



WHISTLEBLOWER POLICY

Authorised By	The Chief Executive Officer on behalf of the Glen Cameron Group
Date of Issue	12 December 2019
Last Reviewed	N/A
Relevant Legislation	<ul style="list-style-type: none">• <i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019</i>• <i>Corporations Act 2001 (Cth)</i>• <i>Taxation Administration Act 1953 (Cth)</i>

1. POLICY OBJECTIVE

- 1.1 Glen Cameron Group (“**Company**”) strives to operate with a culture of ethical and appropriate corporate behaviour in all of its business activities. This includes ensuring that the Company acts with integrity, honesty, and in accordance with good governance principles.

2. COMMENCEMENT AND SCOPE OF POLICY

- 2.1 This Policy will commence on the Commencement Date, as defined in **Section 11**.
- 2.2 This Policy applies to all Disclosers, as defined in **Point 5.1**.
- 2.3 This Policy is not intended to create any contractually binding obligation on the Company, and does not form part of any contract of employment or other contracts for engagement with the Company.

3. INTERACTION BETWEEN POLICY AND LEGISLATIVE WHISTLEBLOWER PROTECTIONS

- 3.1 Where relevant, this Policy distinguishes between disclosures made under this Policy and protected disclosures made under Whistleblower Laws. For example, in the case of disclosures made to regulators versus disclosures made by Personnel to the Company.

4. POLICY STATEMENT

- 4.1 The Company strives to achieve the Policy objective by:
- (a) Ensuring that it complies with its legislative obligation to provide Company employees and Personnel with information about the protections available to Disclosers, including the protections under the Whistleblower Laws;
- (b) Ensuring that the Company has an appropriate procedure to allow all Personnel to identify and report genuine concerns about illegal conduct or any improper state of affairs pertaining to the Company, without fear of reprisal; and

(c) Ensuring that any Personnel who makes a report in accordance with this Policy (ie. a Discloser) is appropriately protected from any Detrimental Action; as defined in this Policy).

4.2 To this end, the Company and its employees are expected to comply with any lawful directions made by the Company in respect of this Policy.

5. POLICY REQUIREMENTS

Can I make a whistleblower disclosure?

Eligible Disclosers

- 5.1 This Policy applies to a current or former:
- (a) Officer or employee of the Company; or
 - (b) Supplier of goods or services to the Company (eg. an independent contractor), including the supplier's employees; or
 - (c) A relative or dependant of any of the above.

What qualifies as a whistleblower disclosable matter?

Disclosable Matters

- 5.2 A "Disclosable Matter" means "any misconduct or improper state of affairs" by the Company which an individual suspects on reasonable grounds.
- 5.3 This may potentially include any form of misconduct or wrongdoing undertaken by the Company, including conduct which may:
- (a) Be dishonest, misleading, deceptive, fraudulent or corrupt, or involves bribery or corruption, or an improper state of affairs, or otherwise amounts to an abuse of authority;
 - (b) Be illegal, including theft, drug sale or use, or actual or threatened violence, harassment, intimidation or criminal damage to property;
 - (c) Be in breach of Commonwealth or State legislation or local authority regulations;
 - (d) Be unethical, including dishonestly altering company records or data, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;

- (e) Be in breach of the Company's workplace policies;
- (f) Be potentially damaging to the Company, Personnel, a third party, the public, or financial system; such as unsafe work practices, environmental damage, health and safety risks, or substantial wasting of company resources;
- (g) Be an improper state of affairs or circumstances, in relation to the Company's tax, accounting or financial affairs;
- (h) Cause financial or non-financial loss to the Company, its reputation or be otherwise detrimental to the Company's interests; and/or
- (i) Be an attempt to conceal or delay disclosure of any of the above conduct.

Reasonable Grounds of Suspicion

- 5.4 For the purposes of this Policy, the Discloser does not have to be able to prove allegations made as part of the disclosure.
- 5.5 However, a mere allegation based on rumour may be insufficient to qualify for protection under Whistleblower Laws.

Personal Work-Related Grievances

- 5.6 As a general rule, a disclosure of information that is a "personal work-related grievance" is generally excluded from protection by Whistleblower Laws.
- 5.7 A "personal work-related grievance" relates to information where:
 - (a) The information concerns a grievance regarding a Discloser's employment or former employment which has implications for the Discloser personally;
 - (b) The information does not have significant implications for the Company; and
 - (c) The information does not concern conduct or alleged conduct relating to any of the matters outlined under **Point 5.3** above.
- 5.8 Examples of personal work-related grievances include:
 - (a) Interpersonal conflicts between a Discloser and other employees of the Company;

- (b) Decisions regarding engaging, transferring or promoting a Discloser; or
- (c) Decisions to discipline a Discloser or suspend or terminate the employment or engagement of a Discloser.

5.9 However, there are certain exceptions to the exclusions outlined under **Point 5.6** and **Point 5.7**. Where a disclosure of information is about a Discloser’s employment, it may nevertheless qualify for protection under Whistleblower Laws where the disclosure:

- (a) Has significant implications for individuals other than the Discloser; or
- (b) Relates to a breach of the protections which seek to protect the Discloser from Detrimental Action; or
- (c) Concerns conduct expressly listed as being a “Disclosable Matter” under **Point 5.3** above.

How may I make a whistleblower disclosure?

Reporting a Disclosable Matter

5.10 A disclosure may be reported via Stopleveline, which is a confidential and independent provider of whistleblowing services. As an impartial conduit for information, Stopleveline enables the reporting of corrupt or improper conduct and has personnel experienced in handling sensitive information from stakeholders.

5.11 The service is available 24 hours a day, 7 days a week, and 365 days a year.

5.12 Stopleveline is able take full details of a disclosure via telephone, facsimile, email, postal mail, website or smart phone application below.

Telephone (Freecall)	Within Australia: 1300 30 45 50 Within New Zealand and Pacific Islands: 0800 42 50 08 Overseas: +61 3 9811 3275
Facsimile	+61 3 9882 4480 Attention: The Glen Cameron Group C/O Stopleveline
Email	camerons@stopleveline.com.au

Postal Mail	The Glen Cameron Group C/O Stopline, Locked Bag 8, Hawthorn VIC 3122
Website	https://camerons.stoplinereport.com
Smart Phone Application	Stopline365 – Available for iPhone and Android devices. Free download via iTunes App store or Google Play

Who should a whistleblower disclosure be made to?

Recipients of a Disclosable Matter

5.13 In order to be protected by Whistleblower Laws, the disclosure of a Disclosable Matter must be made to one of the following Eligible Recipients:

- (a) An independent whistleblower disclosure service;
- (b) A director, authorised officer, auditor or Senior Manager of the Company;
- (c) A legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws; or
- (d) The Australian Securities and Investments Commission (“ASIC”), the Australian Prudential Regulation Authority (“APRA”), or another prescribed Commonwealth authority.

5.14 A “Senior Manager” is a person who:

- (a) Makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or
- (b) Has the capacity to significantly affect the Company’s financial standing.

5.15 For the purposes of this Policy, a Senior Manager of the Company is:

- (a) The Chief Executive Officer;
- (b) Managing Director; or
- (c) Director;

Who will undertake the role of the Whistleblower Investigation Officer (“WIO”).

Role of Whistleblower Investigation Officer (WIO)

5.16 The role of the WIO is to:

- (a) Be the contact point for both Stopline and the Company;
 - (b) Receive any disclosure reports from Stopline;
 - (c) Action any disclosure reports; and/or
 - (d) Investigate, or arrange for an investigation into, a disclosure;
- in accordance with **Section 6**.

Can I remain anonymous?

Anonymity

5.17 There is no requirement for a Discloser to identify themselves to be protected by Whistleblower Laws. That is, protected disclosures may be made anonymously.

5.18 However, having a way to contact a Discloser and clarify any information provided in a disclosure of information will often result in a better outcome.

5.19 If a disclosure is made to Stopline, anonymity may be handled in a number of ways as Stopline is an externally managed service. This includes a Discloser opting to:

- (a) Allow Stopline to pass on their identity and contact details to the relevant Senior Manager(s) of the Company; or
- (b) Provide Stopline with their identity and contact details but not permit Stopline to pass the same on to the relevant Senior Manager(s) of the Company; or
- (c) Remain completely anonymous to both Stopline and the Company.

Will the information disclosed remain confidential?

Confidentiality

5.20 All information provided by a Discloser will be treated and maintained confidentially. Stopline and the Company will ensure that files and records relating to disclosures are kept confidential and stored securely.

5.21 The identity of, or information that is likely to lead to the identification of, the Discloser will be kept confidential unless any of the following exceptions apply:

- (a) The Discloser consents to this information being disclosed;
- (b) During an investigation of a disclosure, the Company or Stopline may be required to disclose the existence of the disclosure without disclosing the identity of the Discloser to the extent necessary for the disclosure to be investigated, provided that all reasonable steps are taken to reduce the risk that the Discloser's identity can be discovered. These disclosures may include disclosures to:
 - i. A relevant Senior Manager of the Company;
 - ii. If appropriate, the HR Manager of the Company; and/or
 - iii. Relevant respondents to a disclosure in order to ensure that the respondent(s) against whom allegations are made are given the opportunity to respond to these allegations.
- (c) The Company is required to disclose this information to a legal practitioner for the purposes of obtaining legal advice;
- (d) The Company is required to do so by law (eg. To a regulator or by a court order);
- (e) The information is provided to ASIC, APRA or the Australian Federal Police (“**AFP**”);
- (f) The Company is required to disclose this information to prevent a serious and imminent threat to life, safety or property.

How am I protected from victimisation or detriment?

Protection from Detrimental Action

5.22 Whistleblower Laws prohibit any individual or corporation from:

- (a) Engaging in any conduct that causes detriment to a Discloser because they made a disclosure about a Disclosable Matter pursuant to Whistleblower Laws; or

- (b) Carrying out any threats, whether express or implied to cause detriment to a Discloser who made a disclosure about a Disclosable Matter pursuant to Whistleblower Laws.

5.23 Where a person or company engages in conduct that is in breach to these protections from Detrimental Action, consequences as outlined in **Section 8** may apply.

How can I escalate any victimisation or detriment suffered?

Escalations to WIO or WPO

5.24 If an individual, whether the Discloser or not, believes on reasonable grounds that the Discloser has been, or is likely to be, subjected to Detrimental Action, they should report this to the WIO or the Whistleblower Protection Officer (“**WPO**”), who will investigate, or arrange an investigation into, the matter.

What support is available to me?

Available Support

5.25 A Discloser:

- (a) Is entitled to receiving support through the WPO;
- (b) May explore options such as taking leave, relocation to another area of the business, or a secondment arrangement while the disclosure is under investigation;
- (c) May access the Company’s 24/7 Employment Assistance Program;
- (d) Will not be subject to disciplinary action for disclosing a Disclosable Matter under this Policy on reasonable grounds. They may, however, still be subject to disciplinary action for any relevant involvement in misconduct that is revealed as a result of the disclosure. However, the Company may take the disclosure into account when determining the nature of any disciplinary action; and/or
- (e) May raise their concerns with the Director or Managing Director if they think that their disclosure has not been dealt with sufficiently, or at all.

Role of Whistleblower Protection Officer (WPO)

5.26 The role of the WPO is to:

- (a) Safeguard the interests of Discloser(s);

- (b) To assist Discloser(s) to understand the process and the protections and support available to them; and
- (c) To ensure the integrity of the whistleblowing mechanism.

6. INVESTIGATION AND ESCALATION

How will an investigation be undertaken?	Investigations
	<p>6.1 When a disclosure is reported to Stopline, Stopline will review all disclosures made to it and direct those that require further investigation to the WIO, who may be the Company's Chief Executive Officer, Director, or Managing Director.</p> <p>6.2 The WIO will investigate the disclosure in a manner compliant with the confidentiality obligations outlined in Section 5 of this Policy.</p> <p>6.3 The WIO may alternatively:</p> <ul style="list-style-type: none"> (a) Appoint an appropriately qualified and impartial person or entity to investigate the disclosure; or (b) Refer disclosure directly to ASIC, APRA or the AFP. <p>6.4 Whilst every investigation process will differ according to the relevant circumstances, the WIO will ordinarily ensure that appropriate enquiries are made to determine whether:</p> <ul style="list-style-type: none"> (a) The allegations are substantiated; and (b) What responsive action is required to be taken in order to address any established misconduct or other improper state of affairs.

7. WHISTLEBLOWER LAWS

- 7.1 If a Discloser makes a protected disclosure as outlined under **Point 5.2** and **Point 5.3** in accordance with Whistleblower Laws, these laws provide that:
- (a) They cannot be subject to any civil, criminal or administrative liability for making a protected disclosure;

- (b) No contractual remedy or right (eg. a confidentiality clause in an employment contract or deed of release) may be enforced against the Discloser on the basis of the disclosure; and/or
- (c) They may be subject to civil, criminal or administrative liability for any relevant misconduct that is revealed by their disclosure.

7.2 However, if the disclosure is made to ASIC, APRA or the Commissioner of Taxation, or is Public Interest Disclosure (**Point 7.3**) or an Emergency Disclosure (**Point 7.4**), the information contained in the disclosure is not admissible in evidence against the Discloser in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

Public Interest Disclosures

- 7.3 For a disclosure of a Disclosable Matter to a journalist or a member of State or Federal Parliament to be protected by Whistleblower Laws, ALL of the following requirements must be satisfied:
- (a) The Discloser has previously made a disclosure of a Disclosable Matter pursuant to this Policy (“**Prior Disclosure**”);
 - (b) At least 90 days have passed since the Prior Disclosure was made;
 - (c) The Discloser does not have reasonable grounds to believe that action is being or has been taken to address the Prior Disclosure;
 - (d) The Discloser has reasonable grounds to believe that making a further disclosure of the information to a journalist or Member of Parliament would be in the public interest;
 - (e) The Discloser has provided the Company with written notification that identifies the Prior 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.

Emergency Disclosures

7.4 A disclosure of a Disclosable Matter to a journalist or a member of State or Federal Parliament will also be protected by Whistleblower Laws if ALL of the following requirements are satisfied:

- (a) The Discloser has previously made a disclosure (“**Prior Disclosure**”) of a Disclosable Matter pursuant to this Policy;

- (b) At least 90 days have passed since the Prior Disclosure was made;
- (c) The Discloser does not have reasonable grounds to believe that action is being or has been taken to address the Prior Disclosure;
- (d) The Discloser has reasonable grounds to believe that making a further disclosure of the information to a journalist or Member of Parliament would be in the public interest;
- (e) The Discloser has provided the Company with written notification that identifies the Prior 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.

Statutory Remedies under Whistleblower Laws

- 7.5 If a Discloser is victimised or subjected to Detrimental Action as a result of making a protected disclosure under Whistleblower Laws, there are possible remedies available under the Whistleblower Laws (where applicable) and include reinstatement, compensation, an order prohibiting the victimisation, or an apology.
- 7.6 If a court finds that victimisation or Detrimental Action has occurred, the court may order the victimiser and/or a corporation to:
 - (a) Pay compensation to the person who was subject to the victimisation; or
 - (b) Pay substantial fines and/or face imprisonment.
- 7.7 Protections for the Company's Personnel also exist under the *Fair Work Act 2009*. No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.
- 7.8 These protections are enforceable only as a matter of statute and **do not** form part of this Policy.

8. CONSEQUENCES OF BREACH OF POLICY

Breach of Protection against Detrimental Action

- 8.1 An individual who is found to have subjected a Discloser to Detrimental Action will be subject to disciplinary or corrective action taken by the Company, which may include termination of employment or engagement.
- 8.2 The individual may also be separately liable to prosecution under Whistleblower Laws, as outlined above.

Breach of Confidentiality

- 8.3 If any individual receives information about a Disclosable Matter, and does not keep that information confidential or discloses any information that is likely to lead to the identification of the Discloser (except in the circumstances permitted under **Point 5.21**):
- (a) If they are the Company's employee(s), such employees will be subject to disciplinary action, which may include a formal written warning, or termination of employment with the Company; or
 - (b) If they are not a Company employee, the Company may take any and all necessary corrective action.
- 8.4 They may be also be separately liable to criminal and civil penalties under Whistleblower Laws, including substantial fines and/or imprisonment.
- 8.5 The consequences of a breach of confidentiality apply even if an individual did not receive the disclosure but received the information indirectly.

9. ACCESS TO THIS POLICY

- 9.1 This Policy will be made available to the Company's Personnel by the following means:
- (a) On implementation, this Policy will be available via the Company's policy training system. All new and existing employees are expected to undertake such policy training; and
 - (b) The Policy will also be available on the Company intranet and website for all other Personnel.

10. POLICY REVIEW


- 10.1 This Policy may be varied, amended, replaced or terminated from time to time and, at any time, at the absolute discretion of the Company.

11. DEFINITIONS

For the purposes of this Policy:

Commencement Date	12 December 2019
Director	Means Denis Blaney of Cameron Interstate Pty Ltd
Detrimental Action	<p>Includes the following (even if done unintentionally):</p> <ul style="list-style-type: none"> • Action causing injury, harm, loss or damage, including psychological harm; • Damage to a person's property, reputation, business or financial position or any other damage to a person; • Intimidation, bullying or harassment; • Discrimination or other adverse treatment in relation to the Discloser's employment, career, profession, trade or business; including dismissal, demotion or other disciplinary action; • Current or future bias; • Action that constitutes the making of a threat to cause any such Detrimental Action to another person; or • Any conduct which incites others to subject the Discloser to any of the above conduct.
Glen Cameron Group	<p>Means:</p> <ul style="list-style-type: none"> • Glen Cameron Nominees Pty Ltd (ACN 005 350863); • Cameron Interstate Pty Ltd (ACN 094 001 215); • Glen Cameron Pty Ltd (ACN 006 953 813); and/or • Its director or any of its authorised servants, employees, agents, sub-contractors, client or third party.
Chief Executive Officer	Means Nicholas Capp
Managing Director	Means Glen Cameron of Glen Cameron Nominees Pty Ltd
Personnel	<p>Means a current or former:</p> <ul style="list-style-type: none"> • Officer or employee of the Company; or • Supplier of goods or services to the Company (eg. an independent contractor), including the supplier's employees; or • A relative or dependant of any of the above.

Whistleblower Laws	<p>Means:</p> <ul style="list-style-type: none"> • <i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019;</i> • <i>Corporations Act 2001 (Cth); and</i> • <i>Taxation Administration Act 1953 (Cth)</i>
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Authorised by the Chief Executive Officer			
Signature:		Date:	5 December 2019
Name:	Nicholas Capp		

