

WHISTLEBLOWER POLICY

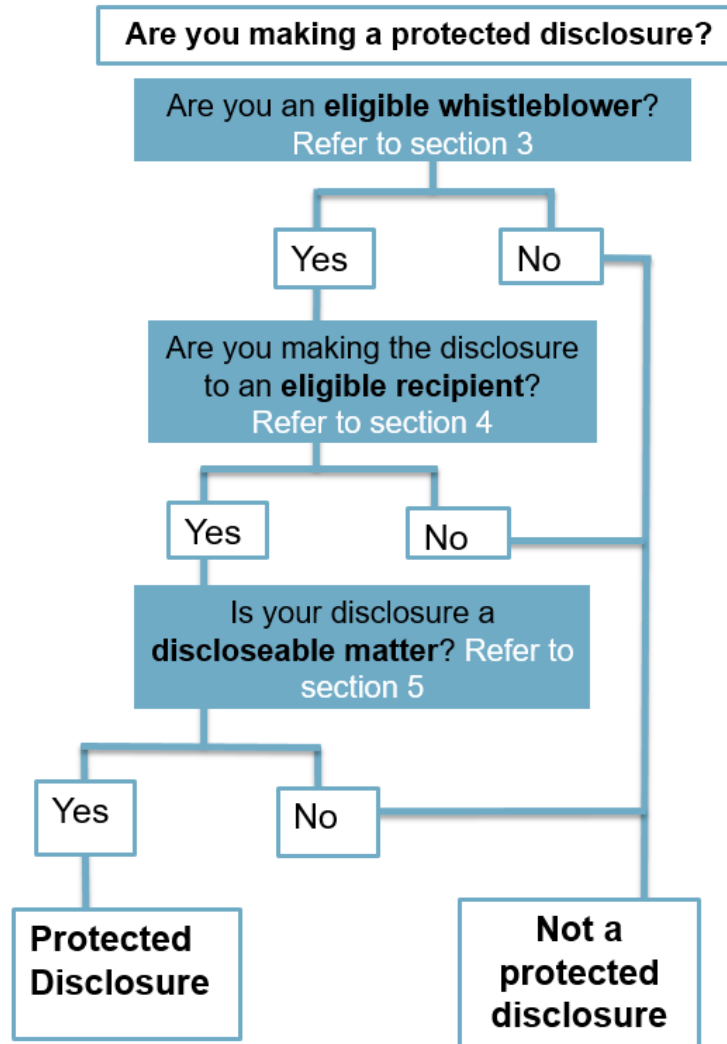
1. Purpose of Policy

- 1.1. Whistleblowers are individuals who disclose information about serious misconduct. Ensuring that individuals feel comfortable to make such disclosures is important in fostering and preserving a culture of good risk management and corporate governance. Accent Group is committed to ensuring that individuals feel supported to come forward if they have information about serious misconduct as it relates to Accent Group.
- 1.2. The purpose of Accent Group's Whistleblower Policy (**Policy**) is to ensure that individuals are aware of how to make a disclosure that is eligible for the enforceable protections that are available under the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) (**Whistleblower Laws**). As part of this, the Policy seeks to:
- a) ensure individuals are aware of how to make a protected disclosure;
 - b) ensure individuals who disclose wrongdoing feel supported and protected;
 - c) ensure disclosures are dealt with appropriately; and
 - d) provide transparency around Accent Group's framework for receiving, handling and investigating disclosures.

2. Overview of Policy

- 2.1. To be eligible for the protections under the Whistleblower Laws, there are certain conditions that must be met:
- a) you must be an Eligible Whistleblower (as defined in section 3);
 - b) you must make the disclosure to an Eligible Recipient (as defined in section 4); and
 - c) you must make the disclosure about a Disclosable Matter (as defined in section 5).
- 2.2. This Policy refers to meeting all of the above requirements as making a '**Protected Disclosure**'. Before making a disclosure, an individual should refer to this policy to ensure they meet the various requirements for protection.

WHISTLEBLOWER POLICY



2.3. In this Policy explains:

- a) who can make a whistleblower disclosure (**Eligible Whistleblower**);
- b) who can receive a disclosure (**Eligible Recipient**);
- c) what a disclosure can be about (**Disclosable Matters**)
- d) how to make a whistleblower disclosure;
- e) what happens after you've made a disclosure; and
- f) the protections available if you make a disclosure.

2.4. This Policy does not form part of the terms of employment or engagement of any employee or individual contractor.

WHISTLEBLOWER POLICY

3. Who can make Protected Disclosures?

- 3.1. To be protected under the Whistleblower Laws, a disclosure must be made by an **'Eligible Whistleblower'**. An Eligible Whistleblower is any current or former:
- a) Accent Group employee, employed on a full or part time, casual or fixed term contract basis;
 - b) officer and director of Accent Group;
 - c) supplier of services or goods to Accent Group;
 - d) employee of a person who supplies services or goods to Accent Group;
 - e) an associate of Accent Group;
 - f) relatives of an individual listed in (a) to (e);
 - g) dependents of an individual listed in (a) to (e); and
 - h) dependants of the spouse of an individual listed in (a) to (e).

4. Who can Protected Disclosures be made to?

- 4.1. Accent Group encourages all disclosures to be made to Accent Group's Whistleblower Protection Officer. Details of how a disclosure can be made to the Whistleblower Protection Officer are at section 7.2.
- 4.2. For a disclosure to be protected, an Eligible Whistleblower must make the disclosure to an **'Eligible Recipient'**. Each of the following is an Eligible Recipient:
- a) Accent Group's appointed Whistleblower Protection Officer;
 - b) A General Manager of Accent Group;
 - c) Accent Group's Chief Executive Officer;
 - d) A director or company secretary of Accent Group;
 - e) An auditor or member of an audit team conducting an audit of Accent Group; and
 - f) The Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**).
- 4.3. If an Eligible Whistleblower wishes to make a Protected Disclosure regarding Accent Group's tax affairs, the Eligible Whistleblower may also (in addition to the Eligible Whistleblowers listed from 4.1(a) to (f)) make a disclosure to the following Eligible Recipients:
- a) a registered tax agent;
 - b) any other Accent Group employee who has functions in relation to Accent Group's tax affairs, such as Accent Group's Chief Financial Officer; and
 - c) the Commissioner of Taxation.
- 4.4. Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are also protected.
- 4.5. Individuals who want to make a Protected Disclosure should be aware that disclosures to their store managers, area managers or other individuals who are not listed in one of the above categories will not be Protected Disclosures under the Whistleblower Laws.

WHISTLEBLOWER POLICY

5. What type of disclosures are Protected Disclosures?

5.1. Protection is available for an Eligible Whistleblower who makes a disclosure about a '**Disclosable Matter**' to an Eligible Recipient. This section defines the types of subject matter that are Disclosable Matters.

Disclosures under the Corporations Act

5.2. An Eligible Person will qualify for protection under the Corporations Act where they make a disclosure in circumstances where:

- a) they have reasonable grounds to suspect that the information they have concerns misconduct, or an improper state of affairs or circumstances¹ in relation to Accent Group; or
- b) they have reasonable grounds to suspect that the information they have indicates that Accent Group, a director, an officer or employee of Accent Group has engaged in conduct that:
 - constitutes a breach of any legislation that requires ASIC or APRA's oversight, such as the Corporations Act, the ASIC Act, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the National Consumer Credit Protection Act 2009, or the Superannuation Industry (Supervision) Act 1993;
 - constitutes an offence under any other Commonwealth law that is punishable by a prison term of at least one year; or
 - represents a danger to the public or the financial system.

Disclosures under the Taxation Administration Act

5.3. Information qualifies as a Protected Disclosure under the Taxation Administration Act if:

- a) an Eligible Whistleblower has reasonable grounds to suspect that the information they have indicates misconduct, or an improper state of affairs or circumstances in relation to the tax affairs of Accent Group; and
- b) the Eligible Whistleblower considers that the information may assist an Eligible Recipient to perform functions or duties in relation to Accent Group's tax affairs.

Disclosures that are **NOT** Disclosable Matters

5.4. Personal work-related grievances do not generally attract protection under the Whistleblower Laws.

5.5. Information will be treated as a 'personal work-related grievance' (and therefore not protected) if:

- a) it concerns any matter in relation to current or former employment that has (or tends to have) personal implications for the person disclosing the information; and
- b) it does not have any other significant implications for Accent Group and does not concern unlawful or improper conduct.

5.6. Examples of personal work-related grievances include personal disagreements between employees, decisions about promotion and disciplinary decisions.

5.7. A disclosure of a purely a personal work-related grievance is **only** protected if:

¹ An 'improper state of affairs or circumstances' includes, but is not limited to, illegal conduct such as theft and use of illicit drugs, fraud, bribery and financial irregularities

WHISTLEBLOWER POLICY

- a) Accent Group has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- b) the discloser suffers from or is threatened with detriment. For example, if a discloser suffers from or is threatened with detriment because they have made a disclosure; or
- c) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

6. Can a Protected Disclosure be made anonymously?

- 6.1. You can anonymously make a Protected Disclosure. You do not need to disclose your identity to be eligible for protection under the Whistleblower Laws.
- 6.2. The Whistleblower Laws require Accent Group to keep confidential the identity of an Eligible Whistleblower who has made a Protected Disclosure.

7. How can I make a Protected Disclosure?

- 7.1. Accent Group's appointed Whistleblower Protection Officer is identified at section 7.2. We encourage all disclosures to be made to the Whistleblower Protection Officer. We advise that:
 - a) for non-anonymous disclosures, all disclosures should be made by either emailing, phoning or meeting the Whistleblower Protection Officer using the contact details below; or
 - b) for anonymous disclosures, all disclosures should be made by creating an anonymous email address and emailing the Whistleblower Protection Officer.
- 7.2. The contact details for Accent Group's Whistleblower Protection Officer are as follows:

Alethea Lee
Group General Counsel and Co-Company Secretary
Tel: 02 8310 0028
Email: alethea.lee@accentgr.com.au

8. What happens after I've made a Protected Disclosure?

Stage 1: Assessment

- 8.1. If an Eligible Whistleblower makes a Protected Disclosure to an Eligible Recipient other than the Whistleblower Protection Officer, the Protected Disclosure will be referred to the Whistleblower Protection Officer. If it is not appropriate in the circumstances for the Whistleblower Protection Officer to be referred the disclosure, the disclosure will be referred to the Chief Executive Officer who will manage the process.
- 8.2. The Whistleblower Protection Officer, upon either receiving or being referred a Protected Disclosure, will determine if an investigation is appropriate and reasonable in the circumstances. Accent Group will endeavour to complete this assessment within 30 days after a disclosure is made.

Stage 2: Investigation

- 8.3. After the Protected Disclosure is made, and if the Whistleblower Protection Officer deems an investigation appropriate, they will commence an investigation as soon as reasonably practicable.

WHISTLEBLOWER POLICY

- 8.4. The Whistleblower Protection Officer is responsible for investigating and overseeing the investigation of the Protected Disclosure.
- 8.5. Accent Group is committed to ensuring the investigation is conducted independently of any person who is the subject of the Protected Disclosure. As such, the Whistleblower Protection Officer may, if they consider it appropriate and reasonable in the circumstances:
- a) appoint another person, other than the Whistleblower Protection Officer, to assist in the investigation of a Protected Disclosure;
 - b) if the Protected Disclosure concerns or is related to the conduct or behaviour of a senior manager, then the Protected Disclosure may be referred to Accent Group's Chief Executive Officer for investigation;
 - c) a Protected Disclosure about Accent Group's Chief Executive Officer may be referred to Accent Group's Chairman; and
 - d) may engage someone outside Accent Group to assist with the investigation.

Stage 3: Outcome

- 8.6. Where a Protected Disclosure is submitted anonymously and the Eligible Whistleblower does not request to be contacted via anonymous channels, the investigation will be conducted on the information provided to the investigator.
- 8.7. If the Eligible Whistleblower either discloses their identity or asks to be contacted anonymously, the investigator will contact the Eligible Whistleblower to update them on the investigation process. For example, they may be contacted to discuss relevant persons to speak to and other matters that may be relevant to the investigation. The nature and extent of these updates will depend on what is appropriate and reasonable in the circumstances. Where appropriate and possible, the investigator will advise the Eligible Whistleblower regarding the progress and/or outcome of the investigation.
- 8.8. It is important for individuals to know that Eligible Whistleblowers can still receive protection under the Whistleblower Laws if their Protected Disclosure turns out to be incorrect.

9. How am I protected if I make a disclosure?

- 9.1. An Eligible Whistleblower who makes a Protected Disclosure will be protected from any civil, criminal or administrative liability for making the disclosure. No contractual or other remedies can be enforced against the Eligible Whistleblower if the contractual or other remedy is exercised on the basis of them having made a Protected Disclosure.
- 9.2. It is also an offence to cause, or threaten to cause, detriment to a person due entirely or in part to a belief or suspicion that they have made, are proposing to make, or could make, a Protected Disclosure.
- 9.3. The effect of this is that Accent Group must not subject, or threaten to subject, an individual who has made a Protected Disclosure to any of the following because they have made, or may make, a Protected Disclosure:
- a) dismissal, injury in employment or alteration of their position or duties to their disadvantage;
 - b) discrimination;
 - c) harassment or intimidation;
 - d) harm or injury, including psychological harm; or

WHISTLEBLOWER POLICY

e) damage to property, reputation, financial position or any other damage to a person.

9.4. Individuals can seek compensation and other remedies through the Courts if they suffer loss or damage, or if Accent Group fails to take reasonable precautions and exercise due diligence in protecting them from such loss.

Anonymity

9.5. Protected Whistleblowers can make disclosures anonymously and it is an offence for a person to disclose, without the Eligible Whistleblower's consent:

- a) the identity of an Eligible Whistleblower who has made a Protected Disclosure, or
- b) information that is likely to reveal an Eligible Whistleblower's identity.

9.6. An exception to (b) is where it is reasonably necessary to disclose such information for the purposes of conducting the investigation. However, the exception only applies if all reasonable steps are taken to reduce the risk that the Eligible Whistleblower will be identified as a result of the disclosure.

9.7. A Protected Disclosure and the Eligible Whistleblower's identity will otherwise only be referred to another person by Accent Group under the following circumstances:

- a) if the Eligible Whistleblower has given their consent; or
- b) to ASIC, APRA, the Commissioner of Taxation, a member of the Australian Federal Police or a legal practitioner for the purposes of obtaining legal advice or representation.

9.8. Accent Group will reduce the risk of an Eligible Whistleblower's identity becoming known by redacting all identifying information, making all references to the Eligible Whistleblower gender neutral and keeping all records secure.

9.9. If an Eligible Whistleblower feels that their identity has been improperly disclosed, they may make a complaint about the breach of confidentiality to the Whistleblower Protection Officer. If the complaint relates to the Whistleblower Protection Officer, the Eligible Whistleblower should make the complaint to the Chief Executive Officer. An Eligible Whistleblower may also lodge a complaint with the relevant regulator i.e. ASIC, APRA or the ATO.

10. Fair treatment and support for all individuals

10.1. Accent Group is committed to ensuring fair treatment of all individuals involved in a Protected Disclosure, including both the Eligible Whistleblower and any persons named in a disclosure.

10.2. To support individuals involved in the disclosure process, Accent Group may offer:

- a) the option of paid or unpaid leave;
- b) reassignment of duties; or
- c) relocation.

10.3. Accent Group's Employee Assistance Program is available for all employees and any individuals involved in a disclosure are encouraged to access this service.

11. Other Protected Disclosures

WHISTLEBLOWER POLICY

- 11.1. In certain circumstances, an Eligible Whistleblower can make a disclosure to a journalist or member of parliament and be protected under the Whistleblower Laws. The circumstances where such disclosures can be made include:
- a) the discloser has reasonable grounds to believe that making a disclosure is in the public interest; and
 - the discloser has made a previous disclosure to ASIC or APRA (at least 90 days ago) and does not have reasonable grounds to believe that action is being taken; and
 - the discloser has given written notice to whomever the previous disclosure was made that states the discloser will make a further disclosure (**Public Interest Disclosure**).
 - b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to a person's health or safety or the natural environment; and
 - the discloser has made a previous disclosure to ASIC or APRA and does not have reasonable grounds to believe that action is being taken; and
 - the discloser has given written notice to whomever the previous disclosure was made that states the discloser will make a further disclosure;
 - the discloser only discloses information that is necessary to inform the recipient (journalist or parliamentarian) of the substantial and imminent danger (**Emergency Disclosure**).
- 11.2. Accent Group recommends that individuals seek their own independent legal advice before making a Public Interest or Emergency Disclosure.

12. How can I find this Whistleblower policy?

This Policy will be distributed and made available as follows to Accent Group's employees:

- a) a current version of this Policy will at all times be published on the Accent Group website;
- b) a copy of this Policy will be provided to new employees during the induction process; and
- c) if changes are made to the Policy, a copy of the updated Policy will be emailed to all employees.

If you want any other information regarding our Whistleblower Policy, please contact the Whistleblower Protection Officer on the details set out at 7.2 of the Policy.