



Whistleblower Protection Policy

1. Background

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

The Company encourages reporting of violations (or suspected violations) of the Company's Code of Conduct or other examples of illegal, unethical or improper conduct and provides effective protection from victimisation or dismissal to those reporting such conduct by implementing systems of confidentiality, fair treatment and report handling. The Company has adopted this Whistleblower Protection Policy (Whistleblower Policy) accordingly.

This Whistleblower Policy applies globally. To the extent that laws and regulations in any country are more rigorous or restrictive than this Whistleblower Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Whistleblower Policy, this Whistleblower Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

In this Whistleblower Policy, references to the Company includes references to the Company and all of its subsidiaries.

2. Definitions

In this Whistleblower Policy the following words or phrases mean the following:

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commissioner means the Commissioner of Taxation.

Corporations Act means the Corporations Act 2001 (Cth).

Taxation Act means the Taxation Administration Act 1953 (Cth).

3. Purpose

The purpose of this Whistleblower Policy is to:

- a. set out the responsibilities of the Company and its management and personnel in upholding the Company's commitment to reporting any illegal, unethical or improper conduct; and
- b. provide information and guidance on how to report such conduct, how reports will be investigated and the support and protections available to disclosers if a report is made.

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4. Scope and Authority

- a. The Company requires all personnel to comply with this Whistleblower Policy and any applicable whistleblower laws and regulations, including the provisions under the Corporations Act and Taxation Act.
- b. The Whistleblower Policy applies to all disclosers of Reportable Matters.

5. Responsibility for Whistleblower Responsibility and Training

- a. The Company's board of directors (**Board**) is responsible for the overall administration of this Whistleblower Policy. The Board will monitor the implementation of this Whistleblower Policy and will review on an ongoing basis the Whistleblower Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.
- b. A copy of this Whistleblower Policy will be made available to all personnel and in such other ways as will ensure the Whistleblower Policy is available to personnel wishing to use it.
- c. All personnel are required to understand and comply with this Whistleblower Policy and to follow the reporting requirements set out in this Whistleblower Policy. To this end, regular and appropriate training on how to comply with this Whistleblower Policy will be provided to all senior managers and other relevant personnel by the Board for each business. However, it is the responsibility of all personnel to ensure that they read, understand and comply with this Whistleblower Policy.

6. Consequences of Breaching this Whistleblower Policy

- a. A breach of this Whistleblower Policy may expose personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
- b. A breach of this Whistleblower Policy by personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.

7. Whistleblower Policy

7.1 Reportable Matters

- a. Personnel are encouraged and expected to make a report under this Whistleblower Policy if they have reasonable grounds to suspect illegal, unethical and improper conduct in relation to the Company or a related body corporate, referred to as a **Reportable Matter**. A Reportable Matter consists of conduct which:
 - i. involves any kind of misconduct or an improper state of affairs or circumstances;
 - ii. is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the Company's Anti-Bribery and Anti-Corruption Policy;
 - iii. is illegal or involves criminal conduct or other breaches of law or regulatory requirements;
 - iv. is unethical or breaches any of the Company's policies, charters or Code of Conduct;
 - v. is potentially damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources;

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- vi. may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest;
- vii. involves harassment, discrimination, victimisation or bullying, or any other type of detrimental action (other than personal work-related grievances as defined in the Corporations Act);
- viii. amounts to an abuse of authority; or
- ix. a danger, or represents a danger, to the public or financial system.

7.2 Making a Report

This Whistleblower Policy is intended to encourage and enable disclosers and others to raise serious concerns within the Company.

A report of a Reportable Matter under this Whistleblower Policy can be made via any of the following channels (as appropriate in the circumstances):

- a. to the relevant supervisor, senior manager or officer in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the Company, or who has the capacity to affect significantly the Company's financial standing;
- b. to the Chairman; or
- c. any member of the Board.

While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the discloser about the report.

Nothing in this Whistleblower Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, Commissioner), the Company's auditor or a member of the audit team, a lawyer (to obtain advice or representation) or any other person in accordance with any relevant law, regulation or other requirement.

7.3 Investigating a Report

Any matters reported under this Whistleblower Policy will be investigated as soon as practicable after the matter has been reported. The investigation process will be conducted in a thorough, fair and objective manner and will depend on the precise nature of the conduct being investigated. Due care and appropriate speed will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process.

The discloser may be asked for further information and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality).

Anonymous reports will be investigated based on the information provided.

At the end of the investigation, the relevant investigating officer will report their findings to the Chairman who will determine the appropriate response. This will include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary.

7.4 Support and Protections

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a. No victimisation or retaliation and fair treatment

A discloser who reports a violation under this Whistleblower Policy shall be treated fairly and shall not suffer detriment (either actual or threatened), harassment, intimidation, victimisation, bias, retaliation or adverse employment or engagement consequences to themselves, their colleagues, employer (if a contractor) or their relatives. The Company will take all steps to protect disclosers from any form of detrimental treatment.

Any personnel of the Company who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act or Taxation Act.

Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with clause 7.2 of this Whistleblower Policy.

b. Confidentiality

The identity of a discloser and information likely to lead to the identification of a discloser will be kept confidential subject to compliance with applicable laws unless:

- i. the discloser consents;
- ii. the concern is reported to ASIC, APRA, the Commissioner or a member of the AFP;
- iii. the concern is reported to a lawyer for the purpose of obtaining legal advice or representation;
or
- iv. disclosure is required by law.

During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the discloser.

Unauthorised disclosure of:

- i. the identity of a discloser who has made a report of a Reportable Matter; or
- ii. information from which the identity of the discloser could be inferred,

may be an offence under Australian law, will be regarded as a disciplinary matter and will be dealt with in accordance with the Company's disciplinary procedures.

c. Files and Records

The Company will ensure that any records relating to any reports made under this Whistleblower Policy are stored securely and only accessed by authorised personnel.

d. Special protections under the Corporations Act

Annexure 1 sets out special protections for disclosers concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate under the Corporations Act.

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e. Special protections under the Taxations Act

Annexure 2 sets out special protections for disclosers concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate under the Taxation Act.

7.5 False reporting

When making a disclosure, the discloser will be expected to have reasonable grounds to suspect the information being disclosed is true. Any deliberate false reporting of a Reportable Matter will not qualify for protection under this Whistleblower Policy and will be treated as a serious matter and may be subject to disciplinary action.

8. Monitoring and Review

- a. Material incidences reported under this Whistleblower Policy will be reported to the Board or a committee of the Board.
- b. The Board will monitor the content, effectiveness and implementation of this Whistleblower Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be made addressed as soon as possible.
- c. Personnel are invited to comment on this Whistleblower Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

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ANNEXURE 1 – Summary of Protections Under the Corporations Act

The Corporations Act sets out disclosures that are protected under the Corporations Act if certain conditions are met as well as the protections available to protected disclosures. *A summary of such protections (as at the date of this policy) is set out below but you should refer to the Corporations Act itself for a full understanding of the conditions and protections available and the relevant definitions. You can also visit the ASIC website for more information.*

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- a. the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
 - i. an officer or employee of the Company (eg current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
 - ii. an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company (eg current and former contractors, consultants, service providers and business partners);
 - iii. an associate of the Company;
 - iv. a relative, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above; or
 - v. any prescribed individual under the Corporations Act;
- b. **and** the disclosure is made to:
 - i. the ASIC, APRA or a prescribed Commonwealth authority; or
 - ii. an **Eligible Recipient**, being:
 - A. an officer or senior manager of the Company or a related body corporate of the Company;
 - B. an auditor (or a member of the audit team) of the Company or a related body corporate of the Company;
 - C. an actuary of the Company or a related body corporate of the Company;
 - D. a person authorised by the Company to receive disclosures that qualify for protection under the Corporations Act;
 - E. anyone prescribed under the regulations as being an eligible recipient; or
 - iii. a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act (even in the event such legal practitioner concludes that a disclosure does not relate to a disclosable matter under the Corporations Act);
- c. **and** the disclosure relates to a **Disclosable Matter** in that the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company. This includes any suspicion that the Company or its body corporate, or an officer or employee of the Company or its body corporate has engaged in conduct that:
 - i. constitutes an offence against, or a contravention of, a provision of the Corporations Act, the Australian Securities Investments Commission Act 2001, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the Insurance Act 1973, the Life Insurance Act 1995, the National Consumer Credit Protection Act 2009, the Superannuation Industry (Supervision) Act 1993, or an instrument made under any such Act; or
 - ii. constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
 - iii. represents a danger to the public or the financial system; or
 - iv. is prescribed by regulation.

(Note that the term “misconduct” is defined in the Corporations Act to include fraud, negligence, default, breach of trust and breach of duty.)

d. Public interest and Emergency Disclosures

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Emergency or public interest disclosures (as defined under the Corporations Act) will also be protected if made to Journalists or Parliamentarians (each as defined in the Corporations Act) in extreme cases (excluding tax matters) in circumstances where at least 90 days have passed since an earlier protected disclosure has been made to ASIC, APRA or another Commonwealth body without reasonable steps having been taken to address the misconduct, or there will be substantial and imminent danger to someone's health or safety. Note that before such public interest disclosure is made, the discloser must have given written notice to the relevant regulatory body. Such notice must include sufficient information to identify the previous disclosure and must state that the discloser intends to make the public disclosure if appropriate steps are not taken.

Disclosers are advised to contact the Company Secretary, the Company's Whistleblower Protection Officer (if appointed) or an independent legal adviser to ensure they understand the criteria for making an emergency or public interest disclosure that qualifies for protection.

e. Personal work-related grievances

Personal work-related grievances (as defined in the Corporations Act) will not be protected to the extent that the information disclosed does not concern a contravention, or an alleged contravention, of the prohibition on victimisation under the Corporations Act that involves detriment caused to the discloser or a threat made to the discloser.

However, a personal work-related grievance will still qualify for protection if:

- i. *it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);*
- ii. *the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Discloser's personal circumstances;*
- iii. *the Discloser suffers from or is threatened with detriment for making the disclosure; or*
- iv. *the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.*

2. PROTECTIONS AVAILABLE

a. Protected disclosures will be given the following protections under the Corporations Act

Protected disclosures not actionable

- i. *the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and*
- ii. *no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and*
- iii. *if the disclosure qualified for protection under the Corporations Act (including public interest and emergency disclosure), the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;*

Victimisation Prohibited

Anyone who causes or threatens to cause detriment (as defined in the Corporations Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order.

Examples of possible court orders include, but are not limited to:

- i. requiring compensation for loss or damage;
- ii. an injunction to prevent, stop or remedy the effects of detrimental conduct;
- iii. an order requiring an apology for engaging in detrimental conduct;
- iv. if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- v. any other order the court thinks appropriate.

Identifying information not to be disclosed

Subject to applicable laws:

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- i. *a discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and*
- ii. *the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except an authorised disclosure to ASIC, APRA, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.*

Costs of proceedings

A discloser may not need to pay costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

b. Confidentiality

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless expressly authorised in writing.

A disclosure of the discloser's identity will be authorised if made:

- i. *to ASIC, APRA or a member of the AFP;*
- ii. *to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Corporations Act;*
- iii. *to a person prescribed by the regulations of the Corporations Act for this purpose;*
- iv. *with the express written consent of the discloser; or*
- v. *by ASIC, APRA or a member of the AFP to a Commonwealth or State or Territory authority for the purpose of assisting the authority in the performance of its functions or duties.*

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.

c. Timing

A discloser will qualify for protection from the time they make their disclosure, regardless of whether, at this time, the discloser or recipient recognises that the disclosure qualifies for protection.

d. No immunity from misconduct

Note that the protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

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ANNEXURE 2 – Summary of Protections Under the Taxation Administration Act

The Taxation Act sets out disclosures that are protected under the Taxation Administration Act if certain conditions are met as well as protections available to protected disclosures. *A summary of such protections (as at the date of this policy) is set out below but you should refer to the Taxation Administration Act itself for a full understanding of the conditions and protections available and the relevant definitions. You can also visit the ATO website for more information.*

1. PROTECTED DISCLOSURES

Disclosures will be protected if:

- a. the discloser is an **Eligible Whistleblower**, being an individual who is, or has been, any of the following:
 - i. an officer (within the meaning of the Corporations Act) or employee of the Company;
 - ii. an individual who supplies services or goods to the Company (whether paid or unpaid) or an employee of a person that supplies goods or services to the Company;
 - iii. an associate (within the meaning of the Income Tax Assessment Act 1936) of the Company;
 - iv. a spouse, child or dependant of any individual referred to in (i) to (iii) above or of such an individual's spouse; or
 - v. any prescribed individual under the regulations under the Taxation Act;
- b. **and** the disclosure is made to:
 - i. the Commissioner and the discloser consider that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the Company or an associate of the Company; or
 - ii. an Eligible Recipient, being:
 - A. a Director, secretary or senior manager of the Company;
 - B. an employee or officer of the Company who has functions or duties that relate to the tax affairs (within the meaning of the Taxation Act) of the Company;
 - C. the Company's auditor (or a member of that audit team);
 - D. a registered tax agent or BAS agent (within the meaning of the Tax Agent Services Act 2009) who provides tax agent services or BAS services to the Company;
 - E. a person authorised by the Company to receive disclosures that qualify for protection under the Taxation Act; or
 - F. anyone prescribed under the Taxation Act regulations as being an Eligible Recipient;

and the discloser has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company ("tax affairs" means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner);

and the discloser considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company; or

- iii. a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act.

2. PROTECTIONS AVAILABLE

- a. **Protected Disclosures will be given the following protections under the Taxation Act**

Protected disclosures not actionable

- i. the discloser will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- ii. no contractual or other remedy may be enforced, and no contractual or other right may be exercised against the discloser on the basis of the disclosure; and

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- iii. *if the disclosure was a disclosure of information to the Commissioner, the information is not admissible as evidence against the discloser in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;*

(Note that in relation to (i) to (iii) above, the discloser has qualified privilege in respect of the disclosure and a contract to which the person is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.)

Victimisation prohibited

Anyone who causes or threatens to cause detriment (as defined in the Taxation Act) to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages or subject to a court order. Examples of possible court orders include, but are not limited to:

- i. requiring compensation for loss or damage;
- ii. an injunction to prevent, stop or remedy the effects of detrimental conduct;
- iii. an order requiring an apology for engaging in detrimental conduct;
- iv. if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- v. any other order the court thinks appropriate

Identifying information not to be disclosed

- i. *a discloser's identity (or information likely to lead to the identity of the discloser) cannot be disclosed to a Court or tribunal except where considered necessary; and*
- ii. *the person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except the Commissioner, the AFP or a lawyer for the purposes of obtaining legal advice or representation in relation to the report.*

Costs of proceedings

A discloser may not need to pay the costs of legal proceedings unless they have acted vexatiously or without reasonable cause and the unreasonable act caused the other party to incur the costs.

b. Confidentiality

In relation to a protected disclosure, the identity of a discloser (and any information likely to lead to the identification of a discloser) must be kept confidential unless authorised.

A disclosure of the discloser's identity will be authorised if made:

- i. *to the Commissioner or a member of the AFP;*
- ii. *to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions in the Taxation Act;*
- iii. *to a person prescribed by the regulations of the Taxation Act for this purpose; or*
- iv. *with the express written consent of the discloser.*

However, such confidentiality does not apply where the disclosure is not of the identity of the discloser and is reasonably necessary for the purposes of investigating a matter and all reasonable steps have been taken to reduce the risk that the discloser will be identified.