
Pivotal Whistleblower Policy

1. Why does Pivotal have this policy?

- 1.1 Pivotal is committed to a culture of integrity, transparency and accountability.
- 1.2 It is expected that Workplace Participants will report known, suspected or potential cases of Reportable Conduct (as defined below) according to this policy. Pivotal is committed to identifying and responding to Reportable Conduct, and supporting anyone who decides to report it.
- 1.3 This policy outlines the procedure for Pivotal's management of disclosures of Reportable Conduct.

2. Definitions

In this policy:

Discloser means a Workplace Participant who discloses Reportable Conduct in accordance with this policy.

Pivotal means Pivotal Systems Corporation (a company incorporated in Delaware, USA, and listed on the Australian Stock Exchange).

Reportable Conduct has the meaning outlined in clause 4 below.

Workplace Participant means an employee, volunteer, officer, director of, or contractor to Pivotal.

3. Application and availability of this policy

- 3.1 This policy applies to all Pivotal employees.
- 3.2 A copy of this policy is available:
 - 3.2.1 on Pivotal's website.
 - 3.2.2 PVS HR Policy Manual
 - 3.2.3 with Pivotal HR: POC Susan Ton
- 3.3 Pivotal will provide training to employees, as well as managers and others who may receive reports in accordance with this policy, about this policy and their obligations under it.

4. What is Reportable Conduct?

- 4.1 **Reportable Conduct** means information which a Discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to Pivotal, or its business (including in relation to an officer or employee of Pivotal).
- 4.2 Reportable Conduct includes conduct which a Discloser has reasonable grounds to suspect:
- 4.2.1 is in breach of laws;
 - 4.2.2 is dishonest, illegal, fraudulent, corrupt or unsafe;
 - 4.2.3 is unethical, including any conduct that would breach the Pivotal Code of Conduct;
 - 4.2.4 involves irregular use of Pivotal's funds or practices (including misleading accounting or financial reporting practices);
 - 4.2.5 involves misuse of Pivotal's business information;
 - 4.2.6 endangers the health and safety of any employee of Pivotal or member of the public; or
 - 4.2.7 poses a significant risk to the stability of the financial system.

5. This policy does not apply to certain matters

- 5.1 This policy does not apply to a disclosure which is solely about a personal work-related grievance – that is, a grievance that:
- 5.1.1 concerns a Workplace Participant's current or former employment, and has (or tends to have) implications for them personally;
 - 5.1.2 has no significant implications for Pivotal that do not relate to the Workplace Participant; and
 - 5.1.3 does not concern actual or alleged conduct described in clause 4.
- 5.2 Subject to clause 5.3, a personal work-related grievance may include the following:
- 5.2.1 an interpersonal conflict between a Workplace Participant and another employee;
 - 5.2.2 a decision relating to a Workplace Participant's terms and conditions of engagement, or to their engagement, transfer or promotion; or
 - 5.2.3 a decision to suspend or terminate a Workplace Participant's engagement, or otherwise to discipline him/her.
- 5.3 A personal work-related grievance may still fall within this policy if:
- 5.3.1 it includes information about actual or alleged conduct described in clause 4; or
 - 5.3.2 it relates to information which suggests misconduct beyond the Workplace Participant's personal circumstances.
- 5.4 If a Workplace Participant wishes to report a personal work-related grievance, please refer to the HR Policy manual.

6. How to make a report

6.1 A Workplace Participant should report Reportable Conduct as soon as he/she becomes aware of it. If he/she wishes to seek additional information before formally reporting Reportable Conduct, he/she may contact any of Pivotal's #Whistleblower Protection Officers listed below, or an independent lawyer.

6.2 In the first instance, a Workplace Participant should report Reportable Conduct to , or any other person Pivotal may nominate from time to time. The Workplace Participant may also report it to:

6.2.1 PVS Whistle-blower Protection Officers:

Position	Name	Email
Independent Director	Peter McGregor	Peter.mcgregor@pivotalsys.com
Independent Director	Ryan Benton	Ryan.benton@pivotalsys.com

6.3 The report can be made anonymously.

6.4 The Discloser can choose to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. He/she can refuse to answer questions that he/she feels could reveal his/her identity at any time, including during follow-up conversations.

6.5 If a Discloser wishes to remain anonymous, he/she should maintain ongoing two-way communication with Pivotal, so that Pivotal can ask follow-up questions or provide feedback.

6.6 If a Discloser chooses to remain anonymous, the following measures and mechanisms are available to protect his/her anonymity:

6.6.1 Communication with the Discloser will be through anonymous telephone hotlines and anonymised email addresses.

6.6.2 The Discloser may adopt a pseudonym for the purpose of his/her report. This may be appropriate where the Discloser's identity is known to his/her supervisor or a Whistle-blower Protection Officer, but the Discloser prefers not to disclose his/her identity to others.

7. Handling and investigating a disclosure of Reportable Conduct

7.1 If a Discloser reports Reportable Conduct under clause 6.2 to a person who works in Pivotal, he/she will generally be notified within 3 days that his/her report has been received.

7.2 A Discloser should not attempt to investigate any Reportable Conduct themselves.

7.3 Pivotal will need to assess the Discloser's report to determine whether:

7.3.1 it falls within the scope of this policy; and

7.3.2 a formal, in-depth investigation is required.

- 7.4 Pivotal will respond to any disclosure of Reportable Conduct where it believes that it was made on reasonable grounds.
- 7.5 While Pivotal's process and timing may vary depending on the nature of the Reportable Conduct, these are the key steps generally involved if Pivotal investigates a disclosure of Reportable Conduct:
- 7.5.1 After receiving the report, Pivotal may:
- (a) conduct an internal investigation into the substance of the report; or
 - (b) appoint an external investigator to determine whether there is evidence to support the matters raised in the report.
- 7.5.2 Pivotal will endeavour to make a decision about how the investigation will be conducted within 2 weeks of receiving the report.
- 7.5.3 Pivotal may also take such other steps as it considers reasonably appropriate to properly assess the report and to determine appropriate outcomes.
- 7.5.4 The Discloser may be asked to provide additional information to assist any assessment or investigation of the report, including a description of the facts and circumstances of the misconduct or improper state of affairs or circumstances.
- 7.5.5 Pivotal will decide what steps should be taken to address any verified misconduct or improper state of affairs or circumstances.
- 7.5.6 The Discloser will receive feedback on the progress or outcome of the assessment or investigation (subject to privacy and confidentiality restrictions).
- 7.5.7 Pivotal will endeavour to have any investigation completed within 3 months of receiving the report. However, in some cases the investigation may take a shorter or longer period of time to complete.
- 7.6 Without the Discloser's consent, Pivotal will not disclose information that is likely to lead to the identification of the Discloser as part of its investigation process, unless:
- 7.6.1 the information does not include the Discloser's identity.
 - 7.6.2 Pivotal removes all information relating to the Discloser's identity or other information that is likely to lead to the identification of the Discloser (for example, his/her name, position title and other identifying details); or
 - 7.6.3 it is reasonably necessary for investigating the issues raised in the report.
- 7.7 Pivotal acknowledges the limitations of its investigation process. Pivotal may not be able to undertake an investigation if it is not able to contact the Discloser (for example, if the report is made anonymously and the Discloser has refused to provide, or has not provided, a means of contacting him/her).
- 7.8 Pivotal will provide the Discloser with regular updates if he/she can be contacted (including through anonymous channels). The frequency and timeframe may vary depending on the nature of the report.
- 7.9 The method for documenting and reporting the findings from an investigation will depend on the nature of the report. Those findings will be documented and reported to those responsible for oversight of this policy. In doing so, Pivotal will preserve confidentiality by taking measures described in this clause and clauses 9 and 11 below.

- 7.10 At the end of the investigation, the Discloser will receive information about the outcome of the investigation, unless circumstances are such that it may not be appropriate to provide details of the outcome to the Discloser.

8. Protections for Disclosers

- 8.1 Pivotal acknowledges that there may be substantial personal costs to a person who makes serious disclosures outside the normal lines of management.
- 8.2 Workplace Participants making disclosures in good faith, and where they believe on reasonable grounds that the conduct constitutes Reportable Conduct, can rely on the protections afforded by this policy.
- 8.3 Under this policy, Disclosers who make a report in good faith and in accordance with this policy are protected against being victimised, including being dismissed or penalised because of the disclosure.
- 8.4 A person is not permitted to engage in conduct that causes detriment to a Discloser (or another person), in relation to a Discloser's report, if:
- 8.4.1 the person believes or suspects that the Discloser (or another person) made, may have made, proposes to make or could make a report that qualifies for protection; and
 - 8.4.2 the belief or suspicion is the reason, or part of the reason, for the conduct.
- 8.5 A person is not permitted to make a threat to cause detriment to a Discloser (or another person) in relation to a Discloser's report. A threat may be express or implied, or condition or unconditional.
- 8.6 Detrimental conduct includes:
- 8.6.1 dismissal of an employee;
 - 8.6.2 injury of an employee in his or her employment;
 - 8.6.3 alteration of an employee's position or duties to his or her disadvantage;
 - 8.6.4 discrimination between an employee and other employees of the same employer;
 - 8.6.5 harassment or intimidation of a person;
 - 8.6.6 harm or injury to a person, including psychological harm;
 - 8.6.7 damage to a person's property;
 - 8.6.8 damage to a person's reputation;
 - 8.6.9 damage to a person's business or financial position; or
 - 8.6.10 any other damage to a person.
- 8.7 Examples of actions that are not detrimental conduct include:
- 8.7.1 administrative action that is reasonable for the purpose of protecting a Discloser from detriment (for example, moving a Discloser from their immediate work area to another office to prevent them from detriment); and

- 8.7.2 managing a Discloser's unsatisfactory work performance, if the action is in line with Pivotal's performance management framework.
- 8.8 A Discloser's position and duty within Pivotal's business will not be altered to their detriment or disadvantage as a result of making a report. The Discloser will not be otherwise dismissed, demoted, harassed, discriminated against, or subject to bias as a result of making a report.
- 8.9 To the extent it is reasonable and practical to do so, Pivotal will monitor and manage the behaviour of any people who are involved in the Discloser's report.
- 8.10 Pivotal will take reasonable precautions so as to avoid a Discloser (and their colleagues and relatives) from being harmed, injured, intimidated, harassed, bullied or victimised by any Workplace Participant.
- 8.11 Pivotal will consider any reasonable requests for additional protections that a Discloser may make or it considers necessary for his/her protection (for example, transfer of duties or leave of absence during any investigation).
- 8.12 An employee who causes, or threatens to cause, detriment to any suspected Discloser may be subject to disciplinary action.
- 8.13 While no action will be taken against a Workplace Participant who, in good faith, makes a disclosure, disciplinary action (including dismissal in the case of staff) may be taken against an individual who makes a trivial, malicious or vexatious allegation. Furthermore, people who are found to have made trivial, malicious or vexatious allegations will not be entitled to the protections afforded under this policy.

9. Protecting the identity of Disclosers

- 9.1 One of the key ways to protect Disclosers from reprisals or victimisation is to keep their identity confidential. Pivotal will take reasonable steps to ensure that the identity of the Discloser is kept confidential.
- 9.2 Pivotal will utilise measures to protect confidentiality and anonymity, including but not limited to:
- 9.2.1 redacting identifying personal information identifying the Discloser in written material;
 - 9.2.2 referring to the Discloser in a gender-neutral context;
 - 9.2.3 where practicable, consulting with the Discloser in relation to measures that might be taken in order to maintain confidentiality; and
 - 9.2.4 ensuring that Pivotal staff likely to be involved in the handling and investigation of disclosures of Reportable Conduct are trained in accordance with the requirements of confidentiality / anonymity.
- 9.3 However, while Pivotal is committed to protecting a Discloser's identity, there will be occasions when this is not possible, for example:
- 9.3.1 where it is necessary to report the matter to the police, or other law enforcement agencies, prosecutorial authorities or regulators where there is a suspected breach of the law;
 - 9.3.2 where criminal proceedings are commenced;

- 9.3.3 when required by law; and
- 9.3.4 where the nature of the allegations is such that the Discloser's identity can be deduced from the information provided.

10. Ensuring fair treatment of individuals mentioned in a disclosure

- 10.1 Pivotal will ensure the fair treatment of any of its employees who are mentioned in any disclosure of Reportable Conduct, including those who are the subject of the report. This will include ensuring that the following steps are taken during an investigation:
 - 10.1.1 disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
 - 10.1.2 an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required and prior to any actions being taken; and
 - 10.1.3 an employee who is the subject of a disclosure may contact Pivotal's support services via PVS HR.

11. Reporting

- 11.1 Without disclosing the names or particulars of a matter that would suggest the Discloser's identity (unless the Discloser has consented to the disclosure or permitted by law) and the Board of Pivotal and the Audit and Risk Management Committee (**ARC**) will be notified as soon as practicable by the Whistle-blower Investigations Officer or other recipient of a report identified in 6.2 of any reports of Reportable Conduct that are serious and/or material.
- 11.2 A summary of all Reportable Matters that have been reported are to be submitted to the Board of Pivotal and Audit and Risk Management Committee, on a no names basis, with the status, recommendation and proposed course of action being taken, as soon as possible after the report is made and the Whistle-blower Investigations Officer or other recipient of a report identified in 6.2 are required to keep the Board of Pivotal and/or Audit and Risk Management Committee updated as appropriate.
- 11.3 The Board of Pivotal and Audit and Risk Management Committee will receive an annual report summarising all cases of Reportable Conduct that have been reported in the previous twelve (12) month period and the outcome of any investigations, provided that any specific details that might identify the person who disclosed the Reportable Conduct is omitted.

12. Review

This policy will be periodically reviewed to check whether or not it is operating effectively and whether any changes are required to the policy.