

Whistleblower Policy

1. Application

This Policy applies to Orbital UAV, its Workers and Eligible Whistleblowers and to disclosures made on or after 1 July 2019, regardless of when the alleged conduct occurred.

2. Purpose

Orbital UAV is committed to creating an open working environment. This Policy aims to promote an open and transparent culture by having an additional reporting mechanism to ensure matters are identified and dealt with appropriately and that our people work in an environment that is safe, fair and honest.

We encourage speaking up about concerns of actual or suspected unethical, unlawful or undesirable conduct or practices without fear of Victimisation. Employees who take ownership and speak up will be supported by Orbital UAV.

3. General Requirements

This Policy is supplemented by Orbital UAV's code of conduct, policies and procedures, as they exist from time to time, that provide more details on the company's position regarding unethical, unlawful or undesirable conduct and employee responsibilities. Orbital UAV will promptly review and investigate (where appropriate) a Whistleblower Disclosure, of which it becomes aware, in accordance with this Policy.

Orbital UAV will also take all reasonably necessary steps to ensure an Eligible Whistleblower is kept informed about the progress and outcome of a Whistleblower Disclosure, ensure substantiated Misconduct or an Improper State of Affairs or Circumstances ceases, and remedy any wrongdoing or adverse effects of any substantiated Misconduct or an Improper State of Affairs or Circumstances.

4. Distribution

This Policy applies to all Workers of Orbital UAV, regardless of role.

Orbital UAV will make this Policy available by providing a copy on Orbital UAV's internet and intranet.

5. Glossary

The following terms are used in this document:

Table 1: Glossary of Terms (Corporations Act 2001)

Term	Description
APRA	Means the Australian Prudential Regulation Authority.
ASIC	Means the Australian Securities and Investments Commission.
Detrimental Conduct	This includes: a) dismissal of an employee; b) injury of an employee in their employment; c) alteration of an employee's position or duties to their disadvantage; d) discrimination between an employee and other employees of the same employer; e) harassment or intimidation of a person; f) harm or injury to a person, including psychological harm; g) damage to a person's property; h) damage to a person's reputation; i) damage to a person's business or financial position; or j) any other damage to a person.
Eligible Recipient	Means any one of the following: a) an Officer or senior manager of Orbital UAV or a related body corporate; b) an auditor, or a member of an audit team conducting an audit, of Orbital UAV or a related body corporate; c) an actuary of Orbital UAV or a related body corporate; d) a lawyer for the purposes of obtaining legal advice or representation; or e) a direct line manager or human resources representative appointed by UAV for the purposes of this policy; or f) any other individual prescribed by the law.
Eligible Whistleblower	Means a person who is currently, or was previously: a) an Officer of Orbital UAV (within the meaning of the <i>Corporations Act 2001</i>); b) an employee of Orbital UAV; c) an individual who supplies services or goods to Orbital UAV (whether paid or unpaid) or that individual's employee; d) an individual who is an associate of Orbital UAV; e) a relative or a dependent of any individual referred to above in subparagraphs (a) to (d) (including a spouse, parent or other linear ancestor, child or grandchild, and sibling); or f) any other individual prescribed by law.
Emergency Disclosure	Means an emergency report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth or a State or the legislature of a Territory, or a Journalist in accordance with subclause 8.4 of this Policy.

Term	Description
Journalist	Means a person who is working in a professional capacity as a journalist for a newspaper, magazine, radio or television broadcasting service or certain other electronic services similar to newspaper, magazine or radio that operate on a commercial basis or by a body providing a national broadcasting service.
Misconduct or an Improper State of Affairs or Circumstances	<p>Means information which an Eligible Whistleblower has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to Orbital UAV or a related body corporate of Orbital UAV including if the Eligible Whistleblower suspects Orbital UAV or a related body corporate (or officers or employees of Orbital UAV or a related body corporate) have engaged in conduct which:</p> <ul style="list-style-type: none"> a) constitutes an offence against, or in contravention of, a provision of any of the following: <ul style="list-style-type: none"> i) the <i>Corporations Act 2001</i> (Cth); ii) the <i>Australian Securities and Investment Act 2001</i> (Cth); iii) the <i>Banking Act 1959</i> (Cth); iv) the <i>Financial Sector (Collection of Data) Act 2001</i> (Cth); v) the <i>Insurance Act 1973</i> (Cth); vi) the <i>Life Insurance Act 1995</i> (Cth); vii) the <i>National Consumer Credit Protection Act 2009</i> (Cth); viii) the <i>Superannuation Industry (Supervision) Act 1993</i> (Cth); or ix) an instrument made under any of the laws set out above in subparagraphs i) to viii); b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; c) represents a danger to the public or the financial system; or d) is prescribed by the law.
Officer	<p>Officer of an entity that is neither an individual nor a corporation means:</p> <ul style="list-style-type: none"> a) a partner in the partnership if the entity is a partnership; or b) an office holder of the unincorporated association if the entity is an unincorporated association; or c) a person: <ul style="list-style-type: none"> i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the entity; or ii) who has the capacity to affect significantly the entity's financial standing.

Term	Description
Personal Work-related Grievance	Means a grievance: <ol style="list-style-type: none"> a) about any matter in relation to the Eligible Whistleblower's employment or former employment having or tending to have personal implications for the Eligible Whistleblower; b) that does not have significant implications for Orbital UAV except that it relates to the Eligible Whistleblower; and c) that does not concern the conduct or alleged conduct referred to above in subparagraphs a) to d) under Misconduct or an Improper State of Affairs or Circumstances.
Public Interest Disclosure	Means the disclosure of a report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth, a State or a legislature of Territory, or a Journalist in accordance with subclause 8.3 of this Policy.
Victimisation	<p>Means engaging in, or threatening to engage in, Detrimental Conduct against a person because the perpetrator of the Detrimental Conduct believes or suspects the person or any other person made, may have made, proposes to make or could make a Whistleblower Disclosure and the belief or suspicion is the reason or part of the reason for the conduct.</p> <p>Threats or threaten for the purposes of Victimisation can be express, implied, conditional or unconditional and it is not necessary to prove that the person actually feared the threat would be carried out, but the perpetrator must have intended the other person to fear that the threat would be carried out or been reckless as to causing that fear.</p>
Whistleblower Disclosure	Means a report by an Eligible Whistleblower to an Eligible Recipient about Misconduct or an Improper State of Affairs or Circumstances in Orbital UAV's workplace or business activities.
Whistleblower Investigation Officer	Means a person who is an employee or Officer of Orbital UAV responsible for investigating a Whistleblower Disclosure in accordance with subclauses 9.1 and 9.2 of this Policy. The current Whistleblower Investigation Officer will be listed on the intranet.
Worker	Means any current: <ol style="list-style-type: none"> a) board member; b) director or officer (within the meaning of the <i>Corporations Act 2001</i> (Cth)); c) employee; d) contractor; e) supplier; f) employee of a contractor or a supplier; or g) associate, of Orbital UAV.

6. Responsibilities

6.1 Eligible Whistleblower

If you are an Eligible Whistleblower and you identify or have reasonable grounds to believe there has been a case of Misconduct or an Improper State of Affairs or Circumstances, a situation that does not reflect our company values, policies, procedures, code of conduct or applicable legislation we are counting on you to feel empowered to speak up and report the situation to help us identify and address the situation so that we can improve how we conduct our business. Speaking up about a decision made or someone's actions may not directly impact you, but it may protect others.

You can speak up by making a Whistleblower Disclosure in accordance with this policy.

This Policy details the protections available to Eligible Whistleblowers who make Whistleblower Disclosures as defined in clause 5 of this policy.

If a Whistleblower Disclosure relates to an individual who qualifies as an Eligible Recipient, the Eligible Whistleblower may notify another Eligible Recipient or report the alleged Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities (including in an investigation if necessary) so far as is lawfully required.

6.2 Eligible Recipient

If you are an Eligible Recipient and you receive a Whistleblower Disclosure, you must promptly review the disclosure and report it to Working Life. Working Life will record the information and submit it to the Audit & Risk Committee Chairman, from where the matter will be managed as set out in subclauses 9.1 and 9.2 of this Policy.

An Eligible Recipient must also report the alleged Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities so far as is lawfully required.

Information obtained directly or indirectly because of the Whistleblower Disclosure must not be disclosed by an Eligible Recipient if it would identify the Eligible Whistleblower or any information that is likely to lead to the identification of the Eligible Whistleblower unless the disclosure is made with the Eligible Whistleblower's consent, in accordance with the paragraph above, to a legal practitioner for the purposes of obtaining legal advice or representation in relation to a Whistleblower Disclosure, or to a person prescribed by law.

An Eligible Recipient must not victimise an Eligible Whistleblower as a consequence of a Whistleblower Disclosure.

7. Reportable Behaviour

Reportable behaviour includes concerns of Misconduct or an Improper State of Affairs or Circumstances as described in the [Glossary](#).

Examples of reportable behaviour include, but are not limited to:

- failure to comply with a legal duty;
- gross mismanagement or waste;
- dishonest or unethical behaviour by an individual;

- fraud or other type of criminal behaviour;
- conduct that is a danger to the public.

Disclosures related to “personal work-related grievances” will not be covered by the Whistleblower protections. Workplace grievances are managed in accordance with the company’s Grievance Policy and the Fair Work Act 2009 (Cth).

8. How to Report Behaviour

We appreciate that speaking up will take courage, and we respect this by confidentially and sensitively dealing with your report. To ensure employees feel supported when speaking up, there are both an internal and external means to report behaviours.

8.1 Internal Reporting

You may discuss the concern informally with an Eligible Recipient, to determine whether Misconduct or an Improper State of Affairs or Circumstances has occurred. This is an appropriate time to clarify the incident, ask questions and if applicable, resolve via our internal policies in place.

If the behaviour meets the “reportable behaviour criteria”, the Eligible Recipient will be obliged to report the matter to Working Life who will then escalate the matter to the Audit & Risk Committee Chairman for investigation in accordance with clauses 6.2, 9.1 and 9.2 of this policy.

8.2 External Reporting

Orbital UAV has authorised Working Life’s Whistleblower service to receive Whistleblower Disclosures. The Working Life Whistleblower service is an external independent service, accessible 24 hours a day, 7 days a week. You can call **1300 369 072** (toll-free from within Australia) or +61 8 9321 5066 and remain anonymous or identify yourself. Alternatively, you can send an email to mail@working-life.net.

Working Life acts solely as a conduit for recording and reporting information received. After receiving the call or email, Working Life follows a controlled process to send the incident report to the Audit & Risk Committee Chairman for further investigation. This service will not provide any personal details without the employee’s permission to do so.

In the situation where employees don’t feel comfortable or feel that it is not appropriate to report concerns to Working Life, concerns can be reported, verbally or in writing, to ASIC, APRA or a prescribed Commonwealth authority such as the Australian Federal Police.

8.3 Public Interest Disclosures

In extreme cases, if there are reasonable grounds to believe that a Whistleblower Disclosure may be in the public interest, an Eligible Whistleblower may make a Public Interest Disclosure and qualify for protection for disclosure of information. An Eligible Whistleblower may make a Public Interest Disclosure if at least 90 days has passed since an Eligible Whistleblower made a report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or another body prescribed by law of this Policy and does not believe on reasonable grounds that action is or has been taken to address the Misconduct or an Improper State of Affairs or Circumstances.

After the end of the minimum 90 day period, the Eligible Whistleblower must give to the body they had given their previous disclosure a written notification which includes sufficient information to

identify the previous report of Misconduct or an Improper State of Affairs or Circumstances, and states that the Eligible Whistleblower intends to make a Public Interest Disclosure.

The extent of the information disclosed must be no greater than necessary to inform of the Misconduct or Improper an Improper State of Affairs or Circumstances.

8.4 Emergency Disclosures

If there are reasonable grounds to believe that a Whistleblower Disclosure poses substantial and imminent danger to someone's health or safety or to the natural environment, an Eligible Whistleblower may make an Emergency Disclosure and qualify for protection for disclosure of information.

An Eligible Whistleblower may make an Emergency Disclosure if at least 90 days has passed since an Eligible Whistleblower made a report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or another body prescribed by law of this Policy and does not believe on reasonable grounds that action is or has been taken to address the Misconduct or an Improper State of Affairs or Circumstances.

After the end of the minimum 90-day period, the Eligible Whistleblower must give to the body they had given their previous disclosure a written notification which includes sufficient information to identify the previous report of Misconduct or an Improper State of Affairs or Circumstances, and states that the Eligible Whistleblower intended to make an Emergency Disclosure.

The extent of the information disclosed must be no greater than necessary to inform of the Misconduct or Improper an Improper State of Affairs or Circumstances.

9. Procedure Following Report

9.1 Investigation

All Whistleblower Disclosures will be treated seriously. In some cases support and guidance can resolve the matter with ease. However, all other cases are subject to thorough investigation to ensure matters are fully identified and dealt with appropriately in accordance with this Policy.

An Eligible Recipient who receives a Whistleblower Disclosure must report the Whistleblower Disclosure to Working Life who will report it to the Audit & Risk Committee Chairman. The Audit & Risk Committee Chairman will appoint an Investigation Officer to investigate the matter. The Whistleblower Investigation Officer must be a different person to the Eligible Recipient.

In the event that the Whistleblower Disclosure involves or relates to the person nominated as the Whistleblower Investigation Officer, the Whistleblower Disclosure must instead be investigated by a member of the Executive Team as determined by the Audit & Risk Committee Chairman.

Violations found following a full investigation can result in corrective action, verbal, written or final warnings or termination of the employment relationship. In some cases, Orbital UAV may identify a breach of law resulting in penalties or criminal charges.

9.2 Whistleblower Investigation Officer's Responsibilities

A Whistleblower Investigation Officer will conduct an investigation promptly, fairly and impartially. If reasonably necessary for the purposes of investigation, the matters which are the subject of investigation will be made known to the person who is the alleged subject of a Whistleblower

Disclosure (excluding information about the identity of the Eligible Whistleblower and information that may lead to identification of the Eligible Whistleblower). The person who is the subject of a Whistleblower Disclosure will be provided sufficient time to consider the allegations and an opportunity to respond. So far as is lawful, reasonable steps will be taken to ensure an Eligible Whistleblower is kept informed about the progress and outcome of their investigation into the Whistleblower Disclosure.

A Whistleblower Investigation Officer will take all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as a result of the Whistleblower Disclosure and will maintain a confidential record of the allegations and processes concerning an investigation into a Whistleblower Disclosure.

So far as is lawful, and subject to the paragraph below and subclause 9.3 of this Policy, a Whistleblower Investigation Officer will maintain confidentiality about the identity of an Eligible Whistleblower and any details of a Whistleblower Disclosure which they are aware of (or have a reasonable suspicion of).

Subject to the paragraph above and paragraph 4 of subclause 9.3 of this Policy, after consultation with the Eligible Whistleblower, a Whistleblower Investigation Officer will provide a report to the Audit & Risk Committee Chairman, who will make a determination about whether the alleged Misconduct or an Improper State of Affairs or Circumstances is substantiated. A Whistleblower Investigation Officer may report a Whistleblower Disclosure to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and must cooperate with such entities so far as is lawfully required.

A Whistleblower Investigation Officer must not engage in conduct which constitutes Victimisation.

9.3 Confidentiality

All information, documents or reports will be retained in the appropriate location in a fully secure and confidential manner.

An Eligible Whistleblower's identity or information that is likely to lead to identifying an Eligible Whistleblower will not be disclosed without an Eligible Whistleblower's consent.

However, a person may lawfully disclose the identity of an Eligible Whistleblower, or information that is likely to lead to identification of an Eligible Whistleblower, without the permission of the Eligible Whistleblower to ASIC, APRA, the Australian Federal Police, the Commonwealth, State or Territory authorities for the purpose of assisting that authority in the performance of its functions of duties, such other body or authority that is prescribed by law, or a legal practitioner for the purpose of obtaining legal advice.

Information that is likely to lead to identification of an Eligible Whistleblower may be disclosed if it is reasonably necessary to investigate the report of Misconduct or an Improper State of Affairs or Circumstances and the discloser takes all reasonable steps to reduce the risk of identifying the Eligible Whistleblower.

An Eligible Whistleblower may make a complaint to the Whistleblower Investigation Officer if they are concerned about a breach of confidentiality or if they believe that are being, or have been, Victimised.

9.4 False Reports

A Worker who does not have reasonable grounds to suspect the information subject of the Whistleblower Disclosure concerned Misconduct or an Improper State of Affairs or Circumstances, against Orbital UAV or another Worker, is not entitled to protections under this Policy, the *Corporations Act 2001* (Cth) or other applicable State and Federal anti-discrimination legislation. Such Workers may be subject to disciplinary action, including termination of employment and be guilty of an offence.

9.5 Protected Disclosure

It is important that you feel protected to speak up in any situation. In Australia, the *Corporations Act 2001* (Cth) provides protections and prohibits Victimisation for all Whistleblower Disclosures. Orbital UAV won't allow any form of Detrimental Conduct to be taken against Eligible Whistleblowers for speaking up or cooperating with an investigation.

An Eligible Whistleblower who makes a Whistleblower Disclosure will not be subject to 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 them on the basis of the disclosure.

Where a Whistleblower Disclosure is a Public Interest or Emergency Disclosure, or a disclosure made to ASIC, APRA or a prescribed Commonwealth authority, then subject to the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth), the information is not admissible in evidence against the Eligible Whistleblower in criminal proceedings or proceedings for the imposition of a penalty (unless the proceedings relate to the Whistleblower Disclosure in question being false).

The protections in this Policy and under the *Corporations Act 2001* (Cth) do not apply to allegations or complaints of Personal Work-related Grievances that do not involve Victimisation.

The making of a Whistleblower Disclosure will not prevent Orbital UAV from commencing or continuing with any investigation into allegations of Misconduct or an Improper State of Affairs or Circumstances against the Eligible Whistleblower or any management of the Eligible Whistleblower's performance that do not relate to the Eligible Whistleblower making a Whistleblower Disclosure.

10. More Information

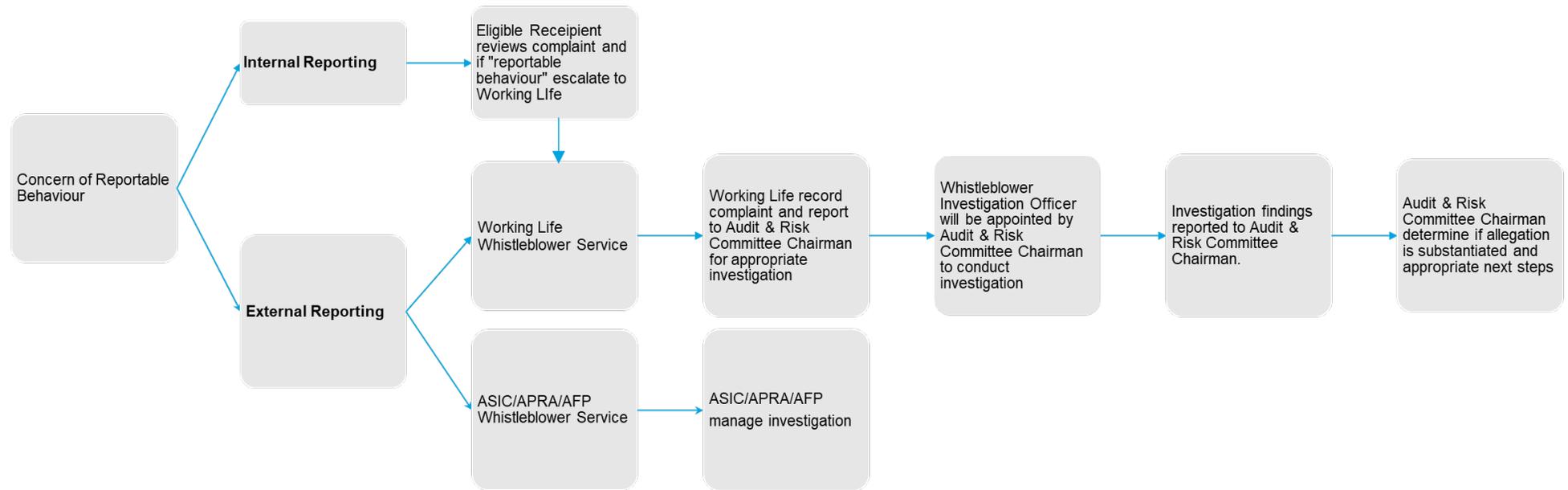
Please seek advice and guidance from your Manager or Human Resources if you have questions regarding the availability, application or interpretation of this Policy.

11. Key Legislation

Table 2: Key Legislation

Key Legislation/Standard/Guideline
<i>Corporations Act 2001</i> (Cth)
<i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019</i>

12. Process Flow Chart



Last reviewed November 2020