

CELLNET GROUP LIMITED

ACN 010 721 749

Whistleblower Policy

Purpose

The purpose of this policy is to provide a safe reporting mechanism for anyone who has a legitimate concern that any serious Wrongdoing has occurred or is occurring within Cellnet Group (Cellnet).

Policy Statement

Cellnet expects the highest standards of ethics, integrity and behaviour from its employees. Cellnet encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Cellnet and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

Who can make a disclosure?

Disclosures can be made by a current or former:

- Officer or employee of Cellnet
- Contractor or supplier of goods and services to Cellnet
- Associate of Cellnet
- Family member or individual mentioned above

Types of matters can be disclosed

Disclosures can be made about improper conduct which you suspect on reasonable grounds has occurred or is occurring within Cellnet. However, disclosures cannot be made under this policy about solely personal work-related grievances.

Disclosures are made to

Internal whistleblowers:

- Verbally or in writing to your immediate supervisor
- Or if for any reason the whistleblower does not feel they are able to use internal channels, they may contact the independent whistleblower service.

Cellnet Group Limited (ASX: CLT)
Tenancy E1 / 5 Grevillea Place
Brisbane Airport QLD 4008

External whistleblowers

External whistleblowers can contact the Chair of the Company's Audit and Risk Committee (Mr. Tony Pearson) to make a disclosure. The external whistleblower disclosing options include:

- Email: giles.karhan@cellnet.com.au

Confidentiality and privacy

Cellnet will make all reasonable efforts to ensure the identity of a whistleblower remains confidential throughout the investigation process. Cellnet will not disclose a whistleblowers identity unless:

- The whistleblower consents to the disclosure of their identity
- Disclosure of whistleblowers identity is required by law
- It is necessary to protect or enforce Cellnet's legal rights or interests or to defend claims.

What happens when a disclosure is made

When a disclosure is made:

- The person making the disclosures identity will remain confidential
- The person will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure
- An independent internal enquiry will be conducted
- Issues identified from the enquiry will be resolved or rectified
- The person will be informed about the outcome

Definitions

Associate means any individual who is an associate within the meaning of the Corporations Act

Corporations Act means the Corporations Act 2001 (Cth)

Officer means any individual who is an associate within the meaning of the Corporations Act

Family member means a spouse, parent, child, sibling, or other relative of an individual

Whistleblower means a person who reports wrongdoing in accordance with this Policy.

Wrongdoing means conduct that includes but is not limited to:

- Breaches legislation, regulations or local government by-laws or is otherwise illegal
- Is an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more
- Is corrupt or is an abuse of public trust or position as a public official
- Is dishonest or fraudulent
- Perverts the course of justice
- Unreasonably endangers health and safety or the environment
- Is unjust, based on improper motives, is unreasonable, oppressive or negligent

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- Is serious or substantial waste (including public money or public property)
- Is gross mismanagement or repeated breaches of administrative procedures
- Has financial or non-financial loss detrimental to the interests of Cellnet