

WHISTLE BLOWER POLICY

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1. OBJECTIVES

ANZGOG seeks to ensure best practice by voluntarily abiding by legislation requiring public companies, large proprietary companies, and corporate trustees of APRA-regulated superannuation entities to have a whistle-blower policy.

Under the *Corporations Act* company officers, company auditors, and other senior people within ANZGOG have obligations if they receive a report from a whistle-blower.

2. DEFINITIONS

In this policy:

- 2.1 **Discloser(s)** refers to the persons eligible to make a disclosure protected by Whistle-blower Laws. These persons are identified in section 7 below.
- 2.2 **Protected Matters** refers to the types of matters outlined at section 4 below, which are protected by Whistle-blower Laws and the terms of this policy.
- 2.3 **Whistle-blower Laws** refers to the protections contained in Part 9.4AAA of the *Corporations Act* 2001 and Part IVD of the *Taxation Administration Act* 1953.
- 2.4 **Whistleblowing Officer/s** is the ANZGOG Chief Executive Officer or the Chair of the ANZGOG Board of Directors

3. COMMENCEMENT AND SCOPE

- 3.1 This policy will commence on 23 November 2023. It replaces all other policies dealing with whistle-blowers and Whistle-blower Laws.
- 3.2 This policy applies to all Disclosers, as defined in section 7 below.
- 3.3 This policy is not intended to create any contractually binding obligation on ANZGOG and does not form part of any contract of employment or other contract for engagements with ANZGOG.

4. TYPES OF DISCLOSURES PROTECTED BY WHISTLE-BLOWER LAWS

- 4.1 A disclosure is protected by Whistle-blower Laws if:
 - (a) the disclosure relates to Protected Matters;
 - (b) the information is disclosed by a Discloser identified in section 7 below; and
 - (c) the disclosure is made to one of the persons identified in section 8 below or section 10 below (provided the pre-requisites in section 10 have been satisfied).
- 4.2 All of the conditions in section 4.1 must be satisfied for a disclosure to be protected by Whistle-blower Laws.

5. PROTECTED MATTERS

- 5.1 The types of disclosures which are protected are those where the Discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state

of affairs or circumstances, in relation to ANZGOG or its related bodies corporate (Protected Matters).

5.2 These types of Protected Matters would include concerns that ANZGOG, its related bodies corporate or employees or officers of ANZGOG or its related bodies corporate, have engaged in conduct that:

- (a) constitutes a contravention of the *Corporations Act 2001*, the *Taxation Administration Act 1953*, the *ASIC Act*, the *Superannuation Industry (Supervision) Act 1993*, the *Banking Act 1959* or any insurance or life insurance statutes;
- (b) constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- (c) represents a danger to the public or the financial system.

6. CONDUCT THAT IS NOT REPORTABLE

6.1 The disclosure of information related to a personal work-related grievance is not generally protected by Whistle-blower Laws. A personal work-related grievance relates to information where:

- (a) the information concerns a grievance in relation to the Discloser's employment or former employment which has implications for the Discloser personally; and
- (b) the information does not have significant implications for ANZGOG that do not relate to the Discloser; and
- (c) the information does not concern conduct or alleged conduct referred to in the three examples cited at sections 5.2 above.

6.2 Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.

6.3 A personal work-related grievance may still qualify for protection if:

- (a) it includes information about Protected Matters, or the disclosure about a Protected Matter is accompanied by a personal work-related grievance;
- (b) ANZGOG has:
 - (i) breached laws punishable by imprisonment for a period of 12 months or more;
 - (ii) engaged in conduct that represents a danger to the public; or
 - (iii) the disclosure relates to information regarding conduct beyond the Discloser's personal circumstances.
 - (iv) the Discloser suffers from or is threatened with detriment for making a disclosure; or

- (v) the Discloser seeks legal advice about the operation of the whistle-blower protections under the *Corporations Act 2001*.
- (c) Please review ANZGOG's Grievance Policy if you are unsure whether a disclosure is protected by this policy.
- (d) A Discloser must not deliberately engage in false reporting.

7. WHO MAY MAKE DISCLOSURES ABOUT PROTECTED MATTERS?

7.1 Each of the following persons may make a protected disclosure:

- (a) ANZGOG's employees and officers as well as their relatives and dependants;
- (b) suppliers of goods or services to ANZGOG;
- (c) employees of suppliers of goods or services to ANZGOG; and
- (d) ANZGOG's related bodies corporate (and their directors/secretaries).

('Discloser(s)')

7.2 There is no requirement for a Discloser to identify themselves to be protected by Whistle-blower Laws. That is, protected disclosures may be made anonymously. Disclosers can refuse to answer questions that they feel could reveal their identity at any time during the investigation and after.

8. PROTECTING ANONYMITY

Complaints can be made anonymously. When lodged with ANZGOG, a discloser can use a pseudonym or can use a non-personalised email account to disclose the information.

Who can a protected matter be disclosed to?

8.1 In order to be protected by Whistle-blower Laws, the disclosure of a Protected Matter must be made to:

- (a) ASIC, APRA or another Commonwealth body which qualifies for protection under the Whistle-blower Laws, such as the ATO;
- (b) a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistle-blower Laws (such disclosures are protected even if the legal practitioner concludes that a disclosure does not relate to a disclosable matter);
- (c) an officer or senior manager of ANZGOG – a "senior manager" is a person who:
 - (i) makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of ANZGOG; or
 - (ii) has the capacity to significantly affect ANZGOG financial standing; and/or
 - (iii) the Whistleblowing Officer.

9. HOW TO MAKE A REPORT

- 9.1 ANZGOG has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct.
- 9.2 For the purposes of this Policy, and while reports can be made in accordance with clause 8, to ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Whistle-blower Officers
- 9.3 Reports may also be posted, marked confidential, to Locked Bag M45, Missenden Road, NSW 2050 marked Confidential and Personal, to the attention of one of the Whistleblowing Officers.
- 9.4 ANZGOG would prefer the report be made in writing, however in person disclosures will also be covered by this policy.

10. EXAMPLES OF DISCLOSABLE MATTERS

- 10.1 Some examples of some disclosable matters specific to ANZGOG include:
- (a) Theft;
 - (b) Violence or threatened violence;
 - (c) Fraud, money laundering or misappropriation of funds;
 - (d) Offering or accepting a bribe;
 - (e) Failure to comply with, or breach of, legal or regulatory requirements;
 - (f) Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or planning to make, a disclosure.
 - (g) Conduct that does not involve a contravention of a law, for example a disclosure may include information regarding a significant risk to public safety.

11. DISCLOSURES TO POLITICIANS AND JOURNALISTS

A disclosure of a Protected Matter to a journalist or member of State or Federal Parliament will be protected by Whistle-blower Laws only if it qualifies for the public interest requirements or emergency requirements outlined below.

A Discloser should contact an independent legal advisor before making a public interest or emergency disclosure.

11.1 Public interest disclosures

A disclosure of Protected Matters to a member of State or Federal Parliament or journalist will be protected by Whistle-blower Laws if all of the following requirements are satisfied:

- (a) the Discloser has previously made a disclosure of the information pursuant to this policy;

- (b) at least 90 days have passed since the previous disclosure was made;
- (c) the Discloser does not have reasonable grounds to believe that action is being or has been taken to address the previous disclosure;
- (d) the Discloser has reasonable grounds to believe that making a further disclosure of the information to a member of Parliament or journalist would be in the public interest;
- (e) the Discloser has given ANZGOG written notification that identifies the previous disclosure and states that the Discloser intends to make a public interest disclosure; and
- (f) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the relevant misconduct or improper state of affairs.

11.2 Emergency disclosures

A disclosure of Protected Matters to a journalist or member of State or Federal Parliament will be protected by Whistle-blower Laws if all of the following requirements are satisfied:

- (a) the Discloser has previously made a disclosure of the information pursuant to this policy;
- (b) the Discloser 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 Discloser has given ANZGOG written notification that identifies the previous disclosure and states that the Discloser intends to make an emergency disclosure; and
- (d) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

12. CONFIDENTIALITY

12.1 Where a disclosure is protected by Whistle-blower Laws, those Laws prohibit persons from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.

12.2 Persons may only disclose the identity of a Discloser with the Discloser's consent or to ASIC, APRA, the AFP or a legal practitioner for the purposes of obtaining legal advice about the Whistle-blower Laws.

12.3 Persons may also disclose the existence of the Protected Matters (without disclosing the identity of the Discloser) to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser's identity can be discovered. These disclosures may include disclosures to:

- (a) the Director, Finance and Business, the Chief Executive Officer or the Chair of the Audit, Risk and Compliance Committee;

- (b) delegates to HR or other managers to make inquiries or to conduct investigations or order external investigations as is deemed appropriate; and
 - (c) disclosures to respondents to complaints to ensure that the person/s against whom allegations are made are given the opportunity to respond to any allegations.
- 12.4 Any breach of these confidentiality protections attracts significant fines for both individuals and companies.
- 12.5 A Discloser may lodge a complaint with ANZGOG in the event confidentiality is breached. A Discloser may also lodge a complaint with ASIC, APRA or the ATO for investigation into a breach of confidentiality.
- 12.6 ANZGOG will keep the identity of the Discloser (and those referred to in the disclosure) confidential as required by law and except to the extent that it is legally compelled to disclose those identities.

13. IMMUNITY FOR DISCLOSER & OTHERS

13.1 Protection for Discloser

- (a) If a Discloser makes a disclosure protected by Whistle-blower Laws, the Discloser cannot be subject to any civil, criminal, or administrative liability for making the disclosure and cannot be subject to any contractual breach or other civil claim on the basis of the disclosure.
- (b) No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.
- (c) A Discloser can still qualify for protection even if their disclosure turns out to be incorrect.

13.2 Protection for individuals mentioned in a disclosure

ANZGOG will ensure those mentioned in a disclosure are treated fairly.

14. VICTIMISATION PROHIBITED

14.1 Whistle-blower Laws prohibit any person or company from:

- (a) engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistle-blower Laws; or
- (b) carrying out any threats to cause detriment to any person (whether express or implied threats) because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistle-blower Laws.

- 14.2 Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.

- 14.3 Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.
- 14.4 A Discloser, or any other person, can seek compensation and other remedies through the courts if:
- (a) they suffer loss, damage or injury because of a disclosure; and
 - (b) ANZGOG failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

15. DETRIMENTAL CONDUCT

- 15.1 A person cannot make a threat to cause detriment to a Discloser (or another person) in relation to a disclosure. Examples of detrimental conduct prohibited by law includes:
- (a) dismissal of an employee;
 - (b) injury of an employee in his or her employment;
 - (c) alteration of an employee's position or duties to his or her disadvantage;
 - (d) harassment or intimidation;
 - (e) damage to a person's property;
 - (f) reputational damage.
- 15.2 Reasonable administrative action, such as relocating the Discloser, for the purpose of protecting a Discloser is not detrimental conduct. Further, managing a Discloser's unsatisfactory work performance is not detrimental conduct.

16. REPORTING AND INVESTIGATING PROTECTED MATTERS

16.1 Reporting

Persons may disclose Protected Matters by either of the following steps:

- (a) Submit a written complaint or report and any relevant documentation on any Protected Matters to the person identified in section 8.1 of this policy who is the Discloser's relevant manager, or ANZGOG contact. The manager or contact will report the concerns to the Whistleblowing Officer. If a Discloser wishes to make a complaint outside of business hours, arrangements can be made to accommodate this request.
- (b) If a Discloser has a concern with Step 1 (for example the Discloser reasonably believes that the manager is involved in the Protected Matters or the Discloser does not feel comfortable reporting it to their manager for any other reason), then the Discloser may submit a report directly to the Whistleblowing Officer.

16.2 Investigations

- (a) ANZGOG will refer Protected Matters to its Whistleblowing Officer for investigation to determine whether misconduct or some other improper state of affairs exists.

- (b) The Whistleblowing Officer will investigate the relevant matters in a manner compliant with the confidentiality obligations outlined in section 11 of this policy.
- (c) The Whistle-blowing Officer may alternatively:
 - (i) appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
 - (ii) refer Protected Matters directly to ASIC, APRA or the Australian Federal Police.
- (d) Whilst every investigation process will differ according to the relevant circumstances, the Whistleblowing Officer will ordinarily ensure that appropriate enquiries are made to determine whether:
 - (i) the allegations are substantiated; and
 - (ii) responsive action needs to be taken in order to address any established misconduct or other improper state of affairs.

17. HANDLING A DISCLOSURE

- (a) ANZGOG will endeavour to keep the Discloser informed during the investigation process.
- (b) ANZGOG will record the investigation findings and communicate those findings – in writing or orally depending on the circumstances of the disclosure – to the Discloser at the earliest opportunity.
- (c) The investigation findings will be reported to the persons to whom the Protected Matter was disclosed.

18. SUPPORTING WHISTLE-BLOWERS, PROVIDING FAIR TREATMENT AND PROTECTION FROM DETRIMENT

18.1 Support

ANZGOG intends to support Disclosers making disclosures about Protected Matters and to put in place procedures to promote fair treatment of Disclosers and protect them from detriment. This can be achieved by:

- (a) Investigating all complaints in accordance with the procedures outlined in this policy.
- (b) Taking appropriate disciplinary action against any employees, contractors or officers that breach the victimisation or confidentiality provisions of the Whistle-blower Laws.

18.2 Protection from detriment

ANZGOG will endeavour to provide the following protection to Disclosers including:

- (a) implementing support services (counselling) for Disclosers;
- (b) taking action to protect Disclosers for example, allow Disclosers to perform duties from other locations.

Taking such other steps that may be reasonable and appropriate in the circumstances.

19. ADDITIONAL INFORMATION

Disclosers may seek additional information prior to making a disclosure by contacting the Whistleblowing Officer. Alternatively, Disclosers may seek independent legal advice prior making a disclosure.

20. ACCESS TO THIS POLICY

This policy will be made available to all ANZGOG employees and officers by the following means:

- (a) By hard copy and online in the employee manuals
- (b) The policy will otherwise be disclosed to employees on commencement of employment.

21. BREACHES OF THIS POLICY

- (a) All employees and contractors of ANZGOG are required to comply with this policy at all times as well as with Whistle-blower Laws.
- (b) Non-compliance with this policy or Whistle-blower Laws may result in disciplinary action up to and including termination of employment or termination of a contractor's services.

22. VARIATIONS

This policy may be varied, amended, replaced or terminated from time to time and at any time at the absolute discretion of ANZGOG.

- 22.1 At least once a year this policy will be reviewed by the CEO and ARC. Any substantive changes to the policy will be recommended to the Board of Directors to be ratified.

Version Control Table

Title	ANZGOG Whistleblower Policy			
Created By	Rachael Sutton			
Date Created	4 May 2020			
Maintained By	CEO and Governance Coordinator			
Version Number	Modified By	Modifications Made	Date Modified	Status
1.0	Rachael Sutton, Honorary Solicitor	Developed		
1.0	Audit Risk and Compliance Committee	Accepted for Board ratification	4 May 2020	DRAFT
1.0	ANZGOG Board	Ratified. Post on website and	14 May 2020	FINAL
1.0	CEO	Provided staff, posted on website	1 June 2020	
2	Rachael Sutton of Mills Oakley	Reviewed and edited	28 April 2022	DRAFT
2.1	Tai Williams (Holman Webb)	Complete re-write to meet current compliance	2/11/2023	DRAFT
2.2	ARC	ARC recommendation for Board to accept.	14/11/2023	DRAFT
3.0	ANZGOG Board	Ratified.	23/11/2023	FINAL
	ANZGOG Board	Review – no amendments	22/02/2025	NO CHANGE