

# Thinextra

## Whistleblower Policy

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## 1. Purpose and Scope

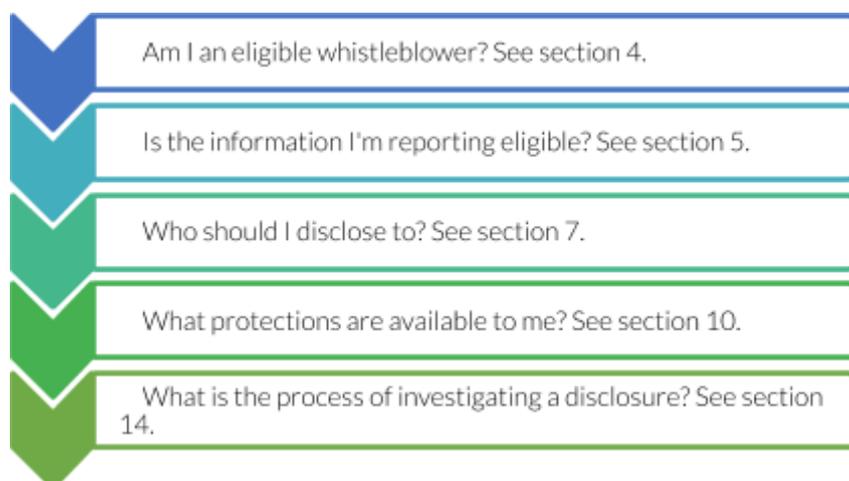
Thinxtra Limited (**we, our or us**) are committed to creating an ethical work environment where our staff feel safe and are encouraged to speak up and report conduct that concerns them. We recognise that wrongdoing may not be uncovered unless there is a safe and secure means for telling someone about it. We recognise that uncovering wrongdoing is important for managing risks, maintaining our integrity and upholding our corporate governance framework.

The purpose of this policy is to make sure that:

- you understand that you can disclose wrongdoing safely, securely and with confidence that you will be protected and supported;
- you are aware of the protections offered to whistleblowers under the *Corporations Act 2001* (Cth)
- you are not subject to reprisal, repercussion or victimisation because you made a disclosure;
- disclosures are dealt with appropriately and on a timely basis;
- we are transparent about our framework for receiving, handling and investigating disclosures;
- we encourage more disclosures of wrongdoing; and
- we help deter wrongdoing.

You should read this policy along with our Code of Ethics, Workplace Anti-Discrimination and Harassment Policy and Workplace Bullying Prevention Policy.

## 2. Structure of the Policy



## 3. Overview of Whistleblower Protection



## 4. Who is an Eligible Whistleblower?

Any of the following people can be eligible whistleblowers:

- our current or former employees
- our current or former officers
- our current or former contractors or suppliers (whether paid or unpaid)
- current or former employees of our contractors or suppliers (whether paid or unpaid)
- any current or former individual who is or was our associate
- any current or former spouse, dependant or relative of any of the above categories of people.



Throughout this policy, we use the term “whistleblower” to refer to people who fit within any of the above categories.

## 5. What is a Disclosable Matter?

A disclosable matter under this Policy is any information that a whistleblower has reasonable grounds to suspect:

- concerns misconduct or an improper state of affairs or circumstances in relation to us or any of our entities; or



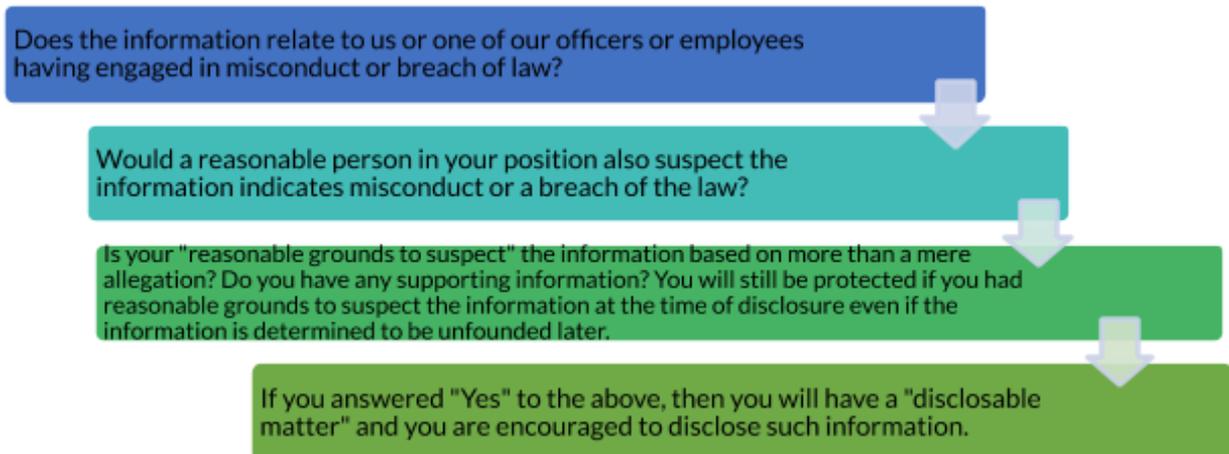
- Indicates that we, our entities or any of our officers or employees have engaged in conduct that:
  - breaches the Corporations Act, or other financial sector laws enforced by ASIC or APRA;
  - is an offence against other Commonwealth legislation and punishable by imprisonment for 12 months or more; or
  - represents a danger to the public or the financial system

According to ASIC, 'reasonable grounds' means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

Some examples of disclosable matters are:

- Negligence
- Insolvent trading
- Unethical conduct
- Fraud
- Unfair or unethical dealing with a customer, supplier or agent
- Tax misconduct
- Breach of duty or trust
- Corrupt conduct
- Money Laundering
- Offering or accepting a bribe
- Health and safety risks
- Criminal conduct, such as selling or dealing illicit drugs
- Human rights abuses

To summarise whether information is a disclosable matter, you should consider the following:



## 5.1. Public Interest Disclosures

The Corporations Act allows for the making of Public Interest Disclosures provided that specific requirements are met. In order to make a public interest disclosure:

- You must have previously made a disclosure to ASIC, APRA or a Commonwealth authority;
- At least 90 days have passed since that disclosure;
- You have reasonable proof that no action is being taken to address your disclosure within 90 days. This means you must write to the body again. You must include enough information to identify your previous disclosure and state that you intend to make a public interest disclosure.
- You must also have reasonable grounds to believe that further disclosure is in the public interest.

Public interest disclosures can only be made to a Member of Parliament or a Journalist, and you can only disclose information to the extent necessary to inform the recipient of your concerns.

## 5.2. Emergency Disclosures

The Corporations Act allows for the making of emergency disclosures in the following circumstances:

- You must have previously made a disclosure to ASIC, APRA or a Commonwealth authority;
- You have reasonable grounds to believe the information concerns a substantial and imminent danger to people or the environment;
- You write to the body again and include sufficient information to identify the previous disclosure; and state that you intend to make an emergency disclosure.

Emergency disclosures can only be made to a Member of Parliament or a Journalist, and you can only disclose information to the extent necessary to inform the recipient of your concerns.

## 6. Interaction with the Workplace Behaviour Policies

You should use this policy to deal with complaints that are disclosable matters.

If a matter relates to a personal work-related grievance, it is usually not a disclosable matter and should be dealt with under:

- Code of Ethics Policy
- Workplace Anti-Discrimination and Harassment Policy
- Workplace Bullying Prevention Policy
- Any other relevant policy

Personal work-related grievances are those that relate to your current or former employment and have implications for you personally but do not:

- have any other significant implications relating to Thinxtra as an organisation; or
- relate to any “disclosable matters” as outlined in section 5

If a personal work-related grievance involves systemic issues relating to Thinxtra, you may choose to utilise the protections under this policy.

The following diagram provides guidance on the types of matters dealt with under each policy.



## 7. Who is an Eligible Recipient?

If you are a whistleblower with reasonable grounds to suspect a disclosable matter, you must make your disclosure to an “**eligible recipient**” in order to be protected.



We encourage you to make your disclosure to our Internal Whistleblower Protection Officer using the contact details below or by using our independent Global Whistleblower Hotline or Website using the contact details below:

Whistleblower Protection Officer	Independent Global Hotline & Website
<p> <b>1800 318 043</b></p> <p>* Message can be left 24 hours a day</p> <p><b>NOTE: This hotline is STRICTLY for whistleblowing disclosures.</b></p>	<p> <b>1300 687 927</b></p> <p>Unique Key: THINX2020 Client Reference Number: rc3v291</p> <p>* Available 8:00am to 5:00pm Monday to Friday AEST</p>

 <a href="mailto:whistleblower@thinextra.com">whistleblower@thinextra.com</a> * Can send message 24 hours a day	 <a href="https://www.whistleblowingservice.com.au/thinxtra/">https://www.whistleblowingservice.com.au/thinxtra/</a> Unique Key: THINX2020 Client Reference Number: rc3v291 * Can submit message on online portal 24 hours a day
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If you choose to make a disclosure through our independent global hotline and website, please take note of the Unique Key **THINX2020** and Client Reference Number **rc3v291**.

You can choose to remain anonymous while making a disclosure (for example by using our Global Hotline or Website and/or using a pseudonym), over the course of the investigation and after the investigation is finalised.

You can refuse to answer any questions that you consider may reveal your identity including during follow-up conversations. However, you may wish to consider maintaining an ongoing two-way communication with us so that we can ask follow-up questions or provide feedback.

You may also make your disclosure to another eligible recipient, as provided for by the Corporations Act. An eligible recipient includes any of the following people:

- one of our officers or senior managers;
- our auditor, or a member of the team conducting our audit;
- our actuary (if applicable);
- Australian Securities and Investments Commission (ASIC);
- Australian Prudential Regulatory Authority (APRA);
- another Commonwealth Authority that has been nominated under the Corporations Act; or
- a lawyer who acts for you.

If your disclosure relates to our tax affairs, you may also contact an auditor, prescribed tax agent director, secretary or any other employee or officer whose duties relate to our tax affairs.

If your disclosure is an emergency disclosure or a public interest disclosure, you may contact a journalist or Member of Parliament. Further information about emergency and public interest disclosures is contained in Sections 5.1 and 5.2.

## 8. Whistleblower Protections

We are committed to protecting whistleblowers from any adverse action that may arise from making a disclosure. The following protections are available for qualifying disclosures.



### 8.1. Immunities

Under the Corporations Act, whistleblowers will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making a disclosure, and no contractual (e.g. employment contract) or other remedy may be enforced or exercised against you because of the disclosure.

If the disclosure is a public interest disclosure, emergency disclosure or the disclosure has been made to ASIC, APRA or other approved Commonwealth authority, the information cannot be used against you in criminal or civil proceedings or in proceedings (other than proceedings in respect to false information).

If your disclosure relates to our tax affairs, the Taxation Administration Act 1953 provides you with similar protections to those under the Corporations Act.

However, the above protections do not grant immunity for any misconduct you may have engaged in that is revealed in your disclosure.

### 8.2. Confidentiality

Under the Corporations Act, whistleblowers are protected by the requirement that their identity and information that may lead to their identification be kept confidential. This requirement is subject to some exceptions, namely when the:

- information is disclosed to ASIC, APRA or the AFP or another prescribed person or body;
- information is disclosed to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower protections under the Corporations Act; or
- whistleblower consents to the disclosure.

It is permissible to disclose information contained in a disclosure on a need to know basis, with or without your consent if:

- the information does not include your identity;
- we have taken reasonable steps to reduce the risk that you will be identified from the information; and
- it is reasonably necessary to disclose the information to investigate the issues raised in the disclosure.

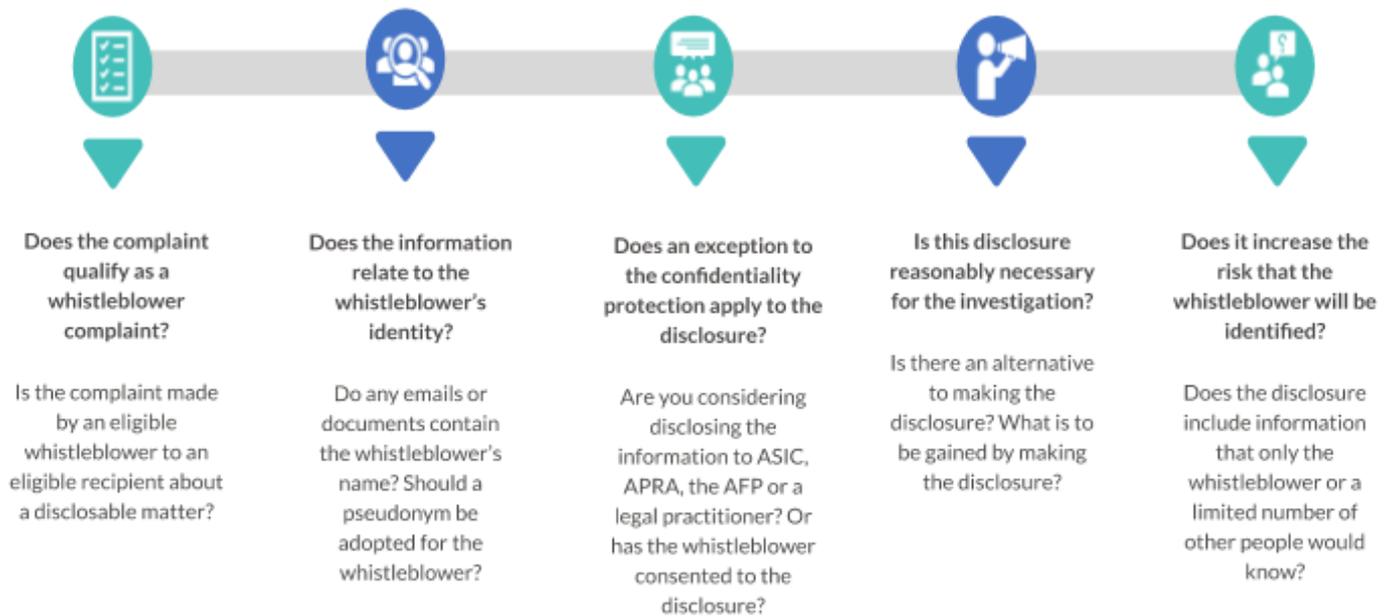
We want to ensure that the identity of any whistleblower is protected. To ensure that this happens, we will observe all of the following measures:

- All paper and electronic documents and other materials relating to disclosures are stored securely.
- All information relating to a disclosure can only be accessed by those directly involved in managing and investigating the disclosure.
- Where absolutely necessary, a very restricted number of people who are directly involved in handling and investigating a disclosure are made aware of a whistleblower's identity. These people will be subject to very strict confidentiality restrictions.
- Communications and documents relating to the investigation of a disclosure are not sent to an email address or to a printer that can be accessed by other staff.
- Each person who is involved in handling and investigating a disclosure is reminded that they should keep the identity of the whistleblower and the disclosure confidential and that an unauthorised disclosure of a discloser's identity may be a criminal offence.

**Disclosures which breach the confidentiality protections are an offence under the Corporations Act.**

**If you are the recipient of a whistleblower complaint, you should think carefully before you disclose any information to others.**

If you receive a disclosure from a whistleblower, you should use the following diagram to assist you in deciding whether to disclose information and seek advice if required.



A whistleblower may lodge a complaint with us, ASIC, APRA or ATO in the event of breach of confidentiality.

### 8.3. Protection from Detriment

The Corporations Act protects whistleblowers from victimisation and suffering any detriment by reason because they made a disclosure. We will not tolerate conduct that causes detriment to someone who has or may have made a whistleblower complaint.

**It is an offence to engage in conduct that causes detriment to, or threatens to cause detriment to, a person in circumstances where you believe or suspect that they have made a whistleblower complaint.**

You may seek independent legal advice or contact ASIC, APRA or the ATO if you believe you have suffered detriment. Detriment can be in the form of , but is not limited to the following ways.

- Dismissal of whistleblower
- Injury
- Alteration of whistleblower's position or duties to his or her disadvantage
- Discrimination
- Harassment or intimidation
- Express or implied threat to cause detriment to the whistleblower (or another person) in relation to a disclosure
- Harm or injury, including psychological harm
- Damage to property
- Damage to reputation
- Damage to business or financial position
- Any other damage to a person

However, the following types of conduct are not detrimental conduct:

- administrative action that is reasonable for the purpose of protecting you from detriment (e.g. moving you to another office protect you from detriment if your disclosure involved someone from your immediate work area; or
- managing your unsatisfactory work performance, if the action is in line with our performance management framework.

Examples of how we will protect you from detriment include:

- assessing the risk of detriment to you and taking action to protect you from risk of detriment (e.g. reassigning you to another role at the same level, making modifications to your workplace or the way you perform your work duties or reassigning staff involved in the disclosable matter);
- considering strategies to help you minimise and manage stress, time or performance impacts; or
- making support services available to you.

## 8.4. Deliberately False or Misleading Disclosures

If you make a malicious, deliberately false or vexatious allegations of a disclosable matter, you could be subject to disciplinary proceedings.

## 9. Compensation and Other Remedies

You can seek compensation and other remedies through the courts if you suffer loss, damage or injury because of a disclosure and we failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct. You are encouraged to seek independent legal advice if you wish to seek compensation or other remedies.

If anyone engages in, or aids, abets, counsels, procures, induces, conspires or are in any way knowingly concerned in, or party to, detrimental conduct described in Section 8 above, then a court has the power to require that person and/or us to compensate the other person for loss, damage or injury suffered as a result of that conduct. The court also has the power to make any other orders or considers appropriate. If you have made your disclosure anonymously to our independent global hotline or website then the disclosure will be directed on a totally anonymous basis to our Whistleblower Protection Officer.

## 10. Investigating a Disclosure

As mentioned above, we strongly encourage you to make your disclosure to our Whistleblower Protection Officer.

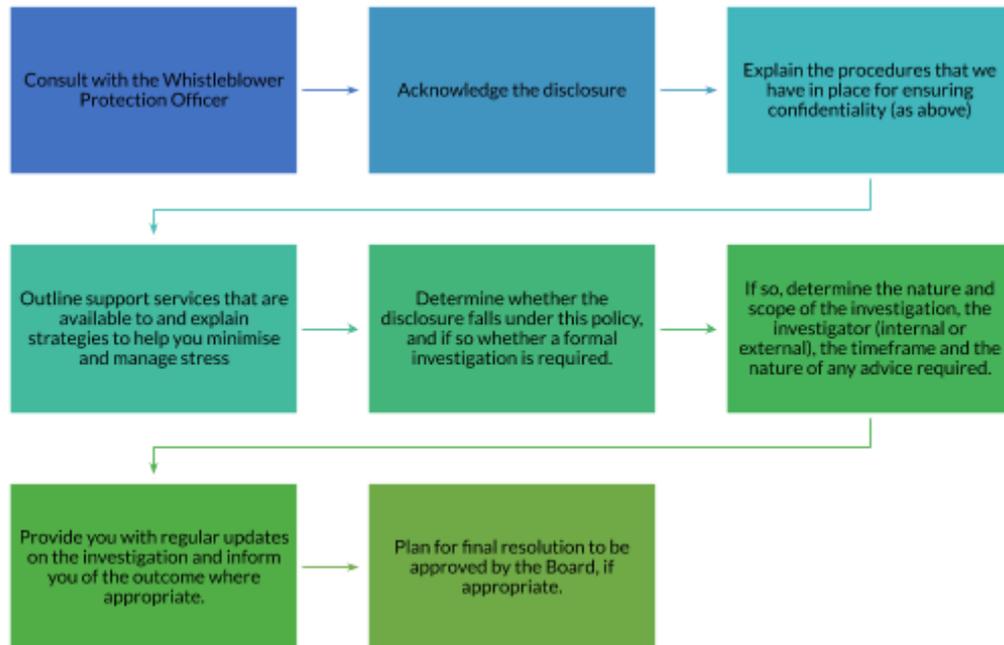
If you make a disclosure as a whistleblower, we will investigate this as soon as possible. This may include appointing an external investigator to investigate the matter. If you have made your disclosure anonymously to our independent global hotline or website then the disclosure will be directed on an anonymous basis to our Whistleblower Protection Officer.

The person to whom you disclose your disclosable matter will:

- a. not disclose your identity (if it is known) to anyone without your written consent (other than if an exception applies – see section 8.2);
- b. if they are not the WPO, notify the WPO of the disclosure (unless that person is involved in the disclosable matter, in which case they will consult with the CEO who will appoint an acting WPO);
- c. take immediate action where, for example, theft has taken place, security is at risk, or immediate recovery is possible— and contact the CEO if the WPO cannot immediately be reached; and
- d. explain that people may guess your identity if, for example, you have previously mentioned to other people that you are considering making a disclosure or if you are one of a very small number of people with access to the information.

We may not be able to undertake an investigation if we are not able to contact you, for example, you may have made a report anonymously or have either refused to provide or have not provided a means of contacting you.

The following process will typically be followed.



If you receive any inquiries from the media, they **must be directed to the CEO**, who may consult with the Board and/or external advisers.

Should the disclosable matter relate to the CEO or contain sensitive information that should not be disclosed to the CEO, the whistleblower can disclose the disclosable matter directly to a member of the board and ask that it is not shared with the CEO.

If an investigation is conducted, investigation findings will be documented and reported to the Board while preserving confidentiality (see Section 8.2). How this will be done will depend on the nature of the disclosure. In most cases, you will receive details of the outcome of the investigation but there may be circumstances where it may not be appropriate to provide you with details of the outcome.

## 11. Fair Treatment of Individuals Mentioned in a Disclosure

We will ensure that any individual who is mentioned in a disclosure will be treated fairly. We will take the following measures to ensure fair treatment:

- disclosures will be handled confidentially when it is practical and appropriate to do so in the circumstances;
- each disclosure will be assessed and may be the subject of an investigation;
- if an investigation is undertaken, the process will be objective and fair;
- the investigation will determine whether there is sufficient evidence to substantiate or refute the matters reported; and
- we will let the individual know about the subject matter of the investigation as appropriate and provide access to support services such as counselling.

## 12. Availability and Training of Policy

This policy should be read in conjunction with our Code of Ethics, Workplace Anti-Discrimination and Harassment Policy, Workplace Bullying Prevention Policy and other applicable policies.

This policy is provided to all our officers and employees.

We will take reasonable steps to ensure that:

- our employees receive training regarding this Policy and our processes and procedures; and
- our officers and senior managers receive appropriate training to deal with whistleblower disclosures.

## 13. Review of Policy

This policy does not form part of your contract of employment. This policy cannot be amended without the approval from our Board. It will be reviewed annually to ensure it remains effective and meets best practice standards and our needs.

## 14. Contact

Any questions relating to this Policy should be directed to [hr@thinxtra.com](mailto:hr@thinxtra.com)