



Whistleblower Policy

McMillan Shakespeare Group of Companies



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Explanatory Note

This policy has been prepared by McMillan Shakespeare Limited and is available on the McMillan Shakespeare website at . It is also available to employees on the [MMS](#) intranet.

More information about whistleblowing and the whistleblowing protection regime in Australia is available on the Australian Securities and Investments Commission (**ASIC**) website: www.asic.gov.au

Information about whistleblowing and the whistleblowing protection regime in New Zealand is available on the Ombudsman New Zealand website: <https://www.ombudsman.parliament.nz/>

1. Purpose of this Policy

McMillan Shakespeare Limited and its subsidiaries (**MMS**) has responsibilities to its shareholders, employees, directors, clients and regulators to comply with applicable laws. The responsibilities of the MMS Board include oversight of compliance with regulatory, ethical and prudential requirements.

MMS is committed to fostering a supportive and open environment for its employees and creating positive relationships with all stakeholders. This Whistleblower Policy has been adopted to make sure that people feel comfortable and supported in coming forward to raise any concerns of any actual or suspected misconduct without fear of reprisal. This Policy also explains legal protections available to disclosers.

MMS expects all officers and employees of MMS to read and familiarise themselves with this Policy.

The aim of this Policy is to:

- encourage and support the disclosure of any actual or suspected misconduct, or any improper state of affairs or circumstances, by providing assurance to Disclosers that it is safe to do so;
- provide information about how MMS handles disclosures of such matters; and
- assist in ensuring that any potential misconduct or improper states of affairs or circumstances are identified and dealt with appropriately by MMS.

This Policy provides information about:

- the protections available to Disclosers under this Policy;
- the types of disclosures that qualify for protections under the law;
- how and to whom disclosures can be made;
- how MMS handles disclosures; and
- how MMS supports Disclosers and makes sure of the fair treatment of People involved in a disclosure.

This Whistleblower Policy is available on MMS's intranet, on our website at <https://mmsg.com.au/overview/#governance> , and by asking any of our Whistleblower Report Officers for a copy.

2. Scope – who does this Policy apply to?

This Policy applies to all business units of MMS in Australia and New Zealand.

Specifically, this Policy applies to the following persons:

- any current or former director, officer, company secretary or employee of MMS;
- any current or former supplier of goods or services to MMS (such as contractors, consultants, service providers and business partners) (whether paid or unpaid) and their employees;
- an associate of MMS; and
- someone who is a relative, dependent or spouse, of any of the people listed above.

3. Disclosers

Disclosers refers to any person referred to in Section 2, who makes a report in line with this Policy. The Board and Management of MMS encourage and expect Disclosers to report any reasonably suspected misconduct or any improper state of affairs or circumstances as this provides MMS an opportunity to identify wrongdoing that otherwise may not be revealed, and to take corrective measures to remedy it. Disclosers who make reports made in line with this Policy are protected as whistleblowers under this Policy and applicable laws.

4. Criteria for protection under whistleblower laws

In Australia there are legislative protections for Disclosers (also known as whistleblowers) provided they and their disclosure meet certain criteria. To qualify for this statutory protection under the *Corporations Act 2001* (*Cth*) or applicable taxation legislation, the report must:

- be made by a person described in section 2 of this Policy;
- be made in relation to a MMS company;
- be made to an 'eligible recipient' as described in this Policy; and
- concern Reportable Conduct as described in this Policy.

The Discloser doesn't need to provide evidence that proves the Reportable Conduct to be eligible for protection as a whistleblower, but they do need to have reasonable grounds for their suspicion that the Reportable Conduct is occurring. This could include overhearing a conversation, business records or correspondence, for example.

5. What sorts of concerns should be disclosed – what is Reportable Conduct?

Individuals referred to in section 2 of this Policy are encouraged to make a disclosure if they have reasonable grounds to suspect any misconduct or an improper state of affairs or circumstances Concerning any MMS company. This includes any actual or suspected wrongdoing, illegal, unacceptable or undesirable conduct. In this Policy, this is referred to as a disclosure of "**Reportable Conduct**". The concern does not need to involve breach of a law to be regarded as Reportable Conduct.

The concept of an "improper state of affairs or circumstances" is intentionally broad and we can't list every possible kind of conduct that may fall within this definition. It may, for example, indicate a systemic issue that MMS or a regulator should know about, or relate to business behaviour or practices that may cause consumer harm.

Reportable Conduct is anything the Discloser has reasonable grounds to suspect concerns any of the following in relation to a MMS company:

- Criminal conduct (for example, in relation to theft, illicit drugs, violence or criminal damage);
- corruption or bribery;
- theft, fraud, dishonesty or misappropriation;
- unethical or negligent conduct, including any breach of MMS's Code of Conduct or MMS policies or procedures;
- significant mismanagement or waste of funds or resources;
- misconduct or an improper state of affairs or circumstances in relation to the tax affairs of any MMS company;
- activity that poses a serious harm to public health, safety or environment;
- a danger to the public or the financial system;
- a breach of the law that is punishable by imprisonment 12 months or more;
- a breach of the following legislation (or a related instrument):
 - the Corporations Act 2001;
 - the Australian Securities and Investments Commission Act 2001;
 - the Banking Act 1959;
 - the Financial Sector (Collection of Data) Act 2001;
 - the Insurance Act 1973;
 - the Life Insurance Act 1995;
 - the National Consumer Credit Protection Act 2009; or
 - the Superannuation Industry (Supervision) Act 1993.

- Victimising, harming or threatening someone in connection with actual, potential or suspected whistleblowing.

Disclosers who reasonably suspect wrongdoing are encouraged to make a report under this Policy even if they are unsure whether the matter would be considered to be Reportable Conduct. The Discloser in these circumstances will be treated in the same manner under this policy regardless of whether the matter qualifies for protection under Australia's whistleblower laws.

6. What is not covered?

Personal work related grievances and other complaints

Although the scope of Reportable Conduct is broad, it does not include a grievance which is solely about a personal workplace matter affecting the Discloser and does not have a significant implication for MMS, or include or relate to any Reportable Conduct such as that mentioned above.

An example of a personal workplace grievance is:

- an interpersonal conflict between two employees; or
- a decision about your employment, transfer or promotion, or the terms and conditions of your employment.

Such grievances should be discussed with your immediate manager or the Human Resources team. For current MMS employees, the MMS Grievance Resolution Procedure provides further information and can be accessed on the HR policies page on the MMS Intranet [here](#).

However, a personal workplace grievance may qualify for protection under the whistleblower laws and this Policy if it has significant implications for MMS and/or if it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (i.e. a mixed report). If you are not sure whether the matter is Reportable Conduct, you should report the matter under this Policy.

If you need to report a health and safety incident or hazard, please contact your manager immediately and comply with applicable directions and MMS policy in relation to workplace health and safety.

For customer complaints, please refer to the MMS Complaints and Feedback Policy, available [here](#).

False reports

You must only report matters where you reasonably suspect you have information concerning Reportable Conduct, being misconduct or an improper state of affairs or circumstances concerning MMS. If you make a report on that basis that – after investigation – turns out to be mistaken, you will not have made a false report.

However, if you knowingly or recklessly make a false report (a report not based on reasonable grounds) to an eligible recipient under this Policy, you will not be eligible for protection as a whistleblower and this will be considered a serious disciplinary matter. Disciplinary action may include dismissal or termination of your engagement.

7. Who can a disclosure be made to – who are MMS’s “eligible recipients”?

Disclosers can make reports that qualify for protection to designated “eligible recipients” of MMS. Reports to our eligible recipients are regarded as reporting “internally”. Disclosers can also make protected reports “externally”, directly to prescribed regulators and others outside of MMS. Reports that can be made “externally” are described below.

Disclosers are encouraged to report internally in the first instance.

Reporting internally

Disclosers are encouraged to report concerns about Reportable Conduct to **Your Call** Disclosure Management Services (**Your Call**) which is an external and independent organisation appointed by MMS to assist individuals in reporting concerns under this Policy.

Disclosers can report to Your Call anonymously, if desired. Your Call can be contacted online using the following details:

Name	Description
Website	www.whistleblowing.com.au or www.your-call.com.au
Login Name	MCMS0000

To make a report from the website, click on the “*Make a Report*” button on the right hand side of the screen. The Discloser will then need to follow the prompts after entering MMS’s unique identifier code **MCMS0000**.

The Discloser will be asked to report the information on an electronic form which is entirely between the Discloser and **Your Call**. The identity, information and privacy of the Discloser will be protected by secure 256-bit encryption and the Discloser will be able to upload documentation and/or other evidence that they may have to support your information.

To protect the confidentiality of the information, a Discloser can either:

- remain completely anonymous; or
- disclose their identity only to Your Call, which Your Call will not disclose to MMS until they have the Discloser’s permission or until required by law; or
- disclose their identity to both Your Call and to MMS.

Your Call will direct disclosures it receives to a Whistleblower Report Officer, shown below (usually, this will be to the Group General Counsel), or to such other person as the Chair of the Board or the Audit, Risk and Compliance Committee (**ARCC**) appoints from time to time (for example, to deal with a conflict of interest or manage risk of identification in relation to a specific disclosure).

This means that by making a report to Your Call, the Discloser consents to Your Call providing details of the report to one or more Whistleblower Report Officers for purposes of this Policy.

If the Discloser does not want Your Call to provide details of the report to a particular eligible recipient named in this Policy, the Discloser should clearly state this when making the report.

Note: Your Call will not disclose the Discloser’s identity to any person, including the Whistleblower Report Officer, without consent.

While Your Call is our preferred channel, Disclosers can also make protected whistleblower disclosures to specified “Whistleblower Report Officers” at MMS, each of whom is an “eligible recipient” under the whistleblower laws and this Policy. **The Whistleblower Report Officers are:**

Name	Designation	Direct Telephone Number	Email
Ms. Helen Kurincic	Chair of the MMS Board	(03) 9097 3995	helen.kurincic@mmsg.com.au
Ms. Kathy Parsons	Chair of the ARCC	(03) 9097 3380	kathy.parsons@mmsg.com.au
Ms. Helene Gordon	Chief People Officer	(03) 9097 3944	helene.gordon@mmsg.com.au
Ms. Michelle Siekierka	General Counsel and Company Secretary	(03) 9097 3826	michelle.siekierka@mmsg.com.au
(NZ) Mr Adam Morrison	Chief Executive Officer, Asset Management Services	(03) 9097 3442	adam.morrison@mmsg.com.au

To help the Whistleblower Report Officer handle the report correctly, the Discloser should tell them that they are making a whistleblower report under this Policy.

Disclosers can also make protected reports to any of the following people at MMS:

- Director of any MMS company;
- Company Secretary;
- Any member of the MMS Executive Leadership Team (see these people [here](#));
- MMS’s auditor, or a member of the internal audit team conducting an audit of an MMS company;
- Any actuary of MMS; and
- If the matter concerns tax affairs of MMS, to any other employee or officer who has functions or duties relating to the tax affairs of MMS, or a registered tax agent or BAS agent providing tax agent or BAS services to the entity.

The eligible recipient will then consult with an appropriate Whistleblower Report Officer (usually, the Group General Counsel) as to how the report will be addressed under this Policy.

Disclosers may also confidentially seek further information before making a disclosure by contacting one of the Whistleblower Report Officers or an independent legal practitioner that the Discloser engages.

The Discloser’s identity will not be disclosed to any person unless the Discloser consents to this.

Reporting externally - Australia

Disclosers can also make disclosures to other external parties.

Legal practitioners

Whistleblower information can be disclosed on a protected basis to a legal practitioner for the purpose of obtaining legal advice or legal representation for protection under whistleblower law, even if the legal practitioner concludes that the disclosure is not about Reportable Conduct under whistleblower law.

ASIC and APRA

Disclosers may make a protected disclosure to ASIC, APRA, (or the ATO if it relates to tax).

Journalists and Parliamentarians

Under certain circumstances, a Discloser may make a protected disclosure directly to a journalist or parliamentarian if it is a 'public interest disclosure' or an 'emergency disclosure' within the meaning of the whistleblower legislation.

It is important that Disclosers understand the criteria for making a 'public interest disclosure' or an 'emergency disclosure'. In summary, this includes the following criteria:

- the disclosure has previously been made to ASIC, APRA or a prescribed body;
- the Discloser does not have reasonable grounds to believe that action is being or will be taken to address the matters;
- in the case of a 'public interest disclosure', the Discloser has reasonable grounds to believe a further disclosure of the information would be in the public interest, at least 90 days has passed since the previous disclosure to the body, and the Disclosure provides written notice that the Discloser intends to make a public interest disclosure; and
- in the case of an 'emergency disclosure', the Discloser has reasonable grounds to believe the information concerns a substantial and imminent danger to the health or safety of one or more people or to the natural environment, and provides written notice that the Discloser intends to make an emergency disclosure.

We strongly encourage Disclosers to consult a legal practitioner before making a 'public interest disclosure' or an 'emergency disclosure'.

Reporting externally – New Zealand

Ombudsman

The Ombudsman can provide assistance if you want to make a disclosure about serious wrongdoing at work and be protected.

8. What happens to Disclosers and what protections are available?

The following section applies to any Discloser who makes a disclosure which qualifies for protection under the law.

Disclosers who make a protected disclosure have specific protections that apply to them. These protections include the protection of their confidentiality, and protection from detrimental conduct, as explained in this Policy.

Disclosers who make a protected disclosure may seek compensation and other remedies through the courts if these protections are not met:

Disclosers who make a protected disclosure also have some legal liability protection, which includes protection from:

- Civil administrative or criminal liability (including disciplinary action) for making the disclosure;
- The enforcement of any contractual or other remedy against the Discloser on the basis of the disclosure; and
- The information disclosed is not admissible in evidence against the Discloser in criminal or penalty proceedings (other than for making a false disclosure).

Please be aware that the above protections do not grant immunity for any misconduct that the Discloser has engaged in that is revealed during the disclosure or its investigation.

A Discloser can or may still qualify for protection even if the disclosure turns out to be incorrect, provided there were reasonable grounds to suspect the conduct disclosed.

9. Confidentiality

MMS is under a legal obligation to protect the confidentiality of a protected Discloser's identity, and it is illegal for a person to identify a Discloser, or disclose information that is likely to lead to the identification of a Discloser, apart from limited exceptions.

MMS will protect the confidentiality of a Discloser's identity by the following measures:

- Disclosures made in accordance with this Policy will automatically be treated anonymously unless the Discloser agrees otherwise;
- disclosures can be made to a secure, independent and anonymous whistleblowing service, through Your Call;
- disclosers may choose not to answer questions if they feel the answers may reveal their identity;
- if the Discloser consents to sharing their identity, it will only be shared for purposes of handling and actioning the report or as otherwise agreed with the Discloser;
- MMS will redact any known identifying references to the Discloser before disclosing any materials created in connection with the report;
- MMS will seek to contact Disclosers (where possible) to help identify aspects of their report that could inadvertently identify them;
- where requested, anonymity will be maintained over the course of any investigation and after the investigation is completed; and
- documents will be handled securely, and access to information relating to the disclosure will be limited to those directly involved with managing and/or investigating the disclosure or assisting those persons;

Even where Disclosers report anonymously, there may be situations where information that may lead to the Discloser's identification may need to be disclosed where reasonably necessary for purposes of an investigation. MMS may also disclose the Discloser's identity or information that may lead to their identification in limited additional circumstances such as where it is:

- for purposes of MMS seeking legal advice about the operation of the whistleblower legislation;
- required by law;
- necessary to prevent or lessen a serious threat to another person's life or property;
- required by any government authority or agency or any regulator which MMS reports to;
- made to a member of the police force.

Disclosers can lodge a complaint about a suspected breach of confidentiality with MMS and may also lodge a complaint with a regulatory body such as ASIC, APRA, or the ATO.

It is an offence to breach these confidentiality protections under law, and there are significant penalties that apply for doing so.

10. What happens after a disclosure is made?

After a disclosure is made to Your Call, they will review the disclosure and aim to make it available to the appropriate MMS Whistleblower Report Officer within one business day of receipt.

Every disclosure received internally by MMS (through Your Call, a Whistleblower Report Officer or any of our other eligible recipients) will be assessed to determine whether:

- it qualifies for protection as a whistleblower disclosure; and
- an investigation or other action is required.

If an investigation is required, an internal or external investigator will be appointed. All disclosures which are the subject of an investigation will be investigated thoroughly with the objective of locating evidence that either substantiates or refutes the claims made in the disclosure on the balance of probabilities.

Investigations will be fair and independent. Individuals named or implicated in the matters disclosed will be provided an opportunity to respond if appropriate to do so. While the process and timelines may vary depending on the nature of the disclosure, MMS will aim to finalise its investigation as promptly and reasonably as possible.

Usually, the investigation will be coordinated by a Whistleblower Report Officer, who may seek the involvement of other appropriate individuals in MMS to assist in the investigation and may obtain the advice or assistance of external and internal experts, as required. The Whistleblower Report Officer in consultation with the Chair of the Audit, Risk & Compliance Committee or the Chair of the Board, as appropriate, will determine:

- the nature and scope of the investigation;
- the person(s) within and/or outside of MMS that conduct or participate in the investigation;
- the nature of any technical, financial or legal advice that may be required for the investigation, including whether in the circumstances it is appropriate or necessary for the investigation to be undertaken by or in cooperation with an external investigator or firm; and
- the timeframe for the investigation.

Even while investigating, the Discloser's identity will not be disclosed without their prior consent. However, while MMS will use all reasonable steps to reduce the risk that the Discloser will be identified, for purposes of the investigation it may be reasonably necessary to disclose information MMS obtains directly or indirectly because of the disclosure, including information that might lead to the Discloser's identification.

In the event of an anonymous disclosure, MMS will consider whether and how to investigate the matters disclosed, provided MMS has been given sufficient information to do so. MMS may not be able to undertake an investigation if insufficient information about the allegations is disclosed and MMS is not able to contact the Discloser to get additional information. Even where the Discloser remains in contact, if the Discloser refuses to consent for their identity to be disclosed for purposes of the investigation, this may make it difficult or even impossible for some or all allegations to be investigated, for example, where the allegations themselves will identify the Discloser and it is not possible to reduce the risk of identification.

Where possible, MMS will provide the Discloser with regular updates throughout the investigation and when it has been finalised. The frequency and nature of updates will vary depending on the nature of the Disclosure and investigation.

Reasonable efforts will be made to let the Discloser know the outcome or conclusion of the investigation. However, there may be circumstances where it may not be appropriate to provide the Discloser with details

about the outcome of the investigation, for example where the information must be limited due to privacy, confidentiality or other constraints.

A confidential report in relation to the investigation findings and outcome will be provided to the Chair of the Audit, Risk and Compliance Committee (**ARCC**) or the Chair of the Board, as appropriate. A summary of the report and any recommended actions will then be provided to the Board.

Fair Treatment of employees

MMS will make sure of the fair treatment of employees mentioned in a disclosure made under this Policy. This includes handling any disclosures confidentially and – where appropriate - providing employees with the opportunity to respond to claims made about them. MMS also supports employees through our commitment to confidentiality, our fair and independent investigation process, and the confidential support and counselling made available through our Employee Health and Wellbeing Provider (see below).

11. How are Disclosers protected from detriment?

MMS is committed to ensuring the fair treatment of any Discloser who makes a qualifying disclosure. Disclosers must be able to report wrongdoing without fear of retribution, and be supported and protected throughout the process. Detrimental conduct must never be taken or threatened against someone who is or might be a Discloser or is associated with a disclosure under this Policy. There is significant civil and criminal liability under the whistleblower laws for doing so, and for current employees, serious discipline under this Policy.

Detrimental conduct that must not be taken or threatened in connection with disclosures could include the following:

- causing damage to reputation, property, business or financial position;
- termination or alteration of an employee's position or duties to their disadvantage or other injury in employment;
- causing harm or injury, including psychological harm;
- harassment, bullying, discrimination or intimidation; or
- any other damage

Detriment doesn't include reasonable administrative action (such as moving a Discloser away from an individual who is the subject of or implicated in the disclosure) or managing unsatisfactory work performance in line with MMS's performance management framework.

MMS will take all reasonable steps to support and protect Disclosers who make a disclosure which qualifies for protection from detrimental including by the following measures (where applicable):

- employees (and their partners) may access MMS's support services, as set out below;
- implementing processes to assess, control and minimise the risk of detriment, such as working with Disclosers who are employees to develop strategies to help manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- making suitable modifications to the workplace or the way they perform their work duties; and
- assisting and/or encouraging a Discloser to lodge a complaint if they believe they have suffered detriment, and our commitment to investigating any such complaints independently and fairly, for example, by ensuring the complaint is not handled by a person involved in investigating the original disclosure.

Disclosers may also seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment in breach of this policy or the whistleblower laws..

12. Available support

MMS is committed to providing assistance through short-term professional counselling and referral services for Employees and members of their immediate families, for any work or personal issues.

MMS has engaged Sonder to be the Employee Health and Wellbeing Provider. Sonder offers confidential and professional 24-hour assistance, via the Sonder app, click to chat, telephone or face to face. Sonder can assist with a wide variety of problems and concerns. All matters discussed are held in complete confidence and privacy between the counsellor and the individual.

Sonder can be contacted as follows:

Name of services	Contact details
Sonder	https://sonder.io/members
Confidential support	1800 234 560
Click to chat on Sonder App	Download “Sonder” application on your smartphone and use MMS Single Sign On

13. Board Reporting

The MMS Board oversees the implementation of this Policy and the MMS whistleblower framework. The Board receives regular summary reports about Whistleblower disclosures received by MMS. These reports are provided in a way that makes sure of ongoing confidentiality protection of Disclosers as required by law. This Policy is reviewed by the Board regularly.