

**ISIGNTHIS LTD**

**Governance Policy**

**WHISTLE BLOWING POLICY**

**Version 2.0, Issued 23.07.18**

**Version 2.1, Issued 28 February 2020**

This policy shall apply to the boards and subsidiaries of

- iSignthis Ltd
- iSignthis eMoney Ltd
- iSignthis eMoney (AU) Ltd
- iSignthis UK Ltd

Together the "iSignthis Group"

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## Introduction

iSignthis Ltd including all of its subsidiaries (hereinafter called the “iSignthis Group”) is committed to adhering to its statutory obligations, its rules and values. iSignthis Group is committed to providing to its staff, a safe environment to raise breaches of internal rules or policy, or disclosable conduct relating to iSignthis Group, its branches, employees, members and officers.

In cases where people feel they need to be protected in relation to raising a matter, this Policy outlines the protections that will apply.

## Overview

iSignthis Group has established a Whistleblowing Policy in order to:

- (a) Enable iSignthis Group staff members to report concerns relating to fraud, corruption, collusion and coercion or related forms of misconduct directly to the Compliance Officer;
- (b) Protect iSignthis Ltd staff members against retaliation for making such reports or for cooperating with such investigations.

## Purpose of the policy

The purpose of this Policy is to:

- Provide you with an understanding of what can be reported under this Policy;
- Demonstrate the importance that iSignthis Group places on ensuring a safe and supportive environment where our people feel confident to raise breaches of internal rules or disclosable conduct relating to iSignthis Group, its branches, employees, members and officers;
- Assist to create a culture within iSignthis Group that encourages our people to speak up and raise breaches of internal rules or policy, or disclosable conduct relating to iSignthis Group, its branches, employees, members and officers;
- Explain the processes for reporting breaches of internal rules or policy or disclosable conduct, including what happens when you make a report;
- Outline how you will be protected if you make a report.

## Who the Policy applies to

### ⇒ What is a whistleblower

A whistleblower is any person or party who voluntarily conveys or is proven to be about to convey any information indicating a breach of internal rules or policy, or a disclosable conduct relating to iSignthis Group, its branches, employees, members and officers.

Such information might be related with possible fraud, corruption, collusion, coercion, money laundering, illegal financing or any other misconduct that may be damaging to the iSignthis Group (including any of its subsidiaries) financial activities and reputational standing.

The whistleblower should convey information indicating a breach of internal rules or a disclosable conduct that might be occurring or that might have occurred at iSignthis Group or in any of iSignthis Group’s activities, with knowledge or good faith belief that the information could be true.

Whistleblowing also encompasses serious misconduct under iSignthis Group’s Code Ethics and Conflicts of Interest Policy, along with IST008 iSignthis Employee Non-Disclosure and Acceptance Policy.

In order to address legitimate concerns or suspicions of fraud, corruption, collusion and coercion or related forms of misconduct, iSignthis Group has established this Policy in order to provide the

means to report such concerns and to protect with the appropriate measures the reporting person against disclosure of his/her identity.

⇒ **The scope of this Policy – People**

The Policy applies to all iSignthis Group staff members (current employees as well as former employees), Directors, associates and related parties.

⇒ **The scope of this Policy – Conduct**

The scope of this Policy relates to conduct which:

- breaches iSignthis Group's internal rules and policies;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;
- failure to comply with, or breach of, legal or regulatory requirements; and/or
- disclosable conduct. This involves information that the discloser has reasonable grounds to suspect concerns misconduct.

⇒ **Out of scope – Complaints and grievances**

From time to time you may have a complaint in relation to policy decisions, or an employment-related grievance with another person within iSignthis Group, which is not disclosable conduct or a breach of iSignthis Group's rules or policies.

If you have a complaint about a policy decision or you wish to raise a grievance issue, you can speak to your supervisor, or Human Resources' contact person.

⇒ **What is (and isn't) Disclosable Conduct**

Not everything that can be complained about amounts to disclosable conduct.

As already mentioned above, a disclosable conduct must be a suspected breach or criminal offence.

Examples of things which would be disclosable conduct include:

- A breach of an employee's duties to the iSignthis Group in relation to financial management;
- Providing false or misleading information in a document;
- Misuse of iSignthis Group's resources;
- Unauthorised payments being made;
- Coercion to exercise or not exercise a workplace right.

However, things that would usually not be disclosable conduct include:

- A difference of opinion about a policy adopted by iSignthis Group;
- Employment disputes with your supervisor;
- A decision about the engagement, transfer or promotion of an employee;
- A decision about the terms and conditions of engagement of an employee;
- A decision to suspend or terminate the engagement of an employee or otherwise to discipline the employee.

## **Who can receive a disclosure**

Every person in the iSignthis Group has a role and responsibility in ensuring the iSignthis Group is run ethically and in accordance with its internal rules and policies. Where matters related to breaches of internal rules or policies or disclosable conduct are identified they should be raised as soon as possible.

iSignthis Group staff members are required to report any information concerning suspected misconduct. In instances where a person has concerns about making a report, reports can be made anonymously.

⇒ **Who can report a matter?**

As mentioned above, all iSignthis Group staff members are an essential part of reporting matters to the Group.

If you become aware of a matter you should raise it as soon as practical with the people responsible for handling matters outlined below. Raising your matter early, allows it to be addressed in the right way by an appropriate person.

If you have fears for your wellbeing, safety, or fear of reprisal as a result of raising your matter, you should mention these at the time you report the matter. You will be noted by the company as a discloser, and afforded the protections outlined under this Policy, and where eligible legislative disclosure requirements are met, protected under the provisions of the relevant Regulations.

⇒ **Who should I report my matter to?**

The reporting shall be made to the Compliance Officer and as mentioned above, it may be made anonymously. However, considering that anonymous reports are more difficult to investigate and that confidentiality is ensured by this Policy, iSignthis Group encourages staff members to disclose their identity. However, in case you wish to remain anonymous, you should maintain an ongoing two-way communication with the Compliance Officer, in case follow-up questions might need to be asked or to provide any feedback.

⇒ **What should I report?**

iSignthis Group staff members may report concerns relating to a breach of internal rules, fraud, corruption, collusion and coercion or related forms of misconduct directly to the Compliance Officer using any of the options listed in the paragraph *How to Report*, or you can report your concern directly in person.

The report should provide as much detailed information as possible regarding the concern. Information such as dates, times, location, individuals involved, other witnesses and any other general information may be helpful to assist the Compliance Officer to determine how to take appropriate action.

iSignthis Group staff members are encouraged to include their contact details (name, address, phone number and/or email address) in order to allow clarifications to be sought, if necessary.

This procedure for reporting shall not be used to transmit unsubstantiated rumours. iSignthis Group staff members who, in bad faith, make false allegations will themselves be the subject of disciplinary proceedings and measures, if they reveal their identity.

⇒ **How should I report?**

iSignthis Group staff members may report incidents: (i) orally in a documented interview; or (ii) in a formal letter or memorandum; making use of any of the following options in order to submit the report:

- In person: whistleblowers can make a report by means of a documented interview with the Compliance Officer;
- Telephone: whistleblowers can use the Compliance Officer's telephone line in order to make documented telephone reports and messages; Please kindly refer at the current Contact details for reporting at the Appendix 1 to this Policy.
- Email: by sending an email to [ethics\\_team@isignthis.com](mailto:ethics_team@isignthis.com) to submit written report;

- Internal Mail: written reports submitted via internal mail should be placed in a sealed envelope and marked “Confidential - to be opened by the addressee only”. The envelope should be addressed to the Compliance Officer.

⇒ **What happens when you report**

The Compliance Officer will receive, document, log and take action on all incoming reports. Each report will be screened to assess its reliability and whether there is sufficient information to warrant an investigation or a need to contact the whistleblower, if contact information has been provided.

Any information you provide to the Compliance Officer may be used by the Compliance Officer in assessment of an investigation or other appropriate action. Examples of actions could include:

- A satisfactory explanation can be provided in relation to the matter;
- The matter is resolved by speaking to one or more parties;
- The matter is recorded and monitored going forward;
- A decision is made to investigate.

Where practicable, the discloser will be contacted and advised of what action will be undertaken.

## **Legal protections for disclosers**

⇒ **Confidentiality**

If you report a breach of internal rules or policies or a concern relating to disclosable conduct to the Compliance Officer under this Policy, you will have your details, and the information you provide, treated in strictest confidence. iSignthis Group will only share your details on a need to know basis with those within iSignthis Group who have a role to play in looking into your matter.

⇒ **Protection**

iSignthis Group is committed to ensuring that if you raise a matter under this Policy, you are provided support and protection from reprisal or personal or financial disadvantage because of making that report.

You will be protected under the relevant Regulation when you raise a matter relating to disclosable conduct within iSignthis Group, just the same as you would have been if you had raised the disclosable conduct with the competent Authority. This extended protection, is another reason raising matters within iSignthis Group in the first instance as is usually the quickest and most effective method.

A discloser is protected from reprisal being taken against them, to their detriment, as a result of making that disclosure.

Per the relevant Regulation, detriment might include any of the following:

- Dismissal of an employee;
- Injury of an employee in his or her employment;
- Alteration of an employee’s position to his or her detriment;
- A discrimination between an employee and other employees;
- Harassment or intimidation of a person;
- Harm or injury to a person, including psychological harm;
- Damage to a person’s property;
- Damage to a person’s reputation.

Reprisals may be the subject of criminal penalties, civil penalties if the disclosure is the reason for the reprisal action being taken.

However, it is important to understand that if a person makes a protected disclosure, they are not exempt from the consequences of their own misconduct.

## **Support and practical protection for disclosers**

iSignthis Group has established measures and mechanisms for supporting disclosers and protecting disclosers from detriment in practice in order to protect the confidentiality of a discloser's identity as well as to protect disclosers from detrimental acts or omissions.

- All personal information or reference to the discloser witnessing an event will be redacted;
- The discloser will be referred to in a gender-neutral context;
- All paper and electronic documents and other materials relating to disclosures will be stored securely;
- Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser;
- Communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff;
- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence;
- Actions for protecting a discloser from risk of detriment.

## **Handling and Investigating a disclosure**

Should the Compliance Officer determine that a complaint of retaliation warrants an investigation, the Compliance Officer will conduct the investigation.

All investigations will be carried out with complete independence and confidentiality. The Compliance Officer will make all efforts to ensure that investigations are conducted in the most efficient and effective manner and are completed in the shortest possible timeframe, given the resources available.

Where appropriate, the Compliance Officer will refer the results of the investigation to the Managing Director, or the Chairman of the Board if the matter involves the Managing Director. The Compliance Officer may advise the Managing Director of any ongoing investigation should he/she believe that retaliation could take place before any such investigation is completed.

The Compliance Officer should also report to relevant authorities (if required) and the Board Risk Committee Chairman. The report may include the card schemes, if required under the card scheme rules.

### **⇒ Reporting Whistleblower Results**

Compliance Officer, at his/her discretion, may provide an update on the outcome of an investigation to the discloser if he/she can be contacted (including through anonymous channels), if requested and without disclosing confidential information.

iSignthis Group is not obliged to reopen an investigation if Compliance Officer finds that the investigation was conducted properly or new information is either not available or would not change the findings of the investigation.

### **Ensuring fair treatment of individuals mentioned in a disclosure**

The following measures and/or mechanisms will ensure fair treatment of individuals mentioned in a disclosure:

- Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- Each disclosure will be assessed and may be the subject of an investigation;
- When an investigation needs to be undertaken, the process will be objective, fair and independent;
- An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of procedural fairness and prior to any actions being taken, for example, if the disclosure will be the subject of an investigation.

### **Ensuring the policy is easily accessible**

All iSignthis Group staff can access and if needed, get a copy of the present Policy through Confluence, iSignthis Group's staff intranet platform.

Furthermore, all new employees are required to read the Policy as part part of the induction information pack provided to them.

## **Appendix 1**

In case you wish to make a report you can contact the Compliance Officer:

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