
Devine Limited (**Devine**) and its subsidiaries (**the Devine Group**) (**the Group**) is committed to a culture of corporate compliance and high ethical behaviour. The Group expects all its officers and employees to act in accordance with the **Devine Code of Conduct** and **The Devine Way**, being the corporate principles of Integrity, Commitment, Excellence, Care and Innovation.

Purpose

This policy deals with how the Group will respond to reports that allege misconduct, conflicts of interest or breaches of the law to ensure compliance with the laws and regulations applicable to the Group and its employees.

Application

This policy applies to all officers and employees of the Group and is available via the Group intranet and the Group website. This policy is an integral part of the Group's internal control policy framework and should be read and applied in conjunction with the The Devine Way.

Objectives

The objectives of this policy are to:

- encourage employees to disclose any misconduct, conflicts of interest or breaches of the law of which they become aware;
- provide protection for whistleblowers who report allegations of misconduct, conflicts of interest or breaches of the law; and
- ensure that all allegations are thoroughly investigated with suitable action taken, where necessary.

Policy

Eligible Whistleblower

Officers and employees can access the legal rights and protections for whistleblowers in the Corporations Act¹ if they meet the definition of an 'eligible whistleblower'.

This policy does not seek to limit the definition of 'eligible whistleblower' however, for the purpose of this policy you must be a current or former:

- employee of the Group;
- officer (director or company secretary) of the Group;
- contractor, consultant, supplier, service provider (or their employees); or
- spouse, relative or dependant of one of the people referred to above.

Eligible Recipient

This policy applies where the whistleblower makes the disclosure to an 'eligible recipient'.

An eligible recipient includes:

- a person authorised by the Group to receive disclosures; and
- the confidential third-party whistleblowing service by phone [REDACTED] (**Ethics Line**), email [REDACTED], or in writing to:

[REDACTED]

Any person who has reasonable grounds to suspect that malpractice or misconduct has occurred is encouraged to report that suspicion to the Company Secretary by phone [REDACTED], email company.secretary@devine.com.au, or in writing. Any items of concern may also be raised with the Chief Executive Officer.

Confidentiality and Anonymity

All reports of malpractice or misconduct are treated on a confidential basis and whistleblowers are encouraged to disclose their identity to obtain the protection afforded to them at law.

Whistleblowers who wish to remain anonymous are encouraged to use the Ethics Line.

¹ Corporations Act 2001 (Cth)

The reports should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons/witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted. If the whistleblower discloses their name, the recipient will acknowledge having received the complaint and may initiate a follow-up meeting. However, if the complaint is submitted on an anonymous basis there will be no follow-up meeting and the recipient will be unable to communicate with the whistleblower if more information is required or if the matter is to be referred to external parties for further investigation.

Whistleblower Protections

This policy protects the whistleblower against any adverse employment actions, reprisals or threat of reprisals against the whistleblower, for raising allegations of misconduct, conflicts of interest or breaches of the law unless the whistleblower is a participant in the illegal or unethical act(s).

The Company considers any reprisals against a whistleblower to be a serious breach of this policy and one likely to result in disciplinary measures, including dismissal. This protection applies to anyone providing information related to an investigation pursuant to this policy.

Investigations

Investigations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights of the persons involved in the investigation. Evidence, including any materials, documents or records shall be held securely by the investigator. The person receiving the disclosure must report it as soon as possible to the management team. The Company Secretary shall then determine if the allegation is, in fact, pertinent to any of the issues mentioned in this policy.

The Company Secretary will determine the appropriate method for the investigation. In appropriate cases, the Company Secretary may ask for the assistance of an internal or an external accounting or legal specialist, as the Company Secretary deems necessary.

During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of the Group must cooperate fully with the investigator. During the investigation, the Company Secretary will use all reasonable means to protect the confidentiality of the information regarding the whistleblower.

Reporting

At the conclusion of the investigation, the investigator will prepare a report of the findings for the Company Secretary. Where the final report indicates that the malpractice or misconduct has occurred, the final report will include recommendations for steps to be taken to prevent the malpractice or misconduct from occurring in the future, as well as any action that should be taken to remedy any harm or loss arising from the malpractice or misconduct, including disciplinary proceedings against the person responsible for the conduct, and the referral of the matter to appropriate authorities, as is deemed necessary by the management team.

Communications to the whistleblower

The Company Secretary shall ensure that, provided the claim was not submitted anonymously, the whistleblower is kept informed of the outcomes of the investigation of the relevant allegations, subject to the considerations of privacy of those against whom allegations are made.

Owner:	Company Secretary
Approved by:	Chief Executive Officer
Effective date:	December 2019

Note: Devine reviews and updates this Policy from time to time to reflect its current information handling practices. Devine will notify changes by posting an updated version of the Policy to the Group website.