



WHISTLEBLOWER PROTECTION POLICY

1. INTRODUCTION

Magnis Energy Technologies Ltd and its subsidiaries (“Magnis” or the “Company”) are committed to directing all of its business activities fairly, honestly with integrity, and in compliance with all applicable legislation, rules and regulations.

The Magnis board, management and employees are dedicated to ethical standards and recognise and support the Company’s commitment to compliance with these standards.

The Company encourages reporting of improper, unethical or illegal behaviour and provides effective protection from victimisation or dismissal to those reporting such conduct by implementing systems of confidentiality, fair treatment and report handling. Accordingly, the Company has approved and adopted a Whistleblower Protection Policy (“**Whistleblower Policy**” or “**Policy**”).

This Whistleblower Policy applies globally. If the legislation and regulations in any country are more severe or restrictive than this Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Policy, this Whistleblower Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

In this Policy, references to the Company includes references to the Company and all of its subsidiaries.

2. CLASSIFICATIONS

In this Whistleblower Policy the following words or phrases mean the following:

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commissioner means the Commissioner of Taxation in Australia.

Corporations Act means the Corporations Act 2001 (Cth).

Discloser means an individual who is, or has been, any of the following in relation to the Company:

(a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);

(b) a supplier of services or goods to the Company (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);

(c) an associate of the Company; and

(d) a relative, dependent or spouse of an individual referred to at (a) to (c).

Personnel means a director, officer or employee of the Company.

Reportable Matter see clause 7.1

Taxation Act means the Taxation Administration Act 1953 (Cth).

Whistleblower Protection Officer (WPO)

3. AIM

The aim of this Whistleblower Policy is to:

(a) set out the responsibilities of the Company and its personnel in upholding the Company's commitment to reporting any improper, unethical or illegal behaviour; and

(b) provide information and guidance on how to report such behaviour conduct, how reports will be investigated including providing the support and protections available to disclosers if a report is made.

4. SCOPE AND AUTHORITY

- (a) The Company requires all personnel to comply with this Whistleblower Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.
- (b) The Whistleblower Policy applies to all disclosers of Reportable Matters.

5. RESPONSIBILITY FOR WHISTLEBLOWER POLICY COMPLIANCE AND TRAINING

- (a) The Company's Board of directors (**Board**) is responsible for the overall administration of this Whistleblower Policy.

The Board will monitor the implementation of this Whistleblower Policy and will review on an ongoing basis the Whistleblower Policy's appropriateness and effectiveness. Procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.

- (b) The Board shall appoint the Company Secretary as the Whistleblower Protection Officer (WPO) who will be responsible for:

- (i) applying this Whistleblower Policy;
- (ii) monitoring the effectiveness of relevant policies and reporting to the Board accordingly; and
- (iii) ensuring compliance with whistleblower training and programs.

- (c) In addition to the Board and the Whistleblower Protection Officer, each of the Company's subsidiaries outside Australia has designated executives responsible for monitoring and applying this Whistleblower Policy.

- (d) A copy of this Whistleblower Policy will be made available to all employees in such a way as will ensure the Whistleblower Policy is available to those wishing to use it. The Policy will be available on the Company website.

- (e) All personnel are required to understand and comply with this Whistleblower Policy and to follow the reporting requirements set out in this Policy. To this end, regular and appropriate training on how to comply with this Whistleblower Policy will be provided to all senior managers and other relevant personnel by the Board for each business. However, it is the responsibility of all personnel to ensure that they read, understand and comply with this Whistleblower Policy.

6. CONSEQUENCES OF BREACHING THIS WHISTLEBLOWER POLICY

- (a) A breach of this Whistleblower Policy may expose personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
- (b) A breach of this Whistleblower Policy by personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.

7. WHISTLEBLOWER POLICY

7.1 Reportable Matters

Personnel are encouraged and expected to make a report under this Whistleblower Policy if they have reasonable grounds to suspect improper, unethical or illegal behaviour in relation to the Company, referred to as a Reportable Matter.

A **Reportable Matter** consists of conduct which:

- (a) involves any kind of misconduct or an improper state of affairs or circumstances;
- (b) is dishonest, fraudulent, corrupt or involves bribery;
- (c) is illegal or involves criminal conduct or other breaches of law or regulatory requirements;
- (d) is potentially damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources;
- (e) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest;
- (f) involves harassment, discrimination, victimisation or bullying, or any other type of harmful action (other than personal work-related grievances as defined in the Corporations Act);
- (g) amounts to an abuse of authority; or
- (h) a danger, or represents a danger, to the public or financial system.

A Reportable Matter may not be protected under this Policy to the extent that it relates to a personal grievance about any matter:

- (a) relating to the discloser's employment (or former employment, as applicable) having implications for the discloser personally;

- (b) which does not have significant implications for the Company (or any other Company) that do not relate to the discloser; and
- (c) which does not concern conduct, or alleged conduct referred to in the definition of a ‘Reportable Matter’.

7.2 Making a Report

This Whistleblower Policy is intended to encourage and enable disclosers to raise serious concerns within the Company.

A report of a Reportable Matter under this Whistleblower Policy can be made via any of the following channels (as appropriate in the circumstances):

INTERNALLY:

(a) to the Whistleblower Protection Officer either by **confidential** email or by phone or by mail to the Company’s registered office for the attention of the Whistleblower Protection Officer;

(b) to the Chairperson of the Audit and Risk committee

EXTERNALLY:

For issues of such sensitivity that an individual does not feel able to use the internal processes (or that they feel their concerns have not been adequately addressed), an external service operated by PKF is available to report and/or discuss these matters. PKF’s service is an external, independently monitored and dedicated Whistleblower Hotline Service and be contacted via the following channels:

Phone: 1800 413 788
Email: magnishotline@pkf.com.au

Individuals raising a matter may do so anonymously. All matters raised with PKF are recorded and detailed in a report that is provided to the WPO. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the discloser about the report.

Nothing in this Whistleblower Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, the AFP or

the Commissioner), BDO (the Company's external auditor) a lawyer (to obtain advice or representation) or any other person in accordance with any relevant law, regulation or other requirement.

7.3 Investigating a Report

Any matters reported under this Whistleblower Policy will be investigated as soon as practicable after it has been reported. The investigation process will be conducted in a thorough, fair and objective manner and will depend on the exact nature of the conduct being investigated.

Due care will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process.

The discloser may be asked for further information and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality).

Anonymous reports will be investigated based on the information provided.

At the end of the investigation, the relevant investigating officer will report his or her findings to the of the Audit and Risk Committee Chairperson who will determine the appropriate response. This will include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary.

7.4 Support and Protections

(a) No victimisation or retaliation and fair treatment

A discloser who reports a violation under this Whistleblower Policy shall be treated fairly and shall not suffer detriment (either actual or threatened), harassment, intimidation, victimisation, bias, retaliation or adverse employment or engagement consequences to themselves, their colleagues, employer (if a contractor) or their relatives. The Company will take all steps to protect disclosers from any form of detrimental treatment.

Any personnel of the Company who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act.

Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with clause 7.2 of this Policy.

(b) Protections under the Corporations Act and Tax Administration Act

Disclosers of Reportable Matters that qualify for protection under Part 9.4AAA of the Corporations Act and/ or the Tax Administration Act are afforded the protections prescribed in the relevant part of the Act. In summary, the protections afforded are as follows;

- (i) the discloser is not subject to any civil, criminal or administrative legal action (including disciplinary action) for making the report;
- (ii) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the discloser on the basis of the report;
- (iii) in some circumstances, the reported information is not admissible against the discloser in criminal proceedings or in proceedings for the imposition of a penalty;
- (iv) 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;
- (v) a discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (vi) the discloser's identity must be kept confidential (refer to clause 7.4(d) below).

These protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in the report.

(d) Confidentiality

The identity of a discloser and information likely to lead to the identification of a discloser will be kept confidential subject to compliance with applicable laws unless:

- (i) the discloser consents;
- (ii) the concern is reported to ASIC, APRA, the Commissioner or a member of the AFP;
- (iii) the concern is reported to a lawyer for the purpose of obtaining legal advice or representation; or

(iv) disclosure is required by law.

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the discloser.

Unauthorised disclosure of:

- (i) the identity of a discloser who has made a report of a Reportable Matter; or
- (ii) information from which the identity of the discloser could be inferred,

may be an offence under Australian law, will be regarded as a disciplinary matter and will be dealt with by the Company.

(e) Files and Records

The Company will ensure that any records relating to any reports made under this Policy are stored securely and only accessed by authorised personnel.

7.5 False reporting

Submission of a false report could have significant consequences on the Company's reputation and the reputation of its directors, officers and employees.

When making a disclosure, the discloser will be expected to have reasonable grounds to suspect the information being disclosed is true. Any deliberate false reporting of a Reportable Matter will not qualify for protection under this Whistleblower Policy and will be treated as a serious matter and may be subject to disciplinary action by the Company.

8. MONITORING AND REVIEW

(a) Material occurrences reported under this Whistleblower Policy will be reported to the Board or the Audit and Risk Committee of the Board.

(b) The Board, in conjunction with the Whistleblower Protection Officer, will monitor the content, effectiveness and implementation of this Whistleblower Policy on a regular basis. There may also be independent reviews taken from time to time and any findings, updates or improvements identified will be made addressed as soon as possible.

(c) Employees and Personnel of the Company are invited to comment on this Whistleblower Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

Author: Company Secretary

Approved By: Board of Directors

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