

Whistleblowing policy

1. Purpose of this policy

All organisations, including Megaport, face the risk of things going wrong from time to time, or of unknowingly harbouring malpractice. By fostering a culture of openness and transparency within our organisation, Megaport believes that it can prevent malpractice or address it effectively if it occurs.

The purpose of this policy is to:

- » encourage individuals to report suspected wrongdoing as soon as possible, with the knowledge that their concerns will be taken seriously and investigated as appropriate and that their confidentiality will be respected;
- » provide individuals with guidance as to how to raise those concerns;
- » reassure individuals that they should be able to raise genuine concerns without fear of reprisals, even if they turn out to be mistaken;
- » help deter wrongdoing, in line with Megaport's risk management and governance framework;
- » ensure disclosures are dealt with appropriately and on a timely basis;
- » provide transparency around Megaport's framework for receiving, handling and investigating disclosures;
- » support Megaport's values and Code of Conduct;
- » support Megaport's long-term sustainability and reputation; and
- » meet Megaport's legal and regulatory obligations.

This policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work or own wrongdoings. For those circumstances, you should refer to the Complaints and grievance procedure in the Global Employee Handbook.

If you are uncertain whether an issue is within the scope of this policy, you should seek advice from the Chief People Officer.

2. Application of this policy

This policy applies to Megaport and all of its related bodies corporate.

For the purposes of this policy, an Eligible Whistleblower includes individuals within or outside Megaport who are or have been:

- (a) an officer or employee of Megaport - this includes any employee type such as casual, temporary, intern or secondee;

- (b) a supplier of services or goods to Megaport including their employees - this includes paid or unpaid contractors, consultants, service providers and business partners;
- (c) an associate of Megaport;
- (d) a relative, dependant or spouse of any of the above individuals; and
- (e) any other person who is an eligible whistleblower in accordance with applicable legislation.

3. Definitions

Detrimental Conduct includes:

- (a) dismissal;
- (b) injury;
- (c) alteration to a person's position or duties to their disadvantage;
- (d) discrimination;
- (e) harassment or intimidation;
- (f) harm or injury including psychological harm;
- (g) damage to personal property, reputation, business or financial business;
- (h) current or future bias; or
- (i) any other damage.

Disclosable Conduct means conduct by a person who is connected with Megaport or any of Megaport's customers, suppliers, subcontractors and other entities with whom Megaport has a business relationship, which the Eligible Whistleblower suspects on reasonable grounds is:

- (a) illegal, dishonest, fraudulent or corrupt;
- (b) in breach of any Commonwealth or State legislation or any other principle of law or equity;
- (c) in breach of any applicable industry practices;
- (d) unethical;
- (e) gross mismanagement;
- (f) a serious waste of resources or a breach of environmental practice;
- (g) an unsafe work-practice or causing an unsafe work place;
- (h) misconduct or an improper state of affairs;

- (i) in breach of Megaport's Code of Conduct;
- (j) in breach of any international trade sanction, standard or convention;
- (k) conduct which may cause financial or non-financial loss to Megaport or be otherwise detrimental to the interests of Megaport;
- (l) conduct which presents a danger to the public or financial system; or
- (m) misconduct or an improper state of affairs or circumstances in relation to the Tax Affairs of Megaport or an associate of Megaport and the Eligible Whistleblower considers that the information would assist one of the people or organisations set out in section 6 of the policy to perform functions or duties in relation to the Tax Affairs of Megaport or an associate of Megaport.

Emergency Disclosure is the disclosure of information to a journalist or parliamentarian, where:

- (a) the Eligible Whistleblower has previously made a disclosure of the information to the Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) or another Commonwealth body prescribed by regulation in Australia and the equivalent body in the jurisdiction in which you are employed;
- (b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of one or more persons or to the natural environment;
- (c) the Eligible Whistleblower has given written notice in the previous disclosure that includes sufficient information to identify the previous disclosure and that they intend to make an emergency disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

Public Interest Disclosure is the disclosure of information to a journalist or parliamentarian, where:

- (a) at least 90 days have passed since the Eligible Whistleblower made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation in Australia and the equivalent body in the jurisdiction in which you are employed;
- (b) the Eligible Whistleblower does not have reasonable grounds to believe that action is being taken or has been taken in relation to their disclosure;
- (c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) the Eligible Whistleblower has given written notice in the previous disclosure that includes sufficient information to identify the previous disclosure and states that they intend to make a public interest disclosure.

Tax Affairs means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Federal Commissioner of Taxation.

4. When will a disclosure be protected?

A disclosure will be protected if:

- (a) it is made by an Eligible Whistleblower;
- (b) it is about Disclosable Conduct; and
- (c) it is made to one of the people or organisations set out in section 6 of the policy.

Disclosure of information to a legal practitioner or attorney will also be protected if it is made to a legal practitioner or attorney for the purpose of seeking legal advice or legal representation.

A disclosure that is not about Disclosable Conduct will not qualify for protection under this policy, the *Corporations Act 2001* (Cth) or the *Tax Administration Act 1953* (Cth).

A disclosure involving a complaint relating to your own personal circumstances can still qualify for protection if the disclosure also includes information about Disclosable Conduct, you suffer from or are threatened with detriment for making the report or you seek legal advice.

An Eligible Whistleblower may elect to make a report anonymously and still be protected under the Act. The Eligible Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.

Megaport will protect anonymity of Eligible Whistleblowers by allowing Eligible Whistleblowers to use anonymised email addresses and allowing Eligible Whistleblowers to adopt a pseudonym for the purpose of their disclosure (for example, where the Eligible Whistleblower's identity is known by the person who received the report, but they do not wish to disclose their identity to others).

5. When should I raise a concern?

An Eligible Whistleblower should raise a concern under this policy in good faith and only if they have reasonable grounds to suspect that Disclosable Conduct has occurred. Raising concerns about ethics or legal compliance is not always easy but it is the right thing to do.

This policy is designed to complement Megaport's normal internal communication channels and is not designed to restrict individuals from raising issues and discussing concerns with their manager, Chief People Officer or General Counsel.

6. How do I raise a concern?

An Eligible Whistleblower can raise a concern both internally and externally. How an Eligible Whistleblower chooses to raise a concern is ultimately up to them.

Raising a concern internally

An Eligible Whistleblower can raise a concern internally at Megaport by contacting:

- (a) the Chief People Officer;
- (b) the General Counsel;
- (c) a Director of Megaport;
- (d) the Company Secretary of Megaport;
- (e) a Senior Manager (as defined in the *Corporations Act 2001*) of Megaport; or
- (f) any other employee or officer of Megaport who has functions or duties that relate to the Tax Affairs of the body corporate.

Raising a concern externally

If an Eligible Whistleblower would prefer not to contact anyone internally about the Disclosable Matter they can make a report to the following people:

- (a) Actuary of Megaport;
- (b) Auditor or member of the audit team conducting an audit of Megaport;
- (c) external regulators or law enforcement agencies such as ASIC, APRA, Australian Tax Office (**ATO**) or any Commonwealth authority prescribed by applicable regulations in Australia and the equivalent body in the jurisdiction in which you are employed; or
- (d) a registered tax agent or BAS agent who provides tax agent services or BAS services (to the extent the disclosure relates to section (m) of the definition of Disclosable Matter above relating to the Tax Affairs of Megaport or an associate of Megaport).

The contact details for the individuals referred to above are set out at Appendix A of this policy.

Emergency or Public Interest Disclosure

In certain limited circumstances, an Emergency or Public Interest Disclosure to a journalist or Member of Parliament may be protected under legislation and this policy. Further information regarding such disclosures can be obtained from the General Counsel. Megaport recommends that any individuals considering making an Emergency or Public Interest Disclosure seek independent legal advice first.

7. Conducting an investigation

Once an Eligible Whistleblower has made a report, an investigator appointed by Megaport will:

- (a) document the report and determine whether it qualifies for protection under this policy;
- (b) determine whether a formal, in-depth investigation is required;
- (c) if necessary, commence an investigation into the report, as soon as practicable after the matter has been reported;
- (d) review all supporting documentation and obtain further information as required, including by interviewing individuals named in the report or relevant witnesses; and
- (e) consider any possible remedial action that may be required.

If an investigation is not required (if the report does not relate to a Disclosable Matter and therefore does not qualify for protection under this policy) the Eligible Whistleblower will be notified where possible.

The purpose of the investigation is to carefully and fairly examine each concern raised and, where possible, locate evidence that either substantiates or refutes the claims made in the report.

All investigations will be conducted in accordance with the principles of "natural justice". This means that investigations will be conducted without bias and all parties will be given adequate notice of meetings to discuss the issues raised and have time to prepare. All parties will be given the opportunity to be heard and will have the right to representation.

In the interests of objectivity, Megaport may engage external investigators in relation to an investigation, particularly where the investigation concerns allegations of serious Disclosable Conduct.

To avoid jeopardising an investigation, an Eligible Whistleblower who has made a report under this policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

It is important to note that Megaport may in certain circumstances not be able to undertake an investigation if it is unable to contact the Eligible Whistleblower (eg if the disclosure is made anonymously and the Eligible Whistleblower has refused to provide, or has not provided, a means of contacting them).

8. Following the investigation

Once an investigation is completed, the investigator will report the findings of the investigation to the General Counsel who will report on all whistleblower incidents quarterly to the Megaport Board. For the avoidance of doubt, if the General Counsel is in

any way referenced in, or implicated by, the Disclosable Conduct, findings will be provided directly to the Chair of the Megaport Board.

If the General Counsel is satisfied that the Disclosable Matter has occurred, they will make a recommendation to the Megaport Board as to the action which should be taken.

If the General Counsel is not satisfied that the Disclosable Matter has occurred, the General Counsel will provide a report of the findings of the investigation to the Megaport Board.

9. Communication with Eligible Whistleblower

Eligible Whistleblowers who have made a report of Disclosable Conduct will be advised within 20 working days of making the report:

- (a) whether an investigation has been undertaken;
- (b) whether the investigation has been completed; and
- (c) what action is to be taken to address the Disclosable Conduct, subject to any applicable confidentiality, privacy and other relevant considerations.

For the avoidance of doubt, if an Eligible Whistleblower has disclosed on an anonymous basis, Megaport may not be in a position to advise the Eligible Whistleblower of the outcome of any investigation. A failure to notify feedback as a result will not of itself give rise to the basis of a public interest disclosure and Megaport will make every endeavour to contact Eligible Whistleblowers through anonymous channels where necessary.

10. Support

Megaport is committed to protecting Eligible Whistleblowers who make a report under this policy where they have reasonable grounds to suspect that Disclosable Conduct may have occurred.

A person must not engage in, or threaten to engage in, conduct which intentionally causes detriment to an Eligible Whistleblower because they made a protected disclosure. Where a protected disclosure is made, Megaport will take all reasonable steps to ensure that the Eligible Whistleblower will not be personally disadvantaged or suffer any Detrimental Conduct.

If you believe that you have suffered any Detrimental Conduct as a result of making a report, you should contact the Chief People Officer or General Counsel immediately. If the matter is not remedied, you should raise it formally using our Complaints and grievance procedure.

Detrimental Conduct does not include administrative action that is reasonable for the purposes of protecting an Eligible Whistleblower from detriment or managing an Eligible Whistleblower's unsatisfactory work performance.

Megaport will not tolerate any threats or retaliations against an Eligible Whistleblower. Anyone involved in such Detrimental Conduct may be subject to disciplinary action.

Megaport will protect Eligible Whistleblowers from detriment arising from making a report of Disclosable Conduct by:

- (a) conducting a risk assessment of the disclosure to manage the risk of detriment to the Eligible Whistleblower; and
- (b) where applicable, making such reasonable adjustments as required to allow the Eligible Whistleblower to perform their duties at work without being potentially exposed to detriment (eg by changing reporting lines or moving the Eligible Whistleblower's desk to another location).

All Eligible Whistleblowers are also able to access Megaport's Employee Assistance Program (EAP).

An Eligible Whistleblower may seek compensation or other remedies through the courts if they suffer loss, damage or injury because of a disclosure and Megaport failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Conduct. Megaport encourages Eligible Whistleblowers considering this to seek independent legal advice.

11. Confidentiality

It is illegal for a person to identify an Eligible Whistleblower, or to disclose information that is likely to lead to the identification of an Eligible Whistleblower.

All information concerning a report under this policy will be held in the strictest confidence and will not be disclosed to a person who is not connected with the investigation into the Disclosable Conduct unless:

- (a) the Eligible Whistleblower consents to the disclosure;
- (b) the disclosure is required by law; or
- (c) the disclosure is:
 - (i) to ASIC or APRA;
 - (ii) to the ATO;
 - (iii) to a member of the Australian Federal Police;
 - (iv) to a professional legal advisor on a confidential basis for the purposes of seeking legal advice; and
 - (v) necessary for the purposes of obtaining appropriate legal advice in relation to Disclosable Conduct.

However, this rule does not apply where:

- (a) the disclosure does not include the Eligible Whistleblower's identity;
- (b) the disclosure is reasonably necessary for the purposes of investigating the issues raised by the Eligible Whistleblower; and
- (c) Megaport has taken all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified from the information.

To maintain confidentiality of an Eligible Whistleblower's identity, Megaport will:

- (a) ensure personal information or reference to the Eligible Whistleblower's identity is redacted in all investigation and reporting documents;
- (b) refer to the Eligible Whistleblower in a gender-neutral context; and
- (c) ensure that all paper and electronic documents and materials relevant to the report of Disclosable Conduct will be stored securely, with access limited to those directly involved in managing and investigating the disclosure.

12. Civil criminal and administrative liability protection

An Eligible Whistleblower is protected from civil, criminal and administrative liability in relation to their disclosure. No contractual remedies may be enforced and the information is not admissible as evidence against the person in criminal or penalty proceedings. This policy does not grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in their disclosure.

13. False disclosures

If it is determined by an investigation that an Eligible Whistleblower has made a report of Disclosable Conduct which was false, in circumstances where:

- (a) they knew that the report or complaint was false; or
- (b) they were reckless as to the truth or falsity of the contents of the report,

their conduct will be considered a serious breach of this policy and they may be subject to disciplinary action.

14. Fair treatment of individuals mentioned in a disclosure

Megaport will also ensure the fair treatment of individuals mentioned in a disclosure by:

- (a) handling matters confidentially when practical and appropriate;
- (b) assessing each disclosure to determine whether an investigation is required;
- (c) ensuring any investigation will be objective, fair and independent; and
- (d) informing an individual who is the subject of a disclosure about the subject matter and whether it will be the subject of an investigation.

15. Availability of the policy

Individuals will be made aware of and have access to this policy and the mechanisms for the reporting of Disclosable Conduct through Megaport's induction and training programs. A copy of the policy will also be made available on Megaport's Website.

Megaport will also provide training and support to individuals who may receive disclosures of Disclosable Conduct and how to respond to them in accordance with this policy.

16. Monitor and review

The General Counsel will monitor compliance with this policy on an ongoing basis and the policy will be formally reviewed annually to ensure the policy and procedures set out in the policy remain effective and appropriate for Megaport.

Effective 1 January 2020.

Appendix A: Key organisational contacts

Name	Role	Contact details	Location
Vincent English	Chief Executive Officer	+61 497835594 vincent.english@megaport.com	Australia
Melanie Vongswang	Chief People Officer	+44 7717 888826 melanie.vongswang@megaport.com	UK
Anna Tichborne	General Counsel	+1(442) 2321544 anna.tichborne@megaport.com	USA
Jay Adelson	Director	jay.adelson@megaport.com	USA
Naomi Seddon	Director	naomi.seddon@megaport.com	USA
Julian Myers PricewaterhouseCoopers Australia	Tax Agent for Megaport	julian.myers@pwc.com	Australia
Reuben Saayman (Deloitte Partner) or any member of the Deloitte audit team at Megaport	Auditor, Deloitte	rgsaayman@deloitte.com.au	Australia
Acacia Connection or Trinet (for US employees)	Employee Assistance Program	For contact information, please refer to Global Employee Handbook which is available on Confluence.	