

# Whistleblower Policy

Corporate Policy

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# Purpose and Scope

The Probe Board and Senior Leadership Team has adopted a strict 'zero tolerance' policy in relation to Improper Conduct within the Probe Group. Such a policy has always been a feature of a company which regards the maintenance of strict standards of honesty and integrity as essential to the interests of all its stakeholders, employees and customers.

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.

This Policy has been established to:

- encourage the reporting of Improper Conduct, unlawful and unethical behaviour;
- provide guidance on a process to enable such reporting;
- enable Probe to effectively deal with Protected Disclosures;
- ensure Probe complies with its obligations to protect individuals who report such behaviour; and
- ensure Probe complies with relevant whistleblower laws including the *Treasury Laws Amendment (Whistleblower Protections) Act 2019 (Act)*.

This Policy applies to Eligible Whistleblowers in relation to the Protected Disclosure of Improper Conduct. This Policy is not intended to apply to customer complaints.

# Responsibilities

Management is responsible for the detection and prevention of Improper Conduct. Each member of management is required to be familiar with the types of improprieties that might occur within their area of responsibility, and be alert for any indication of irregularity.

All employees have the responsibility to report suspected Improper Conduct.

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

# 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.

# Disclosure Process - reporting Improper Conduct

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
- 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 - [progroup@stopline.com.au](mailto:progroup@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

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

The company will take all reasonable steps to protect the identity of the Whistleblower. Maintaining confidentiality is crucial in ensuring reprisals are not made against a 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 to properly investigate anonymous disclosures.

## 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).

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.

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.

# Whistleblower protections - fair treatment

## Commitment to protecting 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.

A 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. Whistleblower details will only be used in connection with the investigation and identity will not be disclosed to anyone else unless:

- Probe is legally obliged to disclose the identity;
- The disclosure is required if and when Probe decides to report to relevant regulatory or police authorities;
- Disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare; or
- A Whistleblower consents in writing to the disclosure.

The company requires that the Whistleblower keep the Protected Disclosure confidential to minimise any prospect of reprisal and provide natural justice to the respondent. Under no circumstance should the Whistleblower communicate the contents of the Protected Disclosure to any internal or external party without first seeking permission from the Whistleblower Investigation Officer.

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

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

## Detrimental action

All reasonable steps will be taken to ensure a 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. Anyone found to be victimising or disadvantaging someone for making a disclosure under this Policy will be subject to disciplinary action under Probe's *Workplace Conduct and Performance Policy*.

If an Eligible Whistleblower is subjected to detrimental treatment as a result of making a report under this Policy they should promptly inform the Head of People or a senior manager within their relevant division/business unit.

### 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.

## General Reporting

Each quarter a report is made to the Chief Executive Officer summarising the Whistleblowing activities for the period. 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.

## 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.





# Availability of Policy

This policy will be available on Probe's intranet which includes a link to STOPline. 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

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.

# Breaches of Policy

Breach of this policy may be regarded as misconduct, which may lead to disciplinary action. In particular, any breach of confidentiality of the information provided by a Whistleblower, or a 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 a 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.

# 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 the Company.

- 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, ASIC Act, the Banking Act, Financial Sector (Collection of Data) Act, Insurance Act, Life Insurance Act, 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.”

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

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

## Document Information

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### Change history

Version	Date	Change	Author	Reviewer(s)*
1.0	25-Jun-18	First Probe Version	D Reid	J Zaharopoulos/ E Parks
2.0	6-May-19	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
3.0	25-Aug-20	Annual review - update to contact details	J Zaharopoulos	
4.0	2-Mar-21	Rebrand to Probe CX	Eve Dani	

### Release authorisation

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