treatment for anyone who makes a report.

4 Scope

This Policy applies to anyone (**Disclosers**) who discloses information and currently is, or has been, any of the following with respect to Fronius:

- employees;
- directors;
- officers;

- contractors (including employees of contractors);
- suppliers (including employees of contractors);
- associates (as defined by the relevant legislation);
- consultants;
- relatives, dependents, spouses, or dependents of a spouse of any of the above; and
- other individuals prescribed by the relevant legislation.

Any Discloser may make a report under this Policy if the person has reasonable grounds to suspect that the information disclosed concerns any misconduct, breaches of laws, any improper state of affairs or circumstances in relation to Fronius (**Disclosable Matters**). A Discloser can still qualify for protection even if their disclosure turns out to be incorrect. However, this Policy must not be used for trivial or vexatious matters, i.e. matters that the Discloser knows or ought to have known to have no substance. Reports that are not about Disclosable Matters do not qualify for protection under this Policy.

Please note that, from time to time, a person may have a complaint in relation to service levels, policy decisions, or an employment-related grievance with another person within Fronius, which is not a Disclosable Matter or a breach of Fronius's rules or policies. If a Staff member has a complaint that does not fall within the Scope of this Policy, please refer to Fronius Australia's Appropriate Workplace Behavior Policy and Grievance Policy to determine the process that needs to be followed.

5 Disclosable Matters

Disclosable Matters include but is not limited to conduct, that the Discloser has reasonable grounds to suspect, is:

- dishonest, fraudulent or corrupt;
- illegal (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law or and local government by-laws)
- breaches of Australian law including but not limited to federal and state legislation, regulation or is otherwise illegal;
- improper, including anything that would breach Fronius's policies and procedures;
- unethical, including anything that would breach Fronius's Code of Conduct;
- engaging in or threatening to engage in conduct detrimental to a Discloser or a person who is believed or suspected to have made, or be planning to make, a report under this Policy;
- oppressive, discriminatory or grossly negligent;
- an unsafe work-practice or behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment;
- pose a significant risk to public safety or the stability of, or confidence in, the financial system;
- improper or misleading accounting or financial reporting practices; or
- otherwise detrimental, financial or non-financial, to the interest of Fronius.

Please note that Disclosable Matters could, but may not involve a contravention of a particular law.

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the Discloser, do not qualify under this Policy.

Personal work-related grievances are those that relate to an individual's current or former employment with Fronius and have, or tend to have, implications for the individual personally, but do not:

- have any other significant implications for Fronius; or
- related to any conduct, or alleged conduct, about Disclosable Matters.

Examples of grievances that may be personal work-related grievances include, but is not limited to:

- an interpersonal conflict between an individual and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, the terms and conditions of engagement, transfer or promotion of an individual; and
- a decision to suspend or terminate the engagement of an individual, or otherwise to discipline an individual.

A personal work-related grievance may still qualify for protection if:

- it includes information about Disclosable Matters, or information about Disclosable Matters includes or is accompanied by a personal work-related grievance (mixed report);
- Fronius has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Discloser's personal circumstances;
- the individual suffers from or is threatened with detriment for making a disclosure; or
- the individual seeks legal advice or legal representation about the operation of this Policy.

6 Making a Disclosure

We have several channels for reporting any Disclosable Matters. For the purposes of this Policy, and to ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Protected Disclosure Officers listed below:

to the Managing Director Ms Keshia Noronho or any other company directors at the time of reporting.

The Protected Disclosure Officers may also be contacted to obtain additional information before formally reporting any Disclosable Matters.

Reports may also be posted to 90 – 92 Lambeck Drive, Tullamarine VIC 3043 (marked to the attention of one of the Protected Disclosure Officers)

Reports of any Disclosable Matters can also be made to the following individuals:

- an officer or senior manager of Fronius;
- an auditor, or a member of an audit team conducting an audit, of Fronius;
- a legal practitioner for the purpose of obtaining legal advice and/or legal representation in relation to the operation of the relevant whistleblower provisions in the *Corporations Act 2001* and/or the *Taxable Administration Act 1953* (even in the event that the legal practitioner concludes that a report does not relate to Disclosable Matters);
- ASIC;#
- APRA;#
- the Commissioner of Taxation (within the meaning of the *Taxation Administration Act 1953*) if the Discloser consider that the information disclosed may assist the Commissioner in performing his or her functions or duties under a taxation law in relation to Fronius or an associate (within the meaning of section 318 of the *Income Tax Assessment Act 1936*) of Fronius;+ or
- a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009*) who provides tax agent services or BAS services to Fronius.+

only applicable to disclosures made under the Corporations Act 2001

+ only applicable to disclosures made under the Taxation Administration Act 1953

Reports can be made to a journalist or parliamentarian under certain circumstances and qualify for protection as either a “Public Interest Disclosure” or an “Emergency Disclosure” as defined by s1317AAD of the Corporations Act 2001. It is essential to understand that there are strict criteria for making a Public Interest Disclosure or an Emergency Disclosure which include, but is not limited to, a report must have been previously made to ASIC, APRA or a prescribed body and written notice provided to the body to which the report was made. Independent legal advice should be sought before making a Public Interest Disclosure or an Emergency Disclosure.

Anonymous reports of Disclosable Matters are also accepted under this Policy. The Discloser can choose to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. Disclosers who wish to remain anonymous should maintain ongoing two-way communication with Fronius, so we can ask follow-up questions or provide feedback. Communication with Disclosers will be through anonymous telephone hotlines and anonymised email addresses, a Discloser may also adopt a pseudonym for the purpose of their disclosure.

A Discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

Anonymous reports have significant limitations that may inhibit a proper and appropriate inquiry/investigation. These limitations include the inability to gather additional particulars to assist with the inquiry/investigation and/or to provide feedback on the outcome. Protection mechanisms may also be difficult to implement if the Discloser chooses to remain confidential.

Thus, Disclosers are encouraged to share their identity when reporting Disclosure Matters, as it will make it easier for Fronius to address their disclosure and implement protection mechanisms.

Nonetheless, if a Discloser does not share their identity, we will assess the disclosure in the same way, as much as possible, as if the Discloser had revealed their identity.

7 Investigation of Disclosable Matters

We will conduct the appropriate investigation as soon as practicable after Disclosable Matters are reported under this Policy. While the particular investigation process adopted and enquiries made will be determined by the nature and substance of the disclosure, generally, a Protected Disclosure Officer will contact the Discloser to discuss the investigation process and other matters relevant to the investigation.

A Protected Disclosure Officer may appoint another person to investigate the reported matters and/or appoint an additional person to assist with the investigation. Where necessary, Fronius may engage an external entity to assist with the investigation.

The investigation will not be conducted by a person who may be the subject of the investigation or has inappropriate links or connections (actual or perceived) to the person(s) or practice(s) under investigation.

If the Protected Disclosure Officer determines that a report needs to be investigated, the Protected Disclosure Officer will need to determine certain matters including but not limited to: the nature and scope of the investigation, the person(s) within and/or outside the entity that should lead the investigation; the nature of any technical, financial or legal advice that may be required to support the investigation; and the timeframe for the investigation. The timeframe of the investigation may vary depending on the nature of the report.

The investigation will be conducted in a reasonable and appropriate manner having regard to the nature of the disclosure and circumstances.

In order to avoid any adverse impacts on the inquiry/investigation, a Discloser is required to keep confidential the fact that Disclosable Matters have been reported (subject to any legal requirements).

Where Disclosable Matters are reported anonymously, we will conduct the investigation and make its enquiries based on the information provided to it.

If the Discloser is able to be contacted, the Protected Disclosure Officer will keep the Discloser informed of the progress and outcomes of the investigation to his/her report subject to the consideration of privacy of those against whom the allegations have been made. The frequency and timeframe of the updates may vary depending on the nature of the report but updates will be provided when the investigation process has begun, while the investigation is in progress and after the investigation has been finalised.

The result of the investigation will be documented and reported to the Board of Directors of Fronius every quarter, or more frequently if required.

8 Protection of Disclosers

By reporting Disclosable Matters in accordance with this Policy and the law, a Discloser will be afforded protection under the Australian whistleblower laws. However, not all disclosures of wrongdoings are protected by law so we recommend that the Discloser first seek legal advice if they have any uncertainties in relation to this Policy or their rights.

Protection under this Policy is applicable to internal disclosures, as well as disclosures to legal practitioners, regulatory and other external bodies, and Public Interest Disclosures and Emergency Disclosures in accordance with the relevant legislation.

We are committed to ensuring Disclosers are treated fairly and do not suffer detriment as well as maintaining the confidentiality of the Disclosers. In the interest of fostering open and trusting communication, we wish to stress explicitly that any Staff who do report identified breaches of laws, the code of conduct or other internal directives and rules will not – under any circumstances – suffer any negative consequences whatsoever as a result unless the report was done falsely. Exactly the same applies to others who contribute important information to the investigation of such misconduct.

Protection against Detrimental Conduct

We strictly prohibit all forms of Detrimental Conduct against Disclosers, who comply with the law and this Policy.

Detrimental Conduct means any actual or threatened conduct that could cause a detriment to the Discloser as a result of the Discloser making a disclosure including, but not limited to, dismissal, demotion, harassment, bullying, intimidation, discrimination, disciplinary action, bias, threats, personal or financial disadvantage, harm or injury (including psychological harm), damage to reputation, other unfavourable treatment and any conduct that constitutes retaliation.

We will take all reasonable steps to protect Disclosers, who comply with the law and this Policy, from Detrimental Conduct and will take action it considers appropriate where such conduct is identified.

We also strictly prohibit all forms of Detrimental Conduct against other people, who comply with the law and this Policy, as a result of their involvement in an investigation of a Disclosable Matter.

If a Discloser is subject to Detrimental Conduct as a result of making a disclosure under this Policy, they should immediately contact one or more of the following individuals:

- a Protected Disclosure Officer;
- an officer or senior manager of Fronius;
- an auditor, or a member of an audit team conducting an audit, of Fronius.

In the case of where the Discloser believes retaliation is near or imminent, the Discloser should contact the Protected Disclosure Officer or any officer or senior manager of Fronius. The Protected Disclosure Officer, the relevant officer or senior manager of Fronius or others will take the action they feel is appropriate. Potential steps to protect the Discloser from a considered risk of retaliation may include:

- The Discloser provided with access to Fronius's external psychology/counselling service provider if they are employees, directors or other officers of Fronius;
- The Discloser taking leave;
- The Discloser being allowed modifications to their workplace or the way they perform their duties;
- The Discloser being reassigned to other duties or another role at the same level; or
- The Discloser or the other individual/s involved in the Disclosable Matter being reassigned to another location.

Action or victimisation in reprisal for a report being made under this Policy will be treated serious misconduct and will result in disciplinary action which may include dismissal. A breach of this Policy may also amount to a civil or criminal contravention under the law, giving rise to significant penalties.

A Discloser seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment

Protection of the Discloser's identity and confidentiality

All information received from Disclosers will be treated confidentially and sensitively. Subject to compliance with legal requirements, upon receiving a disclosure under this Policy, we will only share the Discloser's identity as a Discloser or information likely to reveal their identity if:

- the Discloser gives their consent to share that information; or
- the disclosure is allowed or required by law (e.g. Disclosable Matters reported to ASIC, APRA, the AFP or the Commissioner of Taxation, and/or disclosure to a lawyer to get legal advice relating to the law on whistleblowing).

In addition, in the case of information likely to identify the Discloser, if it is reasonably necessary to share the information for the purposes of an investigation or other reason, all reasonable steps will be taken to reduce the risk that the Discloser will be identified.

We will reduce the risk that a Discloser will be identified from the information contained in a disclosure by:

- Redacting all personal information or reference to the Discloser witnessing an event;
- Referring the Discloser in a gender-neutral context;
- Where possible, contacting the Discloser to help identify certain aspects of their report that could inadvertently identify them;
- Having qualified individuals (both internal or external) handle and investigate the report;
- Securely storing all paper and electronic documents and materials relating to the disclosure;
- Limiting access to information relating to a report, the identity of the Discloser or information likely to identify the Discloser to those directly involved in managing and/or investigating the report; and
- Reminding the individuals involved in managing and/or investigating the report of the confidentiality requirements, including that an unauthorised disclosure may be a criminal offence.

Protection of files and records

All files and records created from any investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than someone who needs to know about the disclosure to recommend and/or to take the appropriate action, to record the status and/or outcome of any investigation, or for corporate governance purposes) without the Discloser's consent as a Discloser will be a breach of this Policy.

Disclosers may also be afforded the following statutory protections under the law:

- immunity from any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;

- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the person on the basis of the disclosure;
- anyone who causes or threatens to cause detriment to a Discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- a Discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary;
- in some circumstances, the person receiving the investigation report commits an offence if they disclose the substances of the report or the Discloser's identity, without the Discloser's consent, to anyone except ASIC, APRA, the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report;¹
- in some circumstances, the reported information is not admissible in evidence against Disclosers in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;²
- where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible in evidence against the Discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;³ and
- for disclosures made under the *Taxation Administration Act 1953*, the Discloser cannot be ordered by the court to pay costs incurred by another party to the proceedings in relation to the disclosure unless the Discloser is found to have instituted the proceedings vexatiously or without reasonable cause and/or the Discloser's unreasonable act or omission caused the other party to incur the costs.⁴

However, the protections do not grant immunity for any misconduct a Discloser has engaged in that is revealed in their report.

A Discloser may lodge a complaint with Fronius about a breach of confidentiality and a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

9 Support for Disclosers

We will support Disclosers by providing them access to Fronius's external psychology/counselling service provider if they are employees, directors or other officers of Fronius.

We will also consider providing further support to Disclosers should it be requested.

10 Support for Persons Implicated

We will support other persons implicate in investigations by providing them access to Fronius's external psychology/counselling service provider if they are employees, directors or other officers of Fronius.

We will also consider providing further support to such persons should it be requested.

¹ ASIC and APRA are only relevant to the *Corporations Act 2001* while the Commissioner of Taxation is only relevant to the *Taxation Administration Act 1953*.

² Such as where the disclosure has been made to ASIC or APRA in accordance with *subsection 1317AA(1) of the Corporations Act 2001* and/or where the disclosure qualifies as a public interest or emergency disclosure under *section 1317AAD of the Corporations Act 2001*.

³ Subject to *subsection 14ZZX(1)(c) of the Taxation Administration Act 1953*.

⁴ Subject to *section 14ZZZC of the Taxation Administration Act 1953*.

11 Publicly Available

This Policy will be made available to the Fronius's Staff in the following ways:

- Holding staff briefing sessions and/or smaller team meetings;
- Posting the Policy on the staff intranet or other communication platform;
- Making the Policy available in the internal departmental drive.
- Incorporating the Policy in employee induction information packs and training for new starters.

12 Breach of Policy

Any breach of this Policy will be taken seriously by Fronius, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this Policy may also amount to a civil or criminal contravention under the law, giving rise to significant penalties.

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