

Policy No: HR-PO-028
Process Area: Board & Risk Governance

1 PURPOSE

City Holdings (Aus) Pty Ltd (“**Company**”) and its related bodies corporate (collectively “**City Group**”) are committed to the highest standards of conduct and ethical behaviour.

The standards of conduct and behaviour expected by City Group are outlined in the City Team Member Handbook and Code of Conduct (“**Code of Conduct**”) and other policies adopted by City Group which have been developed to ensure that City Group observes the highest standards of fair dealing, honesty and integrity in its business activities.

This whistleblower policy (“**Policy**”) supports the Code of Conduct and is designed to promote and reinforce City Group’s culture of honest and ethical behaviour.

2 SCOPE

This policy is designed to provide a mechanism which encourages concerns to be raised about misconduct, malpractice, irregularities or any other behaviour which is corrupt, illegal or inconsistent with any of City Group’s values or policies (including the Code of Conduct), without the person raising the concern being subject to detrimental treatment.

This policy outlines the process for individuals to raise concerns about Reportable Conduct (as defined below) and the protections that are available for individuals who make these reports.

3 POLICY

3.1 WHO DOES THIS POLICY APPLY TO?

This Policy applies to an individual who is (or has been):

- a team member or officer of an entity in City Group; or
- a supplier of services or goods (whether paid or unpaid) to an entity in City Group including an individual who is or has been employed by such a supplier.

A disclosure made by a relative, spouse or dependant of an individual identified above will also be handled in accordance with this policy and the protections in this policy will apply to such individuals.

An individual covered by this paragraph is described as an “**Eligible Whistleblower**” in this Policy.

3.2 MATTERS THAT SHOULD BE REPORTED

3.2.1 Reportable Conduct

It is not possible to provide an exhaustive list of the activities that should be reported for the purposes of this Policy (“**Reportable Conduct**”).

However, by way of general guidance, Reportable Conduct includes any conduct of any entity in City Group or any team member or officer of an entity in City Group, which an Eligible Whistleblower has reasonable grounds to suspect is:

- (a) misconduct or an improper state of affairs (for these purposes misconduct includes fraud, negligence, default, breach of trust and breach of duty) in relation to an entity in City Group;
- (b) dishonest, corrupt or illegal (including theft, drug sales/use, violence or threatened violence and criminal damage against property);
- (c) misleading or deceptive conduct (including practices or representations which amount to improper or misleading accounting or financial reporting practices);
- (d) an offence under Commonwealth or State laws which is punishable by imprisonment for a period of 12 months or more;
- (e) a contravention of Commonwealth or State laws including (without limitation) the *Corporations Act 2001* (Cth), any laws administered by the Australian Securities and Investments Commission (“ASIC”) or the Australian Prudential Regulation Authority (“APRA”), the Competition and Consumer Act 2010 (Cth), the *Income Tax Assessment Act 1936* (Cth) or the *Privacy Act 1988* (Cth), anti-bribery or anti-money laundering laws;
- (f) unethical behaviour (either representing a breach of the Code of Conduct or generally);
- (g) an unsafe work practice which presents a serious health and safety risk;
- (h) a danger to the public or the financial system; or
- (i) likely to cause financial or non-financial loss to any entity in City Group or that is otherwise detrimental to the interests of any entity in City Group.

Reportable Conduct also includes conduct of the nature outlined above engaged in by a person outside of City Group but who has a business connection with City Group (eg a supplier, contractor or other business partner) where the conduct could have legal implications for City Group or materially impact the reputation of City Group.

3.2.2 Personal work related grievances

Personal work related grievances are not generally considered Reportable Conduct under this Policy and should be reported through the other mechanisms City Group has established to receive these complaints (see below). Personal work related grievances are issues or concerns which have or tend to have implications for the discloser personally. Examples include:

- an interpersonal conflict between the discloser and another team member;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

These types of complaints should be raised with the People and Safety team and addressed in accordance with the applicable policy - (e.g. grievance policy, bullying policy, harassment policy).

There may be some instances where a personal work related grievance also has significant implications for an entity in City Group. When this is determined to be the case, your report will be considered to be Reportable Conduct and handled in accordance with this Policy.

Further, any complaint of alleged detriment or victimisation against a person in contravention of this Policy or the statutory protections outlined in section 3.7 below, should be made under this Policy and will be considered to be Reportable Conduct and addressed in accordance with this Policy.

3.3 RESOURCES AND PROTECTIONS

3.3.1 Protections for Eligible Whistleblowers

City Group is committed to ensuring that an Eligible Whistleblower making a report in accordance with this Policy (“**Whistleblower Report**”) will not suffer detrimental treatment or be disadvantaged as a result of making that report, even if the report is subsequently determined to be incorrect or is not substantiated provided there were reasonable grounds for making the report.

All reasonable steps will be taken by City Group to ensure that an Eligible Whistleblower who makes a Whistleblower Report (“**Reporting Person**”) does not suffer detrimental treatment and is not subject to any form of victimisation because they have made a report in accordance with this Policy.

Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment because the Reporting Person made a Whistleblower Report.

A person who subjects a Reporting Person to detrimental treatment because they have made a Whistleblower Report will be in breach of this Policy and will be dealt with under City Group’s disciplinary procedures. This is a serious matter which may expose the person to civil and criminal sanctions under the legislation discussed in section 3.7 below.

3.3.2 Support for Eligible Whistleblowers

City Group is committed to providing appropriate support to Reporting Persons. The nature of the support that may be offered will depend on the nature of the Reportable Conduct reported and the personal circumstances of the Reporting Person.

However, examples of the support provided for Reporting Persons include:

- a fair and objective investigation process in accordance with section 3.5 below;
- supporting anonymous Whistleblower Reports;
- handling Whistleblower Reports on a confidential basis in accordance with section 3.6 below;
- access to City Group’s Employee Assistance Program;
- support from human resources where reasonably required by a Reporting Person.

If you have any further questions about the support available, you should contact the People and Safety Director.

3.3.4 Statutory Protection

Both the *Corporations Act 2001* (Cth) (“**Corporations Act**”) and the *Taxation Administration Act 1953* (Cth) (“**Taxation Administration Act**”) provide special protections for Eligible Whistleblowers in respect of disclosures which qualify for protection under each Act. These protections are outlined in section 3.7 below. City Group is committed to ensuring these legislative protections are complied with.

3.4 MAKING A REPORT

3.4.1 How to make a report

A Reporting Person may make a Whistleblower Report in the following ways:

- **via email:** whistleblowing@city-holdings.com.au;

- **via post:** addressed to The Compliance Officer – People and Safety, City Group (Australia), 10 Nexus Court, Mulgrave, VIC 3170. The heading of the letter should make it clear that the letter is being sent as a report made under this Policy; or
- **to an appropriate person:** a Reporting Person may also make a report to any officer or senior manager of an entity in City Group. The senior managers designated for receiving reports include the People & Safety Director, the CEO and any Company Director. The subject of any email to one of these senior managers should make it clear that the email is being sent as a report made under this Policy.

Information received from a Reporting Person will be kept confidential to the extent possible in accordance with section 3.6 below, subject to the need to meet legal and regulatory requirements. In particular, City Group may disclose the information received to appropriate regulatory authorities, such as ASIC, APRA, the Australian Federal Police or other governmental agencies. City Group may also disclose the information received to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the statutory whistleblower protections.

3.4.2 Supporting documentation

While City Group does not expect a Reporting Person to have absolute proof of Reportable Conduct, a report should show the reasons for their concerns and make full disclosure of the relevant details and supporting documentation.

3.4.3 Anonymous reports

A Reporting Person may elect to make a report anonymously. City Group will respect the Reporting Person's right to not identify themselves. However, electing to make a report anonymously may hinder City Group's ability to fully investigate the matter. While Reporting Persons can choose to make an anonymous report City Group encourages Reporting Persons to disclose their identity so their report can be fully investigated and City Group can ensure the person is provided with the support and protections contemplated by this Policy.

3.5 INVESTIGATING A REPORT

3.5.1 Process for investigating reports

All investigations will be conducted in a thorough and fair manner. The investigator will be independent of the Reporting Person and other persons alleged to be involved in the Reportable Conduct.

The team member who receives and takes note of a report under this policy must pass the information in the report (without disclosing the identity of the Reporting Person without that individual's consent) as soon as is reasonably possible to the appropriate designated investigating officer as follows:

- Complaints against a particular Team Member will be investigated by an independent senior manager.
- Complaints against a senior manager should be passed to a Director for referral.
- In the case of a complaint which is any way connected with, but not against a senior manager, the People & Safety Director will nominate a senior manager to act as the alternative investigating officer.
- Complaints against a Director should be passed to the People & Safety Director or CEO, who will nominate an appropriate investigating officer.
- The Reporting Person has the right to bypass the line management structure and take their complaint direct to the People & Safety Director or CEO. The People & Safety Director or CEO has

the right to refer the complaint back to line management if they feel that the manager, without any conflict of interest, can more appropriately investigate the complaint.

- There may be occasions where external advisers are used to conduct investigations.

To avoid jeopardising an investigation, a Reporting Person is required to keep the fact that they have made a Whistleblower Report and the information contained in the report strictly confidential (subject to any legal requirements).

Due to the varied nature of these type of events, which may involve internal or external investigators and/or the Police, it is not possible to prescribe precise timescales for such investigations. The investigating officer will ensure that the investigations are undertaken as efficiently as possible without affecting the quality and depth of those investigations.

The investigating officer will send a written acknowledgement of receipt of the concern to the Reporting Person and thereafter report back to them, in writing, the outcome of the investigation and the action that is proposed. If the investigation is prolonged, the investigating officer will advise the Reporting Person when it is likely to be concluded.

3.5.2 Fair treatment of team members

City Group is committed to ensuring the fair treatment of any City Group officer or team member who is mentioned in a disclosure made pursuant to this Policy by:

- maintaining the confidentiality of information contained in Whistleblower Reports in accordance with the requirements of this Policy;
- applying the investigation process in section 3.5.1 above; and
- providing access to human resources support or City Group's Employee Assistance Program as necessary.

3.6 CONFIDENTIALITY

City Group is committed to ensuring that Whistleblower Reports are managed with appropriate confidentiality and in accordance with statutory confidentiality regimes (as outlined in section 3.7 below) where applicable.

Subject to compliance with any legal reporting requirements, when implementing any process under this Policy, City Group will:

- not disclose the identity of a Reporting Person other than in accordance with this Policy;
- ensure that information contained in a Whistleblower Report is only disclosed to the extent necessary to conduct an investigation or administer this Policy or where required for the purpose of obtaining legal advice; and
- take reasonable steps to reduce the risk that the Reporting Person will be identified as part of any process conducted under this Policy.

If a Reporting Person discloses their identity, the only people who will know their details will be the designated investigating officer, any team member who (with the Reporting Person's consent) has been designated to ensure compliance with the protections and supports for Eligible Whistleblowers outlined in section 3.3, and a restricted number of other people who have access to information recorded under this Policy as outlined in this section. All information received from a Reporting Person, as well as the fact that a Reporting Person has made a disclosure and any record produced as part of an investigation, is held securely. Access will be restricted to those persons required to access the records for the purpose of this Policy or as part of City Group's information technology processes necessary to administer its IT

platform or any third party hosting these records. By making a report under this Policy a Reporting Person consents to their information being recorded and being accessible by these people including their identity (unless the Reporting Person elects to remain anonymous).

If a Reporting Person chooses to disclose their identity, their identity will not be disclosed to anyone else unless:

- an entity in City Group is legally obliged to disclose their identity;
- disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare;
- the Reporting Person consents to the disclosure.

Other than in circumstances required by law, any unauthorised disclosure of information without consent of the Reporting Person will be a breach of this Policy and will be dealt with under City Group's disciplinary procedures. It may also be an offence subject to penalties under the legislation addressed in section 3.7 below.

3.7 STATUTORY PROTECTIONS

3.7.1 Overview

The Corporations Act gives special protection to disclosures about certain types of Reportable Conduct which are made in accordance with the requirements of the Corporations Act.

This Policy is designed to comply with the requirements of the Corporations Act and to ensure that the protections available in the Corporations Act are afforded to Reporting Persons who make a disclosure which qualifies for protection under the Corporations Act.

3.7.2 Who is protected?

The protections in the Corporations Act apply to an individual who is an Eligible Whistleblower or an associate of an entity in City Group (as defined in the Corporations Act) and makes a disclosure which qualifies for protection under the Corporations Act.

3.7.3 What kinds of reports are protected?

To be protected by the Corporations Act:

- (a) the individual must have reasonable grounds to suspect that the information they are reporting:
- (i) concerns misconduct or an improper state of affairs relating to an entity in City Group;
 - (ii) constitutes an offence or contravention of certain nominated legislation; or
 - (iii) represents a danger to the public or the financial system.

This would include most cases of Reportable Conduct under this Policy; and

- (b) the report is made to:
- (i) ASIC;
 - (ii) APRA;
 - (iii) the auditor for an entity in City Group, or a member of an audit team conducting an audit of the entity;
 - (iv) a director, company secretary or senior manager of an entity in City Group;
 - (v) a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections in the Act.

The Corporations Act also provides protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act.

3.7.4 The protections available

The protections available under the Corporations Act to an individual who meets the requirements above include:

- (a) the right to have their identity protected in accordance with the provisions of that legislation;
- (b) the right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;
- (c) the right to be protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure; from contractual or other remedies on the basis of the disclosure; and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation;
- (d) the right to be protected from detrimental treatment or any form of victimisation in accordance with the provisions of that legislation;
- (e) the right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced); and
- (f) the right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

3.7.5 Protections available under the Taxation Administration Act

The Taxation Administration Act also provides protection for disclosures of information indicates misconduct or an improper state of affairs, in relation to the tax affairs of an entity or an associate of an entity where the discloser considers that the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in section 3.7.3(b) above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined above in section 3.7.4.

3.8 AVAILABILITY OF THIS POLICY

This Policy is available to all officers and team members of City Group through CityPoint.

3.9 MONITORING AND REVIEW OF THIS POLICY

This policy is reviewed at least once every two years by the Board of City Holdings (Aus).

We will continue to review the effectiveness of this policy to ensure it is achieving its stated objectives and legal obligations.

4

DOCUMENT CONTROL

Approval

	Title	Name	Signature	Date
Administrator	GM People & Culture	Paul Hopkins		15/7/19
Approver	Director People & Safety	Leanne Carson		15/7/19

Version History

The following table lists the changes made to this Policy:

Version	Date	Amended By	Brief Summary of Changes
1	8/07/2019	Paul Hopkins	1 st version of policy