

Whistleblower Policy

Version 3.0

Whistleblower Policy

1. Purpose

The Simpro Group Whistleblower Policy (this “Policy”) has been put in place to ensure that we continue to maintain and support a high standard of conduct and ethical behaviour in how we conduct business and interact with each other and with our customers and suppliers.

The purpose of this Policy is to provide Workers with information and direction regarding:

- The reporting or raising of concerns regarding any serious wrongdoing within the Simpro Group (including unethical, illegal, corrupt or other inappropriate conduct), without being subject to victimisation, harassment or discriminatory treatment; and
- The way we will deal with any reports or concerns received.

2. Scope

This policy applies to the following:

- All Simpro Group employees including all managers, supervisors, trainees, apprentices, full time, part time, casual and temporary employees (hereby referred to as “Workers”)
- Relatives or dependents of our Workers
- All directors and officers
- Independent contractors or subcontractors engaged (but not employed) by the Simpro Group
- Suppliers and consultants

3. Definitions

For the purpose of this policy any reference to:

- “Simpro Group, “We”, “Us” or “Our” means Simpro, AroFlo and ClockShark (and any other subsidiary which may be acquired now and in the future)
- “Worker”, “You” or “Your” means any person or entity that fits within the classifications set out in Section 2 Scope.

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4. What conduct should be reported?

If you are made aware of, or are privy to, behaviour or conduct that is:

- Dishonest, unethical, fraudulent, unlawful or corrupt
- Indicative of irregular use of Simpro Group funds or practices or improper or misleading accounting or financial reporting practices
- Illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property)
- A breach of any legislation relating to Simpro Group operations or activities
- Oppressive, discriminatory or gross negligence
- Unsafe work-practice or behaviour that poses a serious risk to the health and safety to the public or any person at the workplace; and/or
- Any other conduct which may cause loss to the simPRO Group or be otherwise detrimental to the interests of the simPRO Group.

This policy does not cover personal work-related grievances such as:

- Complaints regarding your personal employment with the Simpro Group including; decisions relating to disciplinary matters, promotions, wages or the terms and conditions of employment
- Bullying or harassment complaints (unless they have not been investigated by the Simpro Group, or have been ignored)

You have a responsibility to report this behaviour and we expect that any Worker who becomes aware of such conduct will make a report.

5. Reporting Process

Step 1 -Reporting the Conduct -

1.1 Internally

The first point of contact is to report the matter to one of the following:

- Chief Operation Officer
- Chief Technology Officer
- Chief People Officer
- Senior People & Culture Business Partner

The purpose of this initial step is so that we can investigate the matter and ensure that it falls within the scope of this Policy.

Reports made under this Policy should describe the grounds for the report in detail and provide as much detail as possible of all relevant facts and supporting documentation (if any). Information contained in reports and provided by you will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to the Simpro Group.

If you make a report under this Policy you will be expected to keep the report confidential so that a fair investigation can be carried out for all parties involved in the matter.

1.2 Externally

If you do not feel comfortable making the report through one of the above channels or, if the report involves someone in those channels you can make a report to Deloitte WhistleBlower Services dwsenquiries@deloitte.com.au

Step 2 - Conducting an Investigation

We will investigate all disclosures made by a person under this policy, as is appropriate, as soon as reasonably practicable after the disclosure has been made.

The investigation will be conducted independently of any person who is the subject of the disclosure. Where appropriate, such persons will be informed of the allegations and provided with the opportunity to respond.

While the particulars of the investigation process will be determined by the nature and substance of the disclosure, if the disclosure is not anonymous, a Simpro Group authorised contact person or investigator will contact the whistleblower as soon as practicable upon receipt of the disclosure to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation. Where appropriate, we will provide feedback to the whistleblower regarding the progress and/or outcome of the investigation.

Where a report is submitted anonymously, we will conduct the investigation based on the information provided.

Any findings of the investigation related to criminal activity will be reported to the police and/or regulators.

6. Protection for whistleblowers

The Simpro Group will support whistleblowers and protect them from detriment in the following ways:

(a) Protection from detrimental conduct

If a person makes a disclosure that qualifies for protection they will not be subject to any disciplinary or other detrimental action by the Simpro Group. This includes (but is not limited to) protection from:

- Termination of employment
- Disciplinary action
- Performance management
- Bullying or harassment
- Unlawful discrimination

The Simpro Group will ensure no person on its behalf victimises or threatens detrimental action against a person because of the disclosure, or is disadvantaged for submitting a report in good faith (including if their report was submitted in good faith but was not substantiated or correct).

All reasonable steps will be taken to ensure that a Worker will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report.

(b) Protection of the identity of the whistleblower

Except in the circumstances specified below, we will not disclose the information, the identity of the discloser and any information that is likely to lead to the identification of the discloser, unless the discloser agrees.

The circumstances in which we may disclose the information are where disclosure is made:

- For the purpose of assisting a government authority in the performance of its functions or duties
- To a lawyer to obtain legal advice or legal representation in relation to the operation of the whistleblowing provisions
- It is necessary to prevent a serious threat to any person's health or safety; it is required by law, is necessary to protect or enforce our legal rights or interests or to defend any claims.
- Because it is reasonably necessary to do so for the purposes of the Simpro Group investigating a matter to which the qualifying disclosure relates (in which case the Smpro Group will ensure the disclosure does not identify the whistleblower and will take all reasonable steps to reduce the risk the discloser will be identified as a result of the disclosure).

(c) Protection of files and records

All files and records created from an investigation will be securely stored.

7. Vexatious reports

Due to the serious nature of the conduct covered by this Policy, vexatious reports may have serious consequences, including potential damage to the reputation of people who are the subject of vexatious report. Vexatious reports will not be tolerated by the Simpro Group.

Whilst all reports will be taken seriously and investigated, if it is found that a report has been made vexatiously, without grounds or for a malicious reason, the Worker may, depending on the individual circumstances, be subject to disciplinary action or termination of their employment where warranted. Repeated reports about trivial matters may also be considered to be made vexatiously.

8. Compliance

Failure to comply with this Policy may result in disciplinary action up to and including termination of employment.



9. Review

This Policy shall be reviewed periodically as required. This Policy may be amended, withdrawn or replaced at the sole discretion of the Simpro Group.