

WHISTLEBLOWER POLICY		
Description:	Whistleblower Policy	
Version No./Date:	1.1	31 December 2019
Next Review Date:		1 July 2020

1. Objective

ClearVue Technologies Limited (ACN 071 397 487) and its related entities (**ClearVue**) are committed to corporate governance best practice and ethical behaviour in all business activities and undertakings.

This Whistleblower Policy (**Policy**) seeks to encourage you to report on any conduct that is non-compliant with these commitments within, or that may affect, ClearVue. This Policy is a practical tool for helping ClearVue identify non-compliant conduct that may not be discovered unless there is a safe and secure means for disclosing such conduct.

This Policy provides information on:

- (a) non-compliant conduct that should be reported under this Policy;
- (b) conduct that should *not* be reported under this Policy;
- (c) to whom such reports may be made and how they may be made;
- (d) how ClearVue will investigate such non-compliant conduct;
- (e) how ClearVue will ensure fair treatment of employees referred to in disclosures, or to whom such disclosures relate;
- (f) the protections available to Whistleblowers; and
- (g) how ClearVue will support Whistleblowers (defined below) and protect them from detriment.

2. Scope

This Policy applies to all eligible persons of ClearVue. An eligible person is or has been any of the following (an **Eligible Person**):

- (a) a director, officer or employee of ClearVue;
- (b) a contractor, consultant, supplier or service provider (whether paid or unpaid) to ClearVue (or its respective employees or subcontractors);
- (c) an associate of ClearVue; or

(d) a relative, dependent or spouse of any of the individuals referred to in (a) to (c).

Throughout this Policy, specific Australian legislation has been referred to. However it should be noted that this Policy applies to ClearVue in all jurisdictions. Such Australian legislation may be relevant should individuals wish to report non-compliant conduct under this Policy and seek the protection of the Australian whistleblowing legislation. However, even if specific legislation applicable outside of Australia is not referred to in this Policy, such legislation may still apply to reports of non-compliant conduct that may affect ClearVue within a particular jurisdiction.

3. Conduct that should be reported

It is expected that employees, contractors and agents of ClearVue who become aware, or suspect on reasonable grounds, of potential occurrences of disclosable or reportable matters (a **Reportable Matter**) will make a report under this Policy.

A Reportable Matter includes any non-compliant conduct or state of affairs in relation to ClearVue which is:

- (a) dishonest, fraudulent or corrupt, including any breach of ClearVue's Anti-Bribery Policy;
- (b) illegal or criminal, such as theft, violence, criminal damage against property or any breach of law of any country;
- (c) improper, unethical, or constitutes misconduct, including any breach of any Code(s) of Conduct of ClearVue; or
- (d) represents a threat to the public, or to the financial system; or
- (e) breaches relevant Australian legislation, including: the *Corporations Act 2001*; the *Australian Securities and Investments Commission Act 2001*; the *Banking Act 1959*; the *Insurance Act 1973*; the *Life Insurance Act 1995*; the *National Consumer Credit Protection Act 2009*
- (f) an offence against any law that is punishable by imprisonment for a period of 12 months or more;
- (g) bullying, harassment, intimidation or abuse of authority, including breach of any Workplace Behaviour Policy and Procedure of ClearVue;
- (h) contravenes the ClearVue Share Trading Policy;
- (i) unlawfully discriminatory, including any breach of the Equal Employment Opportunity Policy of ClearVue;
- (j) endangering or may endanger the public or the health or safety of an individual, such as practices which are unsafe, detrimental to the environment, constitute health risks to others or abuse of

the property of ClearVue, including any breach of the Workplace Health & Safety Policy of ClearVue;

- (k) improper or constitutes misconduct in relation to the tax affairs of ClearVue (or an associate of ClearVue), including in Australia, as set out in the *Australian Taxation Administration Act 1953* (Cth); or
- (l) is otherwise potentially damaging or detrimental to the interests of ClearVue, including financial or reputational loss.

Reportable Matters do *not* include minor or “personal work-related grievances” (except as set out below). Personal work-related grievances are grievances suffered by an individual in relation to his or her employment, or other grievances having implications for the individual personally. Examples of personal work-related grievances include personal conflicts in the workplace, decisions relating to engagement, promotion and termination of employees, and ordinary workplace bullying disputes. In Australia, personal work-related grievances do not qualify for protection under Australian whistleblowing legislation but may be protected under other legislation, such as the Australian *Fair Work Act 2009*. A similar position may apply in other jurisdictions in which ClearVue operate. Personal work-related grievances should be reported to the Human Resources Department of ClearVue, rather than under this Policy.

In some circumstances, a personal work-related grievance may be a Reportable Matter under relevant whistleblowing legislation, such that this Policy will apply. For example, if:

- (a) a personal work-related grievance includes information about non-compliant conduct, or
- (b) information about non-compliant conduct includes or is accompanied by a personal work-related grievance;
- (c) the disclosure relates to information that suggests non-compliant conduct beyond the
- (d) individual’s personal circumstances;
- (e) the individual suffers from, or is threatened with, detriment for making a disclosure; or
- (f) the individual seeks legal advice or legal representation about the operation of the
- (g) whistleblower legislation.

4. Who is a Whistleblower

For the purpose of this Policy, a whistle blower is an Eligible Person who makes or attempts to make a

disclosure of a Reportable Matter (a **Whistleblower**).

5. Who should I report to?

In order to ensure timely investigation and appropriate escalation, ClearVue requests that any Reportable Matter be reported to any of the following officers, listed below:

General Counsel, Jamie Lyford

Phone: (08) 9220 9020 Email: generalcounsel@clearvuepv.com

Company Secretary, Deborah Ho

Phone: (08) 9482 0500 Email: dho@ventnorcapital.com

Chief Executive Officer, Victor Rosenberg

Phone: (08) 9220 9020 Email: victor@clearvuepv.com

You may also report the Reportable Matter to an “officer”, “senior manager”, internal or external auditor, actuary, tax agent or BAS agent of ClearVue. An “officer” or “senior manager” of ClearVue includes a director or a senior manager who makes or participates in making decisions that affect a substantial part of the business of ClearVue.

Under the Australian whistleblowing legislation, you may also disclose Reportable Matters directly to a law enforcement body, a regulator (such as, the Australian Securities & Investment Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)), or another government agency in accordance with relevant law. In addition, you may report a Reportable Matter to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblowing legislation.

In addition, in certain circumstances, a Whistleblower may qualify for protection under the Australian whistleblowing legislation if he or she reports Reportable Matter to a Member of an Australian Parliament or a professional journalist where the matter is of public or national interest, as follows:

A “Public Interest Disclosure” may be made to a Member of an Australian Parliament or a professional journalist where:

- (a) at least 90 days have passed since a Whistleblower made a disclosure to ASIC, APRA or another Australian Commonwealth government agency;

- (b) the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (c) the Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) the Whistleblower has provided written notice to ASIC, APRA or the relevant Australian Commonwealth government agency before making the Public Interest Disclosure.

An “Emergency Disclosure” may be made to a Member of an Australian Parliament or a professional journalist where:

- (a) a Whistleblower has previously made a disclosure of information to ASIC, APRA or another Australian Commonwealth government agency;
- (b) the Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- (c) the Whistleblower has provided written notice to ASIC, APRA or the relevant Australian Commonwealth government agency before making the Emergency Disclosure.

ClearVue encourages you to contact the ClearVue officers listed above or obtain independent legal advice before making any Public Interest Disclosures or Emergency Disclosures under the Australian whistleblowing legislation.

6. How do I make a report?

You may make a report in writing, by telephone or in person, inside or outside of business hours. Please provide as much detail as possible when making the report. You may choose to not reveal your identity when making the report, however, this may affect the ability to investigate the matter properly. Any disclosure made in an anonymous manner should be supported by the provision of all relevant details and evidence to substantiate the disclosure. You may also choose to adopt a pseudonym for the purposes of making a report and not use your true name.

Anyone making a disclosure on a Reportable Matter should have reasonable and genuine grounds for believing the information disclosed indicates such conduct. Any reports which prove to have been made maliciously or are knowingly false will be investigated (including where the disclosure is made anonymously).

A person who makes a disclosure of Reportable Matter knowing it to be false or being reckless about whether it is false may **not** be protected under the relevant legislation or this Policy, may have engaged in misconduct and may be subject to disciplinary action including termination of employment, or may be guilty of an offence.

7. Investigation of Reportable Matter

Each disclosure of Reportable Matter will be referred to ClearVue General Counsel. The General Counsel will conduct a preliminary review of the Reportable Matter and determine whether the allegations will be formally investigated.

If the allegations are to be formally investigated, an independent investigation officer will be appointed (***Investigation Officer***). The Investigation Officer will be an impartial individual and will not be any individual who is implicated in the Reportable Matter described in the report.

All formal investigations will be conducted in strict confidence and in a fair and objective manner, or as is appropriate and reasonable having regard to the nature of the Reportable Matter and the circumstances. To ensure fair treatment of individuals who are implicated in the disclosure, where appropriate, the individual concerned may be informed of the allegations in the Reportable Matter and provided with the opportunity to respond. Matters involving potential criminal conduct may be referred immediately to the police or the regulators.

If the Reportable Matter was not disclosed in an anonymous manner, the Investigation Officer may contact the Whistleblower to find out further information, discuss the investigation process or any other matters as are relevant to the investigation.

If the Reportable Matter was disclosed in an anonymous manner, the Investigation Officer will conduct the investigation based on the information provided.

8. What protection is available to Whistleblowers?

ClearVue is committed to the protection of Whistleblowers who make reports of Reportable Matter. Such protections include the following:

Protection under Australian legislation

ClearVue is committed to comply with relevant legislation that provides protection for Whistleblowers in the jurisdictions in which ClearVue operates.

In Australia, the Australian *Corporations Act 2001* and *Taxation Administration Act 1953* gives special protection to disclosures of certain Reportable Matter, provided certain conditions are met in the relevant legislation. Broadly, such protection includes:

- (a) the Whistleblower will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- (b) no contractual or other right or remedy may be enforced or exercised against the Whistleblower on the basis of the disclosure;
- (c) under some circumstances, the information disclosed may not be admissible against the Whistleblower in criminal proceedings or in proceedings concerning penalties for corporate misconduct (other than proceedings that are concerned with whether the information is false);
- (d) a person who causes or threatens to cause detriment to the Whistleblower in the belief or suspicion that he or she has made, may have made or proposes to make a disclosure of Reportable Matter, may be guilty of an offence or liable for damages;
- (e) under the *Taxation Administration Act 1953*, unless the Whistleblower has acted unreasonably, a Whistleblower cannot be ordered to pay costs in any proceedings in relation to the disclosure of Reportable Matter;
- (f) the identity of the Whistleblower does not need to be disclosed to a court or tribunal, unless the court or tribunal considers it necessary;
- (g) the person receiving the report of Reportable Matter commits an offence if he or she discloses the identity of the Whistleblower, or any information that is likely to identify the Whistleblower, without the consent of the Whistleblower, to any person or entity except to ASIC, APRA, the police or a lawyer for the purpose of obtaining legal advice or representation in relation to the Reportable Matter;
- (h) the Whistleblower can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the relevant entity failed to prevent a person from causing such detriment; and

- (i) if the conditions set out above are met with respect to Public Interest Disclosures and Emergency Disclosures, the Whistleblower who has made such disclosures will be protected under the Australian whistleblowing legislation.

Similar special protections may also be available under whistleblowing legislation in other jurisdictions in which ClearVue operate.

Protection of identity and confidentiality

Subject to compliance with legal requirements, the identity of a Whistleblower who submitted a report on Reportable Matter will be kept confidential, unless the Whistleblower has consented to his or her identity being disclosed, or in certain other situations. For example, should a Whistleblower make a disclosure under the Australian legislation, the Whistleblower's identity will be kept confidential when the Reportable Matter is reported to ASIC, APRA, the police or a lawyer for the purpose of obtaining legal advice or representation in relation to the Reportable Matter.

During investigation of the Reportable Matter, ClearVue may disclose information that may lead to the identification of the Whistleblower, but it will take reasonable steps to reduce this risk. Any necessary disclosures of the identity of the Whistleblower or information that may likely reveal the identity of the Whistleblower for the purposes of investigating the matter will be made on a strictly confidential basis.

Protection from detriment

ClearVue strictly prohibits all forms of retaliation against a Whistleblower as a result of making a disclosure within the scope of this Policy or applicable legislation.

ClearVue will take reasonable steps to ensure Whistleblowers are protected from detriment resulting from retaliation due to the disclosure of Reportable Matter. These include protection from termination of employment, disciplinary action, performance management, alteration of the Whistleblower's duties to his or her disadvantage, harassment, intimidation, bullying, harm or injury (including reputation and psychological harm) to the Whistleblower or the Whistleblower's property, or his or her financial position, or unlawful discrimination.

A Whistleblower who considers himself or herself at risk of retaliation, has been retaliated against, or is concerned about how this Policy applies to his or her disclosure should first raise this with the person within ClearVue to whom he or she disclosed the Reportable Matter, or with the General Counsel of ClearVue.

Protection of files and records

ClearVue will keep all files, records and information relating to the Reportable Matter or created from the investigation of the disclosure strictly confidential and secure.

Support

ClearVue recognises that reporting on a Reportable Matter may be stressful. A Whistleblower who is the employee or former employee of ClearVue may liaise with the person to whom the Reportable Matter was disclosed to access support services, including independent counselling services, funded by ClearVue.

9. Where this Policy may be accessed

ClearVue will publish this Policy on its online document management system and on its website.

If you have any questions or comments regarding this Policy, you should contact the General Counsel of ClearVue at: generalcounsel@clearvuepv.com