



# Whistleblower Policy

Uniti Group Limited  
March 2021

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# INTRODUCTION

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- (a) Uniti Group Limited ACN 158 957 889 (**Uniti**) together with its wholly owned subsidiaries (collectively, the **Uniti Group**) are committed to a culture where staff feel they are free to report or raise concerns regarding what they see as illegal, unacceptable, unethical or undesirable behaviour or conduct.
- (b) The purpose of this policy is to encourage the reporting of such conduct, outline the procedures to be followed, and set out the protections afforded to whistleblowers by the board of Uniti (Board). The policy is underpinned by Uniti's core values expressed in its Code of Conduct.
- (c) This policy binds all directors, officers, employees, agents and contractors of the Uniti Group (Staff Members) but does not form part of any contract of employment or any industrial agreement. This policy applies to disclosures made after the policy comes into effect, regardless of when the conduct disclosed occurred.
- (d) This policy is available on the Uniti website at <https://investors.unitiwireless.com/governance/policies> as well as the Uniti Group staff intranet and may be made available to the ASX (if required). Capitalised terms have the meaning given in clause 13 (Definitions) of this policy.

## 1. WHO IS A WHISTLEBLOWER?

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- 1.1 A whistleblower is someone with a connection to the Uniti Group who makes a disclosure of Reportable Conduct under this policy, they may be:
  - an employee;
  - an officer;
  - a contractor;
  - a supplier of goods and / or services (paid or unpaid);
  - an employee of a supplier of goods or services;
  - an Associate; or
  - a relative, spouse, dependent or dependent of a spouse of an individual specified above,(each an **Eligible Person**).
- 1.2 An Eligible Person who makes a disclosure of Reportable Conduct will be protected as outlined in this policy.

## 2. REPORTABLE CONDUCT

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- 2.1 Reportable Conduct for the purposes of this policy is any conduct of a director, officer, employee, agent, contractor, or other staff member of the Uniti Group, whether actual, suspected or intended, that may include:
  - (a) bribery or corruption;
  - (b) breaches of any Uniti Group policies or procedures, including Uniti's Code of Conduct;
  - (c) breaches of legal or regulatory provisions;



- (d) breaches of the functional separation undertaking given by Uniti and its subsidiaries to the Australian Consumer & Competition Commission (ACCC);
  - (a) causing loss or damage to Uniti Group's reputation, interests, standing in the community, or financial position;
  - (b) destruction, alteration, mistreatment of, or removal for an improper purpose of, any Uniti Group asset, data or information, including material wastage of Uniti Group's resources;
  - (c) acting unethically;
  - (d) dishonesty or fraud;
  - (e) harassment, bullying, victimisation, discrimination, or anything that unduly makes anyone feel uncomfortable, or is an abuse of authority;
  - (f) illegal acts (for example, theft, property damage, violence, illegal drug use/sale);
  - (g) questionable accounting, tax, reporting or compliance procedures, including manipulation, concealment, falsification or knowing misstatement of records or financials;
  - (h) environmental damage; or
  - (i) unsafe work practices or anything which may put the lives, health or wellbeing of anyone at risk.
- 2.2 Reportable Conduct does not include any personal work-related grievance. A work-related grievance should be addressed in accordance with the appropriate HR policy. A work-related grievance may, however, fall under this policy if the grievance relates to the way an Eligible Person is treated as a result of their disclosure of the Reportable Conduct.
- 2.3 Conduct that is not Reportable Conduct will not attract the protections outlined in this policy.

### 3. RESPONSIBILITIES

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- 3.1 Everyone associated with Uniti Group is expected to adhere to acceptable and ethical standards, including the compliance with all laws, and this in turn helps Uniti to uphold its values and achieve its commitment to a culture of ethical and honest behaviour.
- 3.2 Achieving this commitment requires all Employees who become aware of any actual or suspected Reportable Conduct, to report what they know or suspect according to the procedures set out below.

### 4. REPORTING PROCEDURES & CONFIDENTIALITY

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#### *Reporting*

- 4.1 Anyone who has reasonable grounds to suspect Reportable Conduct should report the conduct via one of the following channels:
  - (a) to their immediate supervisor or manager. The supervisor or manager will then escalate the matter to a designated Protected Disclosure Officer;



- (b) directly to a **Protected Disclosure Officer**, being any of the following persons:
- Chair of Board of Directors;
  - Chair of Audit & Risk Committee;
  - Chief Operating Officer & Company Secretary; or
  - Head of Legal.

See Appendix 1 for current details of each Protected Disclosure Officer; or

- (c) via the email address [ethics@unitigrouplimited.com](mailto:ethics@unitigrouplimited.com), which will result in the conduct being reported to [each of the above identified Protected Disclosure Officers.

Reportable Conduct may also be disclosed as set-out in the table in clause 8.1 below.

#### 4.2 The Protected Disclosure Officers are responsible for:

- overseeing the development and implementation of this policy and Uniti Group's whistleblower initiatives;
- encouraging reporting of policy breaches;
- protecting whistleblowers from retaliation and, if required, reviewing and considering any complaints of retaliation against a whistleblower in accordance with this policy; and
- escalating any matter the Protected Disclosure Officer considers appropriate to the Board.

#### *Anonymity and Confidentiality*

- 4.3 An individual may choose to make a disclosure anonymously, however anonymity can reduce the extent to which some matters can be investigated and may prevent the person lodging the report from being kept updated as to the progress or outcome of the investigation.
- 4.4 Subject to the exceptions set out in this policy, it is illegal to identify a whistleblower or disclose information likely to do so. If a whistleblower makes a disclosure, their identity will only be shared if:
- they give their consent; or
  - allowed or required by law (for example, to obtain legal advice, or to report a matter to the Australian Federal Police).



## 5. INVESTIGATION

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### *Review of the Reportable Conduct*

- 5.1 All reports of Reportable Conduct lodged in accordance with this policy will be referred to the Investigation Officer (being an appropriate individual within Uniti Group who will be responsible for investigating the alleged Reportable Conduct. At the first instance, the Investigation Officer will be a member of the Legal team, unless the complaint relates to conduct of a member of that team, in which case the Chair of the Audit & Risk Committee will appoint an alternate).
- 5.2 The Investigation Officer will carry out a preliminary review of the alleged Reportable Conduct. Following that review, the Investigation Officer will decide whether the allegations will be formally investigated.
- 5.3 Where possible, the Protected Disclosure Officer and the Investigation Officer should not be the same person in relation to the same matter.

### *Investigation process*

- 5.4 The purpose of the investigation is to determine whether or not the allegations of Reportable Conduct are substantiated, with a view to Uniti Group then rectifying any wrongdoing uncovered to the extent practicable in all the circumstances.
- 5.5 All investigations will be conducted fairly, thoroughly and objectively, and will be done so in a reasonably timely manner and in accordance with this policy. Where appropriate, and where allowed by legal or confidentiality restraints, the Investigation Officer may:
  - (a) provide feedback on the progress and expected timeframes of the investigation to the Eligible Person who reported the matter (where possible); and
  - (b) inform the subject of the allegations of the reported allegations and provide them with the opportunity to respond.

### *Concluding the investigation*

- 5.6 The Investigation Officer will prepare a report setting out the findings of the allegations and a summary of the evidence. Findings may be that an allegation is fully substantiated, partially substantiated, not able to be substantiated, or disproven. Where appropriate, and where allowed by legal or confidentiality restraints, the Investigation Officer may:
  - (c) notify the Eligible Person who reported the matter of the outcome of the investigation (where possible); and
  - (d) inform the subject of the allegations of the outcome of the investigation to the extent that it relates to that person. If the allegations have been substantiated, the subject of the allegations will engage with Uniti Group's human resources team to consider the appropriate next steps.
- 5.7 Any findings that relate to criminal activity will be reported to the police and/or regulators.



## 6. ESCALATIONS

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- 6.1 A whistleblower may request that the Protected Disclosure Officer escalate their concerns to the Board if they are not satisfied with the findings of the investigations or with the decision of the Investigation Officer to not conduct a formal investigation.
- 6.2 When considering the request, the Board is not required to reopen or reinvestigate the matter. The Board will make a determination as to whether, given the circumstances, it is:
- (a) reasonably satisfied that it was open to the Investigation Officer to not conduct a formal investigation;
  - (b) reasonably satisfied that the findings of the investigation were appropriate and that the investigation will be concluded; or
  - (c) not reasonably satisfied that the findings were appropriate and will make recommendations in relation to next steps.
- 6.3 A whistleblower who considers the Protected Disclosure Officer has not adequately resolved their concerns can escalate such concerns to the Board.

## 7. WHISTLEBLOWER PROTECTION

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- 7.1 The Uniti Group is absolutely committed to ensuring all Eligible Persons who make a report in accordance with this policy are afforded confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for lodging a report.
- 7.2 Unless required by law, a court, or as consented to by the person making the report, the identity of the person making the report shall be treated with absolute confidentiality by the person receiving the report in accordance with this policy and/or the Protected Disclosure Officer. Other information disclosed (other than the identity of the whistleblower) will also be treated confidentially but may be disclosed where permitted by law and reasonably necessary to investigate the information, provided Uniti takes reasonable steps to reduce the risk that the whistleblower will be identified by the disclosure. Any notes, records or files created as part of the reporting shall be retained under similarly strict confidentiality.
- 7.3 Where, for the purposes of investigation, the identity of the person is required to be disclosed, it will not be done without the whistleblower's consent and the whistleblower may request a leave of absence or to be relocated during the investigation in those circumstances.
- 7.4 Should any breach of the confidentiality requirements set out above occur by any Staff Member, these will be regarded as a serious breach of their terms of engagement or employment, and may result in disciplinary action including termination.
- 7.5 In cases of vexatious, baseless or trivial reports where there are no reasonable grounds for suspicion, the legal protections afforded to genuine whistleblowers may not be available to that reporting individual.



## 8. WHISTLEBLOWER PROTECTION UNDER THE CORPORATIONS ACT

8.1 The Corporations Act 2001 (Cth) (Corporations Act) affords protection to whistleblowers where the following conditions are met:

Conditions for protection	
<b>1. Whistleblower identity</b>	The whistleblower must be an Eligible Person (see clause 1.1)
<b>2. Disclosure is made to</b>	<p>The disclosure of Reportable Conduct must be made to:</p> <ul style="list-style-type: none"> <li>• a Protected Disclosure Officer;</li> <li>• a officer or senior manager of the Group;</li> <li>• the external auditor of the Group;</li> <li>• a lawyer, for the purpose of legal advice or legal representation regarding the whistleblower protections;</li> <li>• an Associate of the Uniti Group;</li> <li>• ASIC or another prescribed Commonwealth authority; and</li> <li>• under certain circumstances, journalists and members of Commonwealth, State or Territory parliaments (see clauses 8.3 to 8.6 below)</li> </ul>
<b>3. Conduct</b>	<p>The whistleblower must have reasonable grounds to suspect that:</p> <ul style="list-style-type: none"> <li>• the information concerns misconduct, or an improper state of affairs or circumstances, in relation to the Uniti Group. Personal work- related grievances are generally excluded, unless the claim is in respect of victimisation of the whistleblower relating to protected disclosures, or any of the specific matters below; or</li> <li>• Uniti Group (or any employee of a member of the Uniti Group) has engaged in conduct that: <ul style="list-style-type: none"> <li>– constitutes an offence under the Corporations Act, ASIC Act or other prescribed legislation;</li> <li>– constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or</li> <li>– represents a danger to the public or the financial system.</li> </ul> </li> </ul>



8.2 Where these conditions are met:

- (a) the whistleblower is protected from any legal liability by making the report, and no contractual or other remedies can be enforced against the whistleblower if they are exercised because of their disclosure;
- (b) if the report is made through ASIC (or another prescribed Commonwealth authority) or otherwise under public interest or emergency procedures, then information cannot be used as evidence against the whistleblower in criminal proceedings or proceedings involving a penalty, other than in respect of falsity of the information;
- (c) should they suffer any detrimental, recriminatory, harassing or unfavourable treatment for lodging a report, the whistleblower can claim compensation for that damage, and the persons involved may also be liable for a criminal offence; and
- (d) if the person receiving the report discloses anything which may give away the whistleblower's identity (other than as permitted or required by law, the police, ASIC or to obtain legal advice on the whistleblower protections), they too may be guilty of an offence.

*Public Interest Disclosure or Emergency Disclosures*

8.3 In certain circumstances, if a whistleblower disclosure has been made, but not addressed, and the whistleblower believes that:

- (a) there is a public interest in making a further disclosure; or
- (b) the information disclosed concerns a substantial and imminent danger to the health, or safety of persons or the environment (**Emergency**),

the whistleblower can make a disclosure to a journalist or to an Australian State, Federal or Territory member of parliament.

*Public Interest Disclosure*

8.4 A whistleblower may make a Public Interest Disclosure if:

- (a) they have previously made a Whistleblower disclosure (**Initial Disclosure**);
- (b) at least 90 days have passed since the Initial Disclosure; and
- (c) they have reasonable grounds to believe:
  - (i) action is not being taken to address the matters raised in the Initial Disclosure; and
  - (ii) a Public Interest Disclosure would be in the public interest.

Before making a Public Interest Disclosure, a whistleblower needs to provide written notice (for example, via email) to the person who received their Initial Disclosure, identifying the matter and advising that they intend to make a Public Interest Disclosure.

In making a Public Interest Disclosure, a whistleblower must not disclose more information than is required to disclose the relevant Reportable Conduct.



- 8.5 A whistleblower may make an Emergency Disclosure if:
- (a) an Initial Disclosure has been made; and
  - (b) they have reasonable grounds to believe that the information concerns an Emergency.

Before making an Emergency Disclosure, they need to provide written notice to the person who received their Initial Disclosure, identifying the matter and advising that they intend to make an Emergency Disclosure.

In making an Emergency Disclosure, a whistleblower must not disclose more information than is required to disclose the Emergency.

#### *Reporting to regulators or statutory authorities*

- 8.6 Nothing in this policy is intended to restrict you from disclosing Reportable Conduct, providing information to, or communicating with a government agency, law enforcement body, or a regulator.

## 9. NO RETALIATION

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- 9.1 Uniti prohibits, and will take all reasonable steps to protect, a whistleblower from retaliation or discrimination of any kind by or on behalf of the Uniti Group or any Staff Member as a direct result of them making a report within the scope of this policy.
- 9.2 A whistleblower who considers themselves at risk of being, or has been, retaliated against should raise this with the Protected Disclosure Officer. The Protected Disclosure Officer will take action as they consider appropriate (where possible) and may make recommendations.

## 10. SUPPORT

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- 10.1 Uniti will ensure that all relevant Employees receive appropriate training relating to this policy. The extent and nature of such training shall be defined by reference to their role under this policy.
- 10.2 A whistleblower who is a current employee of the Uniti Group may request from a Protected Disclosure Officer access to counselling services or other forms of support to protect their wellbeing. Uniti Group will look at ways to provide such support to the extent reasonably possible.

## 11. MISCELLANEOUS

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- 11.1 External reviews of this policy may be undertaken at the request of the Board.
- 11.2 If you require further guidance as to this policy, please contact the Head of Legal or the Company Secretary.



## 12. APPROVAL, REVIEW AND CHANGES

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- 12.1 This policy was approved and adopted by the Board on 25 March 2021.
- 12.2 The Board will review this policy and related procedures as often as the Board considers necessary to ensure this policy remains effective and relevant to the current needs of the Company.
- 12.3 The Board may amend this policy from time to time by resolution.

## 13. DEFINITIONS

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In this policy:

<b><i>Associate</i></b>	has the meaning set out in section 11 of the Corporations Act.
<b><i>Board</i></b>	has the meaning given in clause (b) of this policy.
<b><i>Corporations Act</i></b>	means the <i>Corporations Act 2001</i> (Cth).
<b><i>Eligible Person</i></b>	has the meaning given in clause 1.1 of this policy.
<b><i>Reportable Conduct</i></b>	has the meaning given in clause 3.1 of this policy.
<b><i>Staff Member</i></b>	has the meaning given in clause (c) of this policy.
<b><i>Uniti</i></b>	means Uniti Group Limited ACN 158 957 889.
<b><i>Uniti Group</i></b>	means Uniti together with its wholly-owned subsidiaries.
<b><i>Whistleblower</i></b>	means an Eligible Person who makes a disclosure of Reportable Conduct in accordance with this policy.



## Appendix 1 - Current details of Protected Disclosure Officers

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Role	Details
Chairman of the Board	Graeme Barclay <a href="mailto:Graeme.barclay@unitigrouplimited.com">Graeme.barclay@unitigrouplimited.com</a>
Chair of Audit Risk Committee	Kathy Gramp <a href="mailto:Kathy.gramp@unitigrouplimited.com">Kathy.gramp@unitigrouplimited.com</a>
Chief Operating Officer & Company Secretary	Ashe-lee Jegathesan +61 419 125 793 <a href="mailto:ashe-lee.jegathesan@unitigrouplimited.com">ashe-lee.jegathesan@unitigrouplimited.com</a>
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Uniti Group Limited. ABN 73 158 957 889