



Whistleblower Policy

Corporate Policy

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Purpose

PROBE Group 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 integrity and honesty, PROBE Group encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving PROBE Group's businesses and provides protections and measures so that a person who reports such conduct may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This policy has been established to:

- encourage the reporting of Improper Conduct, unlawful and unethical behaviour;
- help deter wrongdoing, in line with PROBE Group'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 Group will protect the identity of persons making disclosures, and other persons because a disclosure has been made, under this Group Whistleblower Policy and safeguard them from detriment and retaliation;
- provide transparency around PROBE Group'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 Group complies with its regulatory and legal obligations.

This policy is an important tool for helping PROBE Group to identify wrongdoing and explains the operation of whistleblowing protections as they apply across PROBE Group's businesses.

Scope

As PROBE Group 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 document.

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 Group encourages whistleblowers, or other persons, to raise issues or ask questions if:

(a) they are unsure:

- a. whether they are covered by this Group Whistleblower Policy;
- b. whether their concerns qualify as a matter to be disclosed under this Group Whistleblower Policy; or
- c. 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

In support of this policy PROBE Group's Executive and its management team 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 levels of PROBE Group management, particularly line managers, play a critical role in creating an ethical culture and a positive and open environment for employees.

All employees have the responsibility to report suspected Improper Conduct.

The Protected Disclosure Officers are responsible for coordination of all Improper Conduct investigations.

What is Reportable Improper Conduct?

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

Examples of conduct that is appropriate to disclose under this policy are set out in the definitions of the above terms later in this document.

What is not Reportable Improper Conduct Under this policy?

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. 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 Group Whistleblower Policy, or a personal work-related grievance that is more appropriately managed through a relevant workplace behaviour policy of PROBE Group, please seek guidance from a Protected Disclosure Officer (see list below).

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

PROBE Group 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)	Phone: +61 466 861 714 elisha.parks@probegroup.com.au
Richard Molloy (Senior Manager, Commercial & Regulatory)	Phone: + 61 3 8416 4027 rmolloy@stellarxm.com
Jo Zaharopoulos (Senior Legal Counsel)	Phone: +61 416 239 849 jo.zaharopoulos@probegroup.com.au

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@stopline.com.au
- Post - PROBE Group, % - Stopline, Locked Bag 8, Hawthorn, Victoria 3122
- App - Search for Stopline in the iTunes App Store or Google Play to download the free app and submit a disclosure

Within Australia under the Whistleblower Protection Laws a Whistleblower may disclose Reportable Improper Conduct to an officer or senior manager of PROBE Group, 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 Group handle a disclosure made under this policy appropriately, an Eligible Whistleblower should provide as much information as possible to enable PROBE Group 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 Group.

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 Eligible Whistleblower must have reasonable grounds to suspect Improper Conduct in relation to PROBE Group when making a disclosure under this policy.

Confidentiality

PROBE Group is committed to protecting the identity of person's making disclosures under this policy. The company 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, the company will provide confidential means for an employee to make protected disclosures without revealing their identity (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 Group to properly investigate anonymous disclosures. We encourage Eligible Whistleblowers who wish to remain anonymous to maintain ongoing two way communication with PROBE Group so that PROBE Group can ask follow up questions or provide feedback.

PROBE Group's investigation of Reportable Improper Conduct

After receiving a disclosure 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 Group policy.

Where the disclosure falls within the scope of this policy, PROBE Group 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 Group will conduct the investigation and its enquiries based on the information provided. As such, it may be difficult for PROBE Group to keep an anonymous discloser updated and PROBE Group's ability to effectively investigate a disclosure may be impacted based on the level of information provided.

Where appropriate, PROBE Group 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 Group will endeavour to complete and satisfactorily close the investigation within 60 business days of its commencement.

PROBE Group Commitment to protecting Eligible Whistleblowers

PROBE Group is committed to the protection of genuine whistleblowers against action taken in reprisal for the making of Protected Disclosures. If deemed appropriate, a member of the People Team will be appointed to support the Eligible Whistleblower.

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

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

Protection against Detrimental Treatment

PROBE Group 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.

Protection of the discloser's identity and confidentiality

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

PROBE Group 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 an Eligible Whistleblower's identity may result in fines, penalties and imprisonment.

Upon receiving a disclosure of Improper Conduct under this policy, PROBE Group will only share the discloser's identity or information likely to reveal their identity if:

- i. the discloser consents in writing;
- ii. PROBE Group 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 Group 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.

Breaches of this 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 Group reserves the right not to investigate reports that it considers to be malicious, vexatious or knowingly untrue.

PROBE Group employees' duty to disclose Reportable Improper Conduct

It is expected that PROBE Group 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 Group to identify any systemic issues across its businesses. This report may be used to make general proposals to improve the compliance culture of PROBE Group. 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 Group's intranet which includes a link to STOPline. The policy will also be readily available on PROBE Group's website.

Review of policy

PROBE Group 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 the Company to ensure it complies with relevant laws and remains relevant and effective.

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 Group company 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	<p>The terms defalcation, misappropriation, and other fiscal wrongdoings refer to, but are not limited to:</p> <ul style="list-style-type: none"> ● any dishonest or fraudulent act ● forgery or alteration of any document or account belonging to PROBE Group ● 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 the Company. ● customers or parties not employed by PROBE Group who commit Fraud or Corruption against PROBE Group or its customers; ● destruction, removal or inappropriate use of records, furniture, fixtures, and equipment ● any similar or related inappropriate conduct.
Corruption	<p>For the purpose of this policy, corruption is defined as:</p> <p>“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.”</p> <p>This includes the offering or accepting of bribes.</p>
Misconduct	<p>For the purpose of this policy, Misconduct may include but is not limited to:</p> <ul style="list-style-type: none"> ● fraudulent/dishonest behaviour ● Unethical conduct ● Mismanagement of PROBE Group 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 Group’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

	<ul style="list-style-type: none"> ● Behaviour that is oppressive, discriminatory or grossly negligent ● A failure to abide by PROBE Group policies and procedures ● Any conduct that brings PROBE Group into disrepute or which damages or has the potential to damage the reputation of PROBE Group.
<p>An improper state of affairs or circumstances</p>	<p>For the purposes of this policy, an improper state of affairs or circumstances includes:</p> <ul style="list-style-type: none"> ● 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).
<p>Protected Disclosure</p>	<p>For the purpose of this policy, protected disclosure is defined as:</p> <p>“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.”</p> <p>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.</p>
<p>Eligible Whistleblower</p>	<p>For the purpose of this policy, an Eligible Whistleblower is defined as:</p> <p>Anyone who is or has been:</p> <ul style="list-style-type: none"> ● An employee, director or officer of PROBE Group; ● A contractor (including employees of contractors) of PROBE Group; ● A supplier (including employees of a supplier) to PROBE Group; ● An associate of PROBE Group; ● 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.

Document Information

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Change history

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0.1	25-Jun-19	First Probe Version	D Reid	J Zaharopoulos E Parks
1.1	6-May-19	Amendment to include STOPLine details, mandatory content to comply with the Treasury Laws Amendment (Whistleblower Protections) Act 2019 and changed title from "Doing the Right Thing Policy".	J Zaharopoulos	D Reid
2	28-Oct-2020	Amalgamation of Stellar and Probe Group policies	J Zaharopoulos P Chirmuley	R Molly

Release authorisation

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Release Name	Senior Legal Counsel

All hard copies of this document are uncontrolled.

Appendix 1 - Australian Whistleblower 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 Group's Australian entities (PROBE Group Asia Pacific Pty Ltd and PROBE Group Group Holdings Pty Ltd (Australia)) 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 Group's broader Group 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 Group employees, contractors, directors and other persons identified in this Appendix as it relates to PROBE Group's Australian entities (PROBE Group Asia Pacific Pty Ltd and PROBE Group Group Holdings Pty Ltd (Australia)).

References to PROBE Group in this Appendix are directly referring to PROBE Group'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 Group if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - i. an officer or employee of PROBE Group;
 - ii. an individual who supplies goods or services to PROBE Group or an employee of a person who supplies goods or services to PROBE Group;
 - iii. an individual who is an associate of PROBE Group; 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 Group Protected Disclosure Officer;
 - ii. an officer or senior manager of PROBE Group[2];
 - iii. PROBE Group’s external auditor (or a member of that audit team)[3];
 - iv. an actuary of a PROBE Group[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 Group. 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 the Group 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 the Company.

- (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 Disclosures

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 Group or misconduct in relation to PROBE Group's tax affairs if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - i. an officer or employee of PROBE Group;
 - ii. an individual who supplies goods or services to PROBE Group or an employee of a person who supplies goods or services to PROBE Group;
 - iii. an individual who is an associate of a PROBE Group;
 - 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 Group Protected Disclosure Officer;
 - ii. a director, secretary or senior manager of PROBE Group;
 - iii. any PROBE Group 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 Group[7];
 - v. any other employee or officer of PROBE Group who has functions or duties relating to tax affairs of the company (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 Group 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 Group or an associate of that Company; and

- ii. considers that the information may assist the PROBE Group recipient to perform functions or duties in relation to the tax affairs of a PROBE Group or an associate of the Company; and
- (d) if the disclosure is made to the Tax Commissioner, the Eligible Whistleblower considers that the information may assist the PROBE Group recipient to perform functions or duties in relation to the tax affairs of a PROBE Group or an associate of the Company (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 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 the Company, or who has the capacity to affect significantly the Company’s financial holding.”

[3] **PROBE Group’s** external auditor at 28 October 2020 is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878)

[4] **PROBE Group’s** actuary at 28 October 2020 is 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 Group’s** external auditor at 28 October 2020 is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878)

[7] **PROBE Group’s** tax agent at 28 October 2020 is PricewaterhouseCoopers, Lisa Harker, Lead Auditor contact - Ethics and Conduct Helpline 1800 I TRUST (1800 487 878)