



Whistleblower Policy

Corporate Policy

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Purpose

Convai as part of the Probe Group (Probe) is committed to the highest standards of integrity and promoting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

In keeping with these standards of honesty, we actively encourage everyone in the business to challenge any behaviour they believe is inconsistent with any of our values, our Workplace Conduct and Performance Policy, and this Policy. References in this Policy to Probe extend to Convai Australian entities which are part of the Probe Group.

This Policy has been established to:

- encourage the reporting of Improper Conduct, unlawful and unethical behaviour;
- help deter wrongdoing, in line with Probe's risk management and governance framework;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- describe how Probe will protect the identity of persons making disclosures, and other persons because a disclosure has been made, under this Whistleblower Policy and safeguard them from detriment and retaliation;
- provide transparency around Probe's framework for receiving, handling and investigating disclosures;
- ensure Protected Disclosures (which are a special type of disclosure) are dealt with appropriately and on a timely basis; and
- ensure Probe complies with its regulatory and legal obligations including the *Treasury Laws Amendment (Whistleblower Protections) Act 2019 (Act)*.

This Policy is an important tool for helping Probe to identify wrongdoing and explains the operation of whistleblowing protections as they apply across Probe.

This Policy applies to Eligible Whistleblowers in relation to the Protected Disclosure of Improper Conduct and Disclosable Matters.

Scope

As Probe operates in multiple countries this Policy is subject to the law of those countries. This means that, in some cases, disclosures made under this Policy may be handled differently according to legislation or regulation in that jurisdiction.

Australian Whistleblower Protection Laws outline in detail the rights and protections an Eligible Whistleblower has in making a Protected Disclosure and extends to permitted disclosures that may be made to bodies or persons outside the organisation. The specific requirements under Australian Whistleblower Laws are addressed in Appendix 1 of this Policy.

This Policy is not intended to apply to customer complaints.

The Eligible Whistleblower must refer to this policy or request protections under this policy when making a Protected Disclosure.

Probe encourages Eligible Whistleblowers, or other persons, to raise issues or ask questions if:

- (a) they are unsure:
 - whether they are covered by this Policy;
 - whether their concerns qualify as a matter to be disclosed under this Policy; or
 - as to who they should make a disclosure.
- (b) They are the subject of a disclosure or a witness in an investigation of a disclosure and seek support or assistance.
- (c) They seek information about the type of protections and immunities available to Eligible Whistleblowers, and other persons, under this policy.

Responsibilities

Managers are responsible for ensuring:

- they are familiar with the types of improprieties that might occur within their area of responsibility and they are alert for any indication of Improper Conduct;
- there is an open, transparent and safe working environment;
- employees have ready access to this policy;
- promotion and reporting of actual or suspected cases of inappropriate conduct and unethical behaviour; and

- when an employee reports such matters on genuine grounds that Protected Disclosures are taken seriously and acted on immediately and the necessary protections and support is provided.

All employees have the responsibility to report suspected Improper Conduct.

The Probe People Team is responsible for coordination of all Improper Conduct and Disclosable Matter investigations.

What is Improper Conduct?

A disclosure should be made if there are reasonable grounds to suspect that a Probe director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Probe has engaged in Improper Conduct.

For the purpose of this Policy, Improper Conduct is defined as any of the following:

- Corruption;
- Fraud;
- Misconduct; or
- An improper state of affairs or circumstances.

All employees have the responsibility to report suspected Improper Conduct.

An Eligible Whistleblower should make a disclosure under this policy, and employees of Probe must make a disclosure under this policy, if they reasonably suspect that conduct, or a state of affairs exists, in relation to Probe is a Disclosable Matter.

A Disclosable Matter is defined as one of the following:

- Misconduct, or an improper state of affairs or circumstances;
- Misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Probe, and where they consider the information may assist the recipient to perform functions and duties in relation to the tax affairs of Probe;
- Contravention of any law administered by Australian Securities and Investments Commission (ASIC) or Australian Prudential Regulation Authority (APRA);
- Conduct that represents a danger to the public or the financial system (even if this conduct does not involve a breach of a particular law); or
- Conduct that is an offence against any law of the Commonwealth, where the offence is punishable by imprisonment for a period of 12 months or more.

Further, a Disclosable Matter may include the following conduct:

- May or may not involve a contravention of any law;
- May include conduct that indicates a systemic issue in Probe;
- Relates to dishonest or unethical behaviour and practices;
- May relate to business behaviour and practices that may cause consumer harm;
- Is an exception to an excluded personal work-related grievance as defined in [insert];
- Is prohibited under Probe's policies available on their website (<https://www.probegroup.com.au/>)

A Disclosable Matter may relate to conduct or a state of affairs in relation to:

- Related entities of Probe for disclosures under the Corporations Act 2001 (Cth) and Part IVD of the Taxation Administration Act 1953 (Cth) (Tax Act), including: Probe Contact Solutions Australia Pty Ltd, Convai Pty Limited, Probe Asia Pacific Pty Ltd, Beepo Support Services Pty Ltd, Probe Customer Management Pty Ltd and Probe Group Holdings Pty Ltd.

What should not be reported?

Subject to the exceptions set out below, a Disclosable Matter does not include a personal work-related grievance, which concerns a grievance in relation to a whistleblower's employment, or former employment, with Probe that has implications for the Whistleblower personally.

Examples of personal work related grievances include:

- an interpersonal conflict between the discloser and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer or promotion of the discloser;
- a decision about the terms and conditions of engagement of the discloser; or
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Personal work related grievances are managed under separate mechanisms and policies. A personal work related grievance may still qualify for protection if:

- it includes information about Misconduct, or information about Misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- it relates to a breach of 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;
- the discloser suffers from or threatened with detriment for making a disclosure;
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the *Australian Corporations Act 2001 (Cth)*.

If unsure whether a grievance relates to Improper Conduct under this Policy, or a personal work-related grievance that is more appropriately managed through a relevant workplace behaviour policy of Probe, please seek guidance from a Protected Disclosure Officer (see list below).

To whom, and how, should disclosures under this Policy be made?

Probe requires that all disclosures be treated with the utmost seriousness and encourages Eligible Whistleblowers to report Improper Conduct to one of the Protected Disclosure Officers set out below. It is our objective to identify and address any wrongdoing as early as possible.

Name	Email
Elisha Parks (Whistleblower Investigations Officer)	elisha.parks@probegroup.com.au
Jarrold Kagan (Executive General Manager)	jarrod.kagan@probegroup.com.au
Jo Zaharopoulos (Senior Legal Counsel)	jo.zaharopoulos@probegroup.com.au

If a personal work related grievance may have a significant implication for Probe and wider ramifications for the whistleblower personally, it may be appropriate to disclose the matter under this policy as a Disclosable Matter.

Where the grievance relates to detrimental conduct suffered by the Eligible Whistleblower because of making a previous whistleblower disclosure, or seeking legal advice about whistleblower protections, the matter should be reported under this whistleblower policy as a Disclosable Matter (see below section regarding steps).

Without limiting the types of matters, examples of personal work-related grievances that could be reported as a Disclosable Matter under this whistleblower policy include:

- Mixed reports, for instance where a concern regarding corporate misconduct or wrongdoing is accompanied by a personal work-related grievance, or a personal work-related grievance includes information about corporate misconduct or wrongdoing;
- Where the matter suggests a behaviour or conduct extending beyond the individual's personal circumstances, for instance an individual claim of bullying has indicated that there may be a more general culture of bullying or harassment within Probe; or
- Probe or its officers or agents, has breached an employment (or other) law punishable by more than 12 months imprisonment, or has engaged in conduct that represents a danger to the public.

If unsure whether a grievance is a Disclosable Matter under this whistleblower policy, or a personal work related grievance that is more appropriately managed through a relevant workplace behaviour policy of Probe, seek guidance from the Whistleblower Investigations Officer (see above).

Disclosures that are not Disclosable Matters will not be afforded protection under the *Corporations Act 2001 (Cth)* and false reporting of any nature will not be tolerated.

Disclosure Process - reporting Improper Conduct and Disclosable Matters

For a disclosure to be a Protected Disclosure, it must be made to people or entities eligible to receive them, as set out below.

An Eligible Recipient in relation to Probe includes:

- An officer or senior manager of Probe;
- An auditor or any member of the audit team; or
- The individuals authorised by Probe to receive disclosures and set out in the table below.

Probe has identified the following individuals as eligible recipients of a disclosure regarding Improper Conduct. Probe require that all disclosures be treated with the utmost seriousness and would encourage Eligible Whistleblowers to report Improper Conduct to one of the listed Probe representatives set out below.

Name	Email
Elisha Parks (Whistleblower Investigations Officer)	elisha.parks@probegroup.com.au
Jarrold Kagan (Executive General Manager)	jarrod.kagan@probegroup.com.au
Jo Zaharopoulos (Senior Legal Counsel)	jo.zaharopoulos@probegroup.com.au

The position of Whistleblower Investigations Officer will be fulfilled by the Head of People who has primary responsibility for conducting preliminary investigations into disclosure reports received by individuals under this policy and who is primarily responsible for receiving information (directly or anonymously via the STOPline) and protecting an individual within the meaning of this policy. They may be assisted by the Probe Legal Services team.

Alternatively a Protected Disclosure may be made via STOPline, an independent and confidential service available to receive information relating to Improper Conduct, unlawful or unethical behaviour. Individuals have the option to make anonymous reports to STOPline.

You can make contact with STOPline by:

- Phone - 1300 30 45 50
- Email - probegroup@stoline.com.au
- Post - Probe Group, % - Stoline, Locked Bag 8, Hawthorn, Victoria 3122
- App - Search for Stoline in the iTunes App Store or Google Play to download the free app and submit a disclosure

Within Australia under the Whistleblower Protection Laws an Eligible Whistleblower may disclose Reportable Improper Conduct to an officer or senior manager of Probe, or to certain external bodies or individuals.

Appendix 1 sets out the criteria for making such a disclosure of Reportable Improper Conduct and the protections afforded that person under the Australian legislation.

Where possible, to assist Probe handle a disclosure made under this policy appropriately, an Eligible Whistleblower should provide as much information as possible to enable Probe to investigate the disclosure including any known details about the events underlying the disclosure such as:

- entity, division or department which the Improper Conduct relates;
- the nature of the alleged wrongdoing including, where relevant, details of the person believed to have committed the wrongdoing;
- when and where the wrongdoing occurred;
- anyone else who may verify the claim, or possible witnesses;
- any supporting information; and
- if the Eligible Whistleblower is concerned about any possible victimisation or acts of reprisal for reporting the matter any assistance or support sought from Probe.

You should provide as much information as possible to enable us to investigate the disclosure including any known details about the events underlying the report such as date, time, location, witnesses, evidence of events, persons involved etc.

Whistleblowers can also make Protected Disclosures to:

- ASIC
- APRA
- The Australian Federal Police

- A legal practitioner.

A public interest disclosure can also be made to a journalist or parliamentarian if:

- The Whistleblower has previously made a Protected Disclosure to a regulator and at least 90 days have passed;
- The Whistleblower has reasonable grounds to believe that action is not being, or has not been taken to address the disclosure;
- The Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- The Whistleblower must be given written notification to the authority that they intend to make a public interest disclosure;
- The extent of the information disclosed is no greater than necessary to inform the recipient of the misconduct or improper state of affairs to which the first disclosure related.

An emergency disclosure can be made when:

- The Whistleblower had reasonable grounds to believe the information disclosed concerns a substantial and imminent danger to the health and safety of one or more persons, or the natural environment;
- The individual has previously made a disclosure to an eligible recipient and the Whistleblower has provided a written notification that they intend to make an emergency disclosure.

Reasonable Grounds

A disclosure may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing. For this reason a Whistleblower must have reasonable grounds to suspect Improper Conduct in relation to Probe when making a disclosure under this Policy.

Confidentiality

Probe will take all reasonable steps to protect the identity of the Whistleblower. Probe will take all reasonable steps to protect the identity of the Eligible Whistleblower.

Maintaining confidentiality is crucial in ensuring reprisals are not made against an Eligible Whistleblower.

In addition, Probe will provide confidential means for an employee to make protected disclosures anonymously and still be protected under the Corporations Act 2001 (Cth). This can be done via the STOPline, an independent and confidential service available to receive information relating to improper conduct, unlawful or unethical behaviour. It is important to note that in some circumstances it may be difficult for Probe to properly investigate anonymous disclosures. We encourage Eligible Whistleblowers who wish to remain anonymous to maintain ongoing two way communication with Probe so that Probe can ask follow up questions or provide feedback.

Investigation Process

The Whistleblower Investigation Officer will receive information regarding Protected Disclosures under this policy from one of three sources:

- A Protected Disclosure directly from an Eligible Whistleblower
- A Protected Disclosure from an Eligible Recipient
- A Protected Disclosure via the STOPline (anonymously and confidentially if the Whistleblower chooses).

After receiving a Disclosure from a Whistleblower under this policy, a recipient of the Disclosure will:

- (a) take all reasonable steps to ensure the Eligible Whistleblower's identity is kept confidential, subject to any permission given by the Whistleblower; and
- (b) Determine whether the disclosure falls within the scope of this policy, or whether it is more appropriately managed under another Probe policy.

Where the disclosure falls within the scope of this policy, Probe will commence the investigation of the Reportable Improper Conduct within 5 business days of the initial disclosure.

A Protected Disclosure Officer may appoint a person(s) (including an external investigator) to assist in the investigation of the Reportable Improper Conduct.

The investigation will be conducted in a thorough, objective and fair manner. The investigation process will depend on the nature and substance of the Reportable Improper Conduct. The object of an investigation into a disclosure is to determine whether there is enough evidence to substantiate or refute the matters reported.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the Reportable Improper Conduct, a Protected Disclosure Officer or investigator will contact the discloser to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

An individual who is the subject of a Protected Disclosure (the respondent) may not be informed of the matter until the Protected Disclosure Officer has completed a relevant and appropriate inquiry. In the interests of natural justice, this person(s) will have the right to make submissions and respond to an investigation before any final determination is made regarding alleged Improper Conduct.

Where a disclosure is submitted anonymously, Probe will conduct the investigation and its enquiries based on the information provided. As such, it may be difficult for Probe to keep an anonymous discloser updated and Probe's ability to effectively investigate a disclosure may be impacted based on the level of information provided.

Where appropriate, Probe will provide feedback to the discloser regarding the investigation's

progress and/or outcome (subject to considerations such as the privacy of those against whom allegations are made or whether the matter has been reported to relevant outside regulatory bodies or agencies that are running parallel investigations etc.). The frequency and timeframe for such updates may vary depending on the nature of the disclosure.

Probe will endeavour to complete and satisfactorily close the investigation within 60 business days of its commencement.

The Whistleblower Investigations Officer will maintain a record of all Protected Disclosures received and the action taken. If the Disclosure/Investigations Officer judges the Protected Disclosure to be of significance, appropriate action will be instigated immediately.

If the action to be taken takes the form of an investigation, it must be demonstrably fair, independent and comprehensive.

The Whistleblower Investigations Officer will immediately advise the Chief Financial Officer or the Chief Executive Officer of significant Protected Disclosures and provide regular updates.

If the Whistleblower provides their contact details, a Disclosable Matter received by one of the methods listed above, will be acknowledged as received within a reasonable time frame.

Subject to confidentiality obligations, the outcomes of any investigations of significant issues together with any recommendations will be provided to the Chief Executive Officer, Chief Financial Officer and Senior Legal Counsel.

The duration and nature of the investigation process will vary depending on the nature of the Protected Disclosure and the amount of information provided and this will be communicated to the Whistleblower to ensure the process is transparent.

The nature and scope to be determined once receiving the disclosure will include the following:

- The person within or external to Probe that will lead the investigation;
- The nature of any technical, financial or specialist advice that may be required to support the investigation;
- The timeframe for the investigation; and
- Where the whistleblower has provided their identity to the Whistleblower Investigations Officer, seeking consent for their identity to be revealed to the appointed Investigator.

Eligible Whistleblower Protection

Fair Treatment

Probe will investigate and record all Protected Disclosures confidentially, fairly and objectively.

A staff member who is the subject of a Protected Disclosure (the respondent) may not be informed of the matter until the Whistleblower Investigations Officer has completed a relevant and appropriate inquiry. In the interests of natural justice, this person(s) will have the right to make submissions and respond to an investigation before any final determination is made regarding alleged Improper Conduct.

The making of any malicious report of Improper Conduct that, on investigation, is shown to be without foundation, will be treated as a serious matter in accordance with the *Workplace Conduct and Performance Policy*.

For the avoidance of doubt, where a person makes a report of Improper Conduct and:

- believes on reasonable grounds that the information is true; or
- is not in a position to form a belief on reasonable grounds about the truth of the information but believes on reasonable grounds that the information may be true and is of sufficient significance to justify its disclosure so that the truth may be investigated that disclosure will not be deemed to be malicious for the purposes of this Policy.

A whistleblower, or other person, who has suffered loss, damage, injury caused by Detrimental Action or if Probe fails to take reasonable precautions to prevent Detrimental Actions, the person may seek compensation or other remedies through the courts of the applicable jurisdiction.

If the Whistleblower is not satisfied with the outcome of an investigation into their Disclosable Matter, they may write to the Whistleblower Investigations Officer or the Senior Legal Counsel seeking a review of the outcome.

Commitment to protecting Eligible Whistleblowers

Probe is committed to the protection of genuine Whistleblowers against action taken in reprisal for the making of Protected Disclosures. If deemed appropriate, a Welfare Manager from the People Team will be appointed to support the Whistleblower.

An Eligible Whistleblower who is a current or former Probe employee can access Probe's confidential Employee Assistance Program in the event they require support and assistance in connection with a disclosure.

While Probe may not be able to provide the same level of practical support to other Whistleblowers, we will look at ways to provide support to the extent reasonably possible.

Whistleblower confidentiality

There is no requirement for a Whistleblower to disclose their identity in order to receive protection. During an investigation, Probe will take all reasonable steps to protect the identity of the Whistleblower.

Probe acknowledges it is an offence to disclose the identity of a Whistleblower (without consent) unless to the Australian Securities and Investments Commission (ASIC), the Australian Prudential

Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police (AFP) or a lawyer for the purposes of obtaining legal advice or representation.

The failure to protect a Whistleblower's identity may result in fines, penalties and imprisonment.

Upon receiving a disclosure of Improper Conduct under this policy, Probe will only share the disclosers identity or information likely to reveal their identity if:

- i. the discloser consents in writing;
- ii. Probe is required by law to identify the discloser to relevant authorities;
- iii. the matter is raised with lawyers for the purpose of obtaining legal advice or representation in support of the investigation; or
- iv. disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare.

During an investigation PROBE Group may disclose information that could lead to the discloser being identified, but it will take reasonable steps to reduce this risk.

Any disclosures regarding identity or information likely to reveal the identity of the discloser will be made on a strictly confidential basis.

In addition, Probe provides a confidential means to make Protected Disclosures without revealing their identity through the external STOPline service.

Protection of files and records

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) will be a breach of this policy, unless the discloser has otherwise consented.

Detrimental action

Probe is committed to protecting Eligible Whistleblowers, and other persons, from detrimental conduct, or threats of detrimental conduct, because a person believes or suspects that the Eligible Whistleblower (or another person) has made, may have made, proposes to make, or could make a disclosure that qualifies for protection under this policy.

A person cannot:

- (a) engage in conduct that causes detriment to an Eligible Whistleblower, or another person, if:

- (i) the person believes or suspects that the Eligible Whistleblower (or another person) made, may have made, proposes to make, or could make, a disclosure that qualifies for protection under Part A or B of this policy; and
 - (ii) the belief or suspicion is the reason, or part of the reason, for the conduct.
- (b) threaten to cause detriment to an Eligible Whistleblower (or another person) in relation to a disclosure that qualifies for protection under applicable whistleblower protection laws (see Part A and B).

All reasonable steps will be taken to ensure an Eligible Whistleblower will not be subject to any detriment which includes (without limitation) any of the following:

- Dismissal
- Injury of an employee in his or her employment
- Alteration of an employee's position or duties to his or her disadvantage
- 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
- Damage to a person's business or financial position
- Any other damage to a person

as a result of making a Protected Disclosure.

The failure to comply with these obligations may result in fines, penalties and imprisonment.

If an Eligible Whistleblower is subjected to detrimental treatment as a result of making a disclosure under this policy they should inform a Protected Disclosure Officer immediately so appropriate action can be taken.

It is both a criminal and civil penalty offence to engage in detrimental conduct due to a belief or suspicion that a qualifying or protected disclosure has been made, is believed to have been made, or could be made.

Keeping the Whistleblower informed

Where possible, and assuming the identity of the person making the disclosure is known, the Whistleblower Investigations/Disclosure Officer or STOPline will ensure the Whistleblower is kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations where Probe or STOPline determine a response is required or appropriate.

Other Protections Available to Eligible Whistleblowers Whistleblower

Where an eligible whistleblower makes a disclosure that qualifies for protection under the Corporations Act 2001 (Cth) or Tax Act, the Whistleblower is protected from any of the following in relation to the disclosure:

- Civil liability (for instance, legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation);
- Criminal liability (for instance, the attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the disclosure against the whistleblower in a prosecution, other than making a false disclosure); and/or
- Administrative liability (for instance, disciplinary action for making the disclosure).

Duty to Disclose Improper Conduct

It is expected that Probe employees who become aware of actual cases of Reportable Improper

Conduct, or who suspect (on reasonable grounds) potential cases of Reportable Improper Conduct, will make a disclosure under this policy.

General Reporting

Each quarter a report is made to the Chief Executive Officer summarising the Whistleblowing activities for the period and to enable Probe to identify any systemic issues across its businesses. This report may be used to make general proposals to improve the compliance culture of Probe.

The Chief Executive Officer presents this report to the Board. Board Reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy and, crucially, the discloser of Reportable Improper Conduct.

Availability of Policy

This policy will be available on Probe's intranet which includes a link to STOPLine, Probe's website, incorporated into the online employee induction training for new employees, and is available in hard copy upon request. Eligible Recipients receive periodic training to ensure they understand their obligations under this policy and all Probe employees complete annual online training in connection with their whistleblowing rights and obligations.

Review of Policy

Probe is committed to monitoring and reviewing the effectiveness of this policy and its related processes and procedures. This policy will be reviewed at least every two years by the Senior Legal Counsel of Probe to ensure it complies with relevant laws and remains relevant and effective.

This policy does not impose any contractually binding obligations on Probe or create contractual rights for employees. Probe reserves the right to vary this policy from time to time at its discretion.

Breaches of Policy

Disclosers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with in accordance with Probe Group's disciplinary procedures. In particular, any breach of confidentiality of the information provided by an Eligible Whistleblower, or an Eligible Whistleblower's identity, and any retaliation against a whistleblower, will be taken

seriously and if appropriate will be separately investigated.

An individual who is found to have disclosed the information or to have retaliated (or threatened to retaliate) against an Eligible Whistleblower may be subject to further action (including disciplinary action in the case of employees). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

The making of any malicious, vexatious or untrue report of Improper Conduct that, on investigation, is shown to be without foundation, will be treated as a serious matter in accordance with the workplace conduct policy. For the avoidance of doubt, where a person makes a report of Improper Conduct and:

- believes on reasonable grounds that the information is true; or
- is not in a position to form a belief on reasonable grounds about the truth of the information but believes on reasonable grounds that the information may be true and is of sufficient significance to justify its disclosure so that the truth may be investigated that disclosure will not be deemed to be malicious for the purposes of this policy.

Probe reserves the right not to investigate reports that it considers to be malicious, vexatious or knowingly untrue.

Administration

This Policy is not a term of any contract, including any contract of employment, and does not impose any contractual duties, implied or otherwise, on any Probe entity and may be amended at any time.

Definitions

Fraud

For the purpose of this policy, fraud is defined as:

“dishonest activity causing actual or potential financial loss to any person or entity including, but not limited to, theft of moneys or other property by employees or persons external to the entity and whether or not deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position.”

Actions constituting Fraud

The terms defalcation, misappropriation, and other fiscal wrongdoings refer to, but are not limited to:

- any dishonest or fraudulent act
- forgery or alteration of any document or account belonging to Probe
- misappropriation of funds, securities, supplies, or other assets
- impropriety in the handling or reporting of money or financial document
- profiteering as a result of insider knowledge or company activities
- disclosing confidential and proprietary information to outside parties
- accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to Probe.
- customers or parties not employed by Probe who commit Fraud or Corruption against Probe or its customers;
- destruction, removal or inappropriate use of records, furniture, fixtures, and equipment
- any similar or related inappropriate conduct.

Corruption

For the purpose of this policy, corruption is defined as:

- “dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.”

This includes the offering or accepting of bribes.

Misconduct

For the purpose of this policy, Misconduct may include but is not limited to:

- fraudulent/dishonest behaviour
- Unethical conduct
- Mismanagement of Probe resources
- Any conduct or activity that poses a serious risk to the health and safety of any person at the workplace
- A breach of any legislation or regulations relating to Probe’s operations or activities
- Illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property)
- Any activity that causes a risk or harm to the environment
- Behaviour that is oppressive, discriminatory or grossly negligent
- A failure to abide by Probe policies and procedures
- Any conduct that brings Probe into disrepute or which damages or has the potential to damage the reputation of Probe.

An improper state of affairs or circumstances

For the purposes of this policy, an improper state of affairs or circumstances includes:

- A contravention of the Corporations Act 2001, ASIC Act 2001, the Banking Act 1959, Financial Sector (Collection of Data) Act 2001, Insurance Act 1973, Life Insurance Act 1995, the National Consumer Credit Protection Act 2009, the Superannuation Industry (Supervision) Act 1993 or an instrument made under one of these laws;
- Conduct that constitutes an offence against any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more;
- Conduct that represents a danger to the public or the financial system; or
- Conduct that is prescribed by the regulations for the purposes of the Treasury Laws Amendment (Whistleblower Protections) Act 2019 (Act).

Protected Disclosure

For the purpose of this policy, protected disclosure is defined as:

- “Any communication based on reasonable grounds that discloses or demonstrates an intention to disclose information that may evidence Improper Conduct or such other reportable conduct that is described as a Protected Disclosure in an Appendix to this policy under a law that applies to the geographic location in which the discloser is based.”

This Policy does not apply to a disclosure of information by an individual to the extent that the information disclosed concerns a personal work-related grievance of the discloser unless the disclosure concerns alleged victimisation under this Policy. Personal work related grievances are managed under separate mechanisms and policies.

Eligible Whistleblower

For the purpose of this policy, an Eligible Whistleblower is defined as:

Anyone who is or has been:

- An employee, director or officer of Probe;
- A contractor (including employees of contractors) of Probe;
- A supplier (including employees of a supplier) to Probe;
- An associate of Probe;
- A relative or dependent of any of the above categories; or
- An individual prescribed by law as an Eligible Whistleblower;
- who whether anonymously or not, makes or attempts to make a protected disclosure regarding Improper Conduct.

The Eligible Whistleblower must refer to this policy or request protections under this policy when making a disclosure.

References

Whistleblower Policy



Treasury Laws Amendment (Whistleblower Protections) Act 2019 (Act)
Workplace Conduct and Performance Policy

Document Information

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3.0	25-Aug-20	Amendment to include STOPline details, mandatory content to comply with the <i>Treasury Laws Amendment (Whistleblower Protections) Act 2019 (Act)</i> and changed title from "Doing the Right thing Policy."	J Zaharopoulos	D Reid
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Appendix 1 - Australian Whistleblowers Protection Laws

Purpose

In Australia, the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the *Taxation Administration Act 1953 (Cth)* (**Taxation Administration Act**) both provide protections for persons who make an eligible disclosure.

The purpose of this Appendix is to ensure Probe's Australian entities (Probe Contact Solutions Australia Pty Ltd, Convai Pty Limited, Probe Asia Pacific Pty Ltd, Beepo Support Services Pty Ltd, Probe Customer Management Pty Ltd and Probe Group Holdings Pty Ltd) comply with the Australian Whistleblower Protection Laws that are designed to:

- Avoid fraud and corporate wrongdoing;
- Promote the reporting of fraud and corporate wrongdoing whilst protecting Eligible Whistleblowers from discrimination; and
- Maintain Whistleblower confidentiality.

This Appendix applies when:

- 1) The whistleblower is an Eligible Whistleblower; and
- 2) Their disclosure is made to an Eligible Recipient; and
- 3) The disclosure is a Protected Disclosure.

The circumstances to determine whether there is a Protected Disclosure made by an Eligible Whistleblower to an Eligible Recipient are set out in Part A (Special Protections under the Corporations Act) and Part B (Special Protections under the Taxation Administration Act) of this Appendix.

Disclosures that are not Protected Disclosures do not qualify for protection under the Whistleblower Protection Laws. Non-qualifying disclosures may however be protected under other legislation, such as in Australia the *Fair Work Act 2009 (Cth)*. Further non-qualifying disclosures may still fall within Probe's broader Policy Whistleblowing for investigating alleged wrongdoing.

It is recommended that potential whistleblowers seek the advice of an independent legal adviser before making a disclosure to a regulator or other permitted persons, including when making a Public Interest Disclosure or an Emergency Disclosure as outlined in this Appendix.

It is important that a potential whistleblower understands the criteria for protection under the relevant legislation.

Scope

This Appendix applies to Probe employees, contractors, directors and other persons identified in this Appendix as it relates to Probe's Australian entities (Probe Contact Solutions Australia Pty Ltd, Convai Pty Limited, Probe Asia Pacific Pty Ltd, Beepo Support Services Pty Ltd, Probe Customer Management Pty Ltd and Probe Group Holdings Pty Ltd).

References to Probe in this Appendix are directly referring to Probe's Australian entities.

PART A

Special Protections under the Corporations Act [1]

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to Probe if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - i. an officer or employee of Probe;
 - ii. an individual who supplies goods or services to Probe or an employee of a person who supplies goods or services to Probe;
 - iii. an individual who is an associate of Probe; or
 - iv. a relative, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above

(all being 'Eligible Whistleblowers');

- (b) the disclosure is made to:
 - i. a Probe Protected Disclosure Officer;
 - ii. an officer or senior manager of Probe [2];

- iii. Probe's external auditor (or a member of that audit team)[3];
- iv. an actuary of a Probe [4];
- v. the Australian Securities & Investments Commission (ASIC);
- vi. the Australian Prudential Regulation Authority (APRA); or
- vii. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act (all being 'Eligible Recipients'); and

(c) the Eligible Whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to Probe. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system

(being a 'Protected Disclosure').

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of Probe to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of Probe.

(d) The protections given by the Corporations Act when these conditions are met are:

- i. the Eligible Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the Protected Disclosure;
- ii. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Eligible Whistleblower for making the Protected Disclosure;
- iii. in some circumstances, the reported information is not admissible against the Eligible Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty[5] ;
- iv. anyone who causes or threatens to cause detriment to a Eligible Whistleblower or another person in the belief or suspicion that a Protected Disclosure 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;

v. an Eligible Whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and

vi. the person receiving the Protected Disclosure commits an offence if they disclose the substance of the disclosure or the Eligible Whistleblower's identity, without the Eligible Whistleblower's consent, to anyone except ASIC, APRA, the Australian Federal Police (AFP) or a lawyer for the purpose of obtaining legal advice or representation in relation to the disclosure.

Confidentiality

If a Protected Disclosure is made, the identity of the Eligible Whistleblower must be kept confidential unless one of the following exceptions applies:

- (a) the Eligible Whistleblower consents to the disclosure of their identity;
- (b) disclosure of details that might reveal the Eligible Whistleblower's identity and is reasonably necessary for the effective investigation of the matter;
- (c) the concern is reported to ASIC, APRA, or the AFP; or
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

Public Interest and Emergency Disclosure

An Eligible Whistleblower may also be eligible to make a Protected Disclosure that qualifies for protection under the Whistleblower Protection Laws to a journalist or to a "Member of Parliament" (being a Member of an Australian Commonwealth or State Parliament or an Australian Territory Legislature) - provided the criteria set out below under the heading "Public Interest Disclosure" are met.

An Eligible Whistleblower will only qualify for protection if they have previously made a Protected Disclosure to ASIC, APRA, or another Commonwealth body prescribed.

Note: Public Interest and Emergency Disclosures do not apply to the Australian Tax Office (ATO) in respect of tax affairs.

Public Interest Disclosure

A Public Interest Disclosure is a Protected Disclosure made to a journalist or Member of Parliament

where:

- (a) at least 90 days have passed since the previous making of a Protected Disclosure to ASIC, APRA or another prescribed Commonwealth body;
- (b) the Eligible Whistleblower does not have reasonable grounds to believe that action has been, or is being taken in relation to their Protected Disclosure;
- (c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure is in the public interest;
- (d) the Eligible Whistleblower has given prior written notice to ASIC or APRA, or the Commonwealth body to which they made their previous Protected Disclosure, outlining that they intend to make a Public Interest Disclosure and providing sufficient information so as to identify their previous Protected Disclosure; and
- (e) the extent of the information disclosed in the Public Interest Disclosure is no greater than to inform the journalist or Member of Parliament of the misconduct or improper state of affairs or circumstances, or other conduct falling within the scope of the Whistleblower Protection Laws.

Emergency Disclosure

An Emergency Disclosure is a disclosure made to a journalist or Member of Parliament where:

- (a) a Protected Disclosure has previously been made to ASIC, APRA, or another prescribed Commonwealth body;
- (b) the Eligible Whistleblower has 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;
- (c) the Eligible Whistleblower has given prior written notice to the Commonwealth body to which they made their previous Protected Disclosure, outlining that they intend to make an Emergency Disclosure and providing sufficient information so as to identify the previous Protected Disclosure; and
- (d) only includes information to the extent necessary to inform the journalist or Member of Parliament of the substantial and imminent danger is disclosed.

PART B

Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by Probe or misconduct in relation to Probe's tax affairs if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - i. an officer or employee of Probe;
 - ii. an individual who supplies goods or services to Probe or an employee of a person who supplies goods or services to Probe;
 - iii. an individual who is an associate of a Probe;
 - iv. a spouse, child, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above

(all being 'Eligible Whistleblowers');

- (b) the disclosure is made to:
 - i. a Probe Protected Disclosure Officer;
 - ii. a director, secretary or senior manager of Probe;
 - iii. any Probe external auditor (or a member of that audit team)[6];
 - iv. registered tax agent or BAS agent who provides tax or BAS services to Probe [7];
 - v. any other employee or officer of Probe who has functions or duties relating to tax affairs of Probe (e.g. an internal accountant);
 - vi. the Commissioner of Taxation (**Tax Commissioner**); or
 - vii. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act

(all being ‘Eligible Recipients’); and

(c) if the disclosure is made to a Probe recipient, the Eligible Whistleblower:

i. 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 a Probe or an associate of Probe; and

ii. considers that the information may assist the Probe recipient to perform functions or duties in relation to the tax affairs of a Probe or an associate of Probe; and

(d) if the disclosure is made to the Tax Commissioner, the Eligible Whistleblower considers that the information may assist the Probe recipient to perform functions or duties in relation to the tax affairs of a Probe or an associate of Probe (being a ‘Protected Disclosure’).

The protections given by the Taxation Administration Act when these conditions are met are:

(a) the Eligible Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;

(b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Eligible Whistleblower for making the disclosure;

(c) where the Protected Disclosure was made to the Tax Commissioner, the reported information is not admissible against the Eligible Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;

(d) unless the Eligible Whistleblower has acted unreasonably, an Eligible Whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a disclosure;

(e) anyone who causes or threatens to cause detriment to an Eligible Whistleblower or another person in the belief or suspicion that a disclosure has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;

(f) an Eligible Whistleblower’s identity cannot be disclosed to a Court or tribunal except where considered necessary; and

(g) the person receiving the disclosure commits an offence if they disclose the substance of the disclosure or the Eligible Whistleblower’s identity, without their consent, to anyone except the Tax Commissioner, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the disclosure.

Confidentiality

If a Protected Disclosure is made, the identity of the Eligible Whistleblower will be kept confidential unless one of the following exceptions applies:

- (a) the Eligible Whistleblower consents to the disclosure of their identity;
- (b) disclosure of details that might reveal the Eligible Whistleblower's identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Tax Commissioner or the AFP; or
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

[1]See Part 9.4AAA of the *Corporations Act 2001* (Cth).

[2]Officer and senior manager are defined in the Corporations Act as “a director, or senior manager who makes, or participates in make decisions that affect the whole, or substantial part, of the business of Probe, or who has the capacity to affect significantly Probe’s financial holding.”

[3]Probe’s external auditor at 12 January 2022is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878).

[4]Probe’s actuary at 12 January 2022 is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878).

[5]Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure.

[6]Probe’s external auditor at 12 January 2022 is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878).

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[7]Probe's tax agent at 12 January 2022 is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878).