

# Whistleblowing Policy

## 1. Purpose of this Policy

Megaport is committed to maintaining an open and transparent culture of corporate compliance and ethical, responsible behaviour to benefit all stakeholders.

The purpose of this Policy is to encourage reporting of suspected wrongdoing as soon as possible, with the knowledge that their concerns will be taken seriously, investigated as appropriate and that their confidentiality will be respected.

This Policy should not be used to raise concerns relating to your own personal circumstances or personal work grievances, such as the way you have been treated at work or own wrongdoings. For those concerns, you should refer to the Complaints and Grievance Procedure in the Global Employee Handbook.

This Policy is designed to complement Megaport's normal internal communication channels and is not intended to restrict individuals from raising issues and discussing concerns with their manager.

As a condition of working with us, you are required to comply with this policy. This policy is not intended to be contractually binding and does not form part of any contract you have with us.

## 2. Who can make a disclosure?

This Policy applies to all **Eligible Whistleblowers** which includes individuals within or outside Megaport who are or have been:

- an officer or employee of Megaport - this includes casual or temporary employees, interns or secondees;
- a supplier of services or goods to Megaport including their employees – e.g. paid or unpaid contractors, consultants, service providers;
- an associate of Megaport; and
- a relative, dependant or spouse of any of the above individuals.

## 3. What can be disclosed?

We encourage reports of **Disclosable Conduct** in relation to Megaport, whether involving our people or third parties working for us, or on our behalf.

An Eligible Whistleblower can make a disclosure pursuant this Policy, where they have reasonable grounds to suspect that the following:

- misconduct<sup>1</sup> or an improper state of affairs in the provision of our services – this may include fraud, negligence, deliberate or negligent breaches of laws, unethical conduct, conduct which may cause financial loss to us or be detrimental to our services;
- conduct by Megaport, or our officers or employees that breaches any laws administered by the Australian Securities and Investment Commission (ASIC);<sup>2</sup>
- conduct by Megaport, or our officers or employees, that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more (eg victimising a person who is, or is thought to be, a discloser; breaching the confidentiality of identity of a discloser, etc);
- conduct by Megaport, or our officers or employees, that represents a danger to the public or the financial system;
- misconduct or an improper state of affairs or circumstances, in relation to our tax affairs; and
- conduct that is prescribed by regulations.

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<sup>1</sup> Misconduct is defined under the *Corporation Act 2001* (Cth), s 9 as fraud, negligence, default, breach of trust or duty.

<sup>2</sup> Legislation administered by ASIC include: *Corporations Act*; *ASIC Act 2001*; *Banking Act 1959*; *Financial Sector (Collection of Data) Act 2001*; *Insurance Act 1973*; *Life Insurance Act 1995*; *National Consumer Credit Protection Act 2009*; *Superannuation Industry (Supervision) Act 1993*; or an instrument made under those acts.

(together “**Disclosable Conduct**”).

#### 4. When to report?

Raising a report in respect of Disclosable Conduct about ethics or legal compliance is not always easy, but it is the right thing to do. An Eligible Whistleblower should make a report under this Policy where they have reasonable grounds to suspect that their Disclosable Conduct has occurred.

**We expect that you report as soon as possible after you became aware of Disclosable Conduct.**

#### 5. Who to report to?

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

REPORTING INTERNALLY	REPORTING EXTERNALLY
<p>The disclosure by the Eligible Whistleblower can be made to an Eligible Recipient in Megaport. An Eligible recipient at Megaport can be:</p> <ul style="list-style-type: none"> <li>• an <b>officer of Megaport</b> or a related body corporate;</li> <li>• a <b>senior manager of Megaport</b> or a related body corporate;</li> <li>• <b>auditor, member of an audit team</b> conducting an audit of Megaport or a related body corporate;</li> <li>• <b>person authorised by Megaport to receive disclosures.</b></li> </ul>	<p>If an Eligible Whistleblower would prefer not to speak to anyone internally about the Disclosable Matter they can make a report to the following people:</p> <ul style="list-style-type: none"> <li>• <b>Megaport’s auditor;</b></li> <li>• <b>external regulator such as ASIC</b> or any Commonwealth authority prescribed by applicable regulations in Australia and the equivalent body in the jurisdiction in which you are employed.</li> </ul>

*The contact details for the key contacts referred to above are set out at **Appendix A** of this Policy.*

#### 6. Public Interest and Emergency Disclosures in Australia

The protections described in this Policy also apply to public interest disclosures and emergency disclosures to a journalist or a Member of Parliament made in specific circumstances.

- **Public interest disclosures** - if it has been over 90 days since you reported Disclosable Conduct to a prescribed regulator and you have reasonable grounds to believe that further disclosure is in the public interest;
- **Emergency disclosures** - if you have reported Disclosable Conduct to a prescribed regulator and you have 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.

The extent of the information disclosed must be no greater than is necessary to inform the recipient of the issue.

Further information regarding such disclosures can be obtained from Company Secretary/ General Counsel. Megaport recommends that any individuals considering making an Emergency or Public Interest Disclosure seek independent legal advice first (at the individuals own cost).

## 7. When will a disclosure be protected?

A disclosure will be protected if:

- it is made by an Eligible Whistleblower;
- it is about Disclosable Conduct, and based on reasonable grounds; and
- it is made to an Eligible Recipient,

(referred to as “**Protected Disclosure**”)

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

As long as there are reasonable grounds for your disclosure, it will be protected, even if it is ultimately incorrect. The protections provided are outlined below.

## 8. Your identity is protected

The identity of a person who makes a Protected Disclosure (or information that is likely to lead to that person being identified) must be kept confidential, except in the following circumstances:

- (a) the person consents to this information being disclosed;
- (b) where we need to disclose this information to obtain confidential legal advice or representation;
- (c) where it is reasonably necessary to pass on the information for the purposes of investigating the disclosure, in which case, reasonable steps will be taken to protect the identity of the Eligible Whistleblower;
- (d) where the disclosure is to ASIC or a member of the Australian Federal Police (AFP);
- (e) where we need to disclose the information to prevent a serious and imminent threat to life, health or property (e.g. if it is made by ASIC or the AFP, to a Commonwealth, State or Territory authority, for the purpose of assisting the authority in the performance of its functions or duties); or
- (f) it is made to a person or body prescribed by regulations.

This entitlement to confidentiality will extend to making the disclosure of Disclosable Conduct, during any investigation and after the investigation is finalised.

An Eligible Whistleblower can make an anonymous report. Please note that by remaining anonymous, it may be more difficult for Megaport to investigate the alleged Disclosable Conduct.

Megaport will protect the Eligible Whistleblower’s identity, by undertaking measures in its discretion to keep the Eligible Whistleblower’s name and information that can likely lead to the identification of the Eligible Whistleblower (except to the individuals directly involved in the handling and investigating the disclosure). If an Eligible Whistleblower elects to remain anonymous they can refuse to answer a question that they believe could reveal their identity.

## 9. No Retaliation

Megaport is committed to protecting those who make a report pursuant to this Policy from Detrimental Conduct.

**Megaport does not tolerate any form of retaliation or Detrimental Conduct which includes:**

- dismissal of an employee;
- injury of an employee in their employment, or alteration of an employee’s position or duties to his or her disadvantage;
- discrimination;
- harassment, threats or intimidation;
- harm or injury including psychological harm;
- damage to personal property, reputation, business or financial business;
- current or future bias; or
- any other damage.

A person must not engage in, or threaten to engage in, conduct which causes detriment to an Eligible Whistleblower because they made, or are believed to have made, or could make, 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 as a result of the disclosure.

If you believe that you have suffered any Detrimental Conduct as a result of making a disclosure under this Policy, you should contact an Eligible Recipient immediately. If the matter is not remedied, you should raise it formally pursuant to this Policy.

Anyone involved in such Detrimental Conduct may be subject to disciplinary action.

An Eligible Whistleblower may seek compensation or other remedies through the courts if they experience Detrimental Conduct and Megaport failed to exercise due diligence to prevent that conduct. Claims may also be made against individuals who engaged in Detrimental Conduct. Megaport encourages Eligible Whistleblowers considering this to seek independent legal advice.

## **10. Other Protections and Rights**

### **Use of our EAP program and training**

Megaport will provide an EAP for its employees, officers and contractors free of charge and provide appropriate training of involved individuals, regarding how Megaport will handle complaints of alleged Detrimental Conduct etc. Access to our EAP can be found on Confluence or via TriNet in the USA.

### **Civil criminal and administrative liability protection**

An Eligible Whistleblower is protected from civil, criminal and administrative liability in relation to their disclosure. This does not grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in their disclosure.

### **False disclosures**

If it is determined that an Eligible Whistleblower has made a report under this Policy which was false, in circumstances where:

- they knew that the report or complaint was false; or
- they did not have reasonable grounds for the report;

their conduct may be considered a serious breach of this Policy and they will be subject to disciplinary proceedings, including termination of the employment.

## **11. Fair Treatment of individuals mentioned in a disclosure**

Megaport will take the following steps to ensure the fair treatment of individuals mentioned in a disclosure:

- handling matters confidentially when practical and appropriate;
- assessing each disclosure to determine whether an investigation is required;
- ensuring any investigation will be objective, fair and independent; and
- subject to any legal limitations, informing an individual who is the subject of a disclosure about the subject matter and providing an opportunity to respond.

Where Megaport's employees, officers or contractors are mentioned in a disclosure, they also have access to our EAP program.

## 12. How do we handle your report?

Once a Disclosable Matter is raised, the following steps will be taken:



The purpose of the investigation is to carefully and fairly, without bias, examine each report raised and, where possible, locate evidence that either substantiates or refutes the claims made in the report. All parties will be given the opportunity to be heard and will have the right to representation.

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

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

## 13. 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.

This Policy is available on Megaport’s website [here](#).

Effective: 1 August 2022.

Version history:

Policy date	Author(s)	Notes
1 January 2020	General counsel	Adopted by board
1 August 2022	General Counsel	Revised and updated for legislative changes and policy development.
8 August 2022	General Counsel	Adopted by board

## Appendix A: Key Organizational Contacts

Name	Role	Contact details	Location
Vincent English	Chief Executive Officer	+61 497835594 +1(415)6194239 vincent.english@megaport.com	Australia USA
Sean Cassidy	Chief Financial Officer	+61457474061 sean.cassidy@megaport.com	Australia
Anna Tichborne	General Counsel	+1(442) 2321544 anna.tichborne@megaport.com	USA
Melinda Snowden Chair of Audit and Risk Committee	Director	Melinda.snowden@megaport.com	Australia
Julian Myers PricewaterhouseCoopers Australia	Tax Agent for Megaport	julian.myers@pwc.com	Australia
Richard Wanstall (Deloitte Partner) or any member of the Deloitte audit team at Megaport	Auditor, Deloitte	rwanstall@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.	