



Intellihub Australia and New Zealand

# Whistleblower Policy

Last Updated Feb 2024



## 1. Why we have a Whistleblower Policy

Intellihub Australia Pty Ltd and Intellihub Limited as applicable (the Company) seeks to promote integrity in its business and financial activities.

The purpose of this policy is to promote and support a culture of responsible and ethical behaviour, good corporate governance and compliance with the Company's legal and regulatory obligations.

The policy encourages and provides protections for the reporting of reasonably held concerns of suspected or actual misconduct or an improper state of affairs or circumstances at the Company or a related body corporate (as defined under the Corporations Act 2001 (Cth)) (Group).

## 2. Compliance with this Policy

This policy combines both Australian and New Zealand requirements. It is important to understand the procedures that apply to your relevant jurisdiction.

A Whistleblower in our Australian and New Zealand operations may report Disclosable Conduct or other Disclosable Information by complying with this policy.

This policy sets out the process for reporting concerns and also provides information about the support, protections and remedies that persons may be eligible to access when making a report of Disclosable Conduct or other Disclosable Information (as defined below).

A person reporting under this policy may also make a disclosure under the Australian Acts or NZ Act (as relevant). This policy summarises the qualifying criteria for a disclosure under the Australian Acts or NZ Act but we recommend persons seek independent legal advice before making a disclosure.

## 3. Who is a Whistleblower?

In Australia a Whistleblower may be any current or former officer or employee, contractor, supplier or an associate of the Company or a relative or dependent of any of those persons.

In New Zealand a Whistleblower (referred to as a Discloser in the NZ Act) can be an employee, a secondee, a contractor, a person involved in the management of the Company e.g. a director or a volunteer of the Company.



## 4. What is disclosable information?

In **Australia** Disclosable Information is information which:

- ◆ concerns misconduct or an improper state of affairs or circumstances in the Group or its related entities (for example, fraud, corruption, bribery, theft, conflicts of interest, negligence);
- ◆ involves Disclosable Conduct; or
- ◆ may assist the Company in performing functions or duties in relation to its tax affairs and does not usually relate to a Personal Work-Related Grievance.

In **Australia** Disclosable Conduct is conduct that

- ◆ represents a danger to the public or the financial system;
- ◆ constitutes an offence against any Commonwealth legislation punishable by imprisonment for a period of 12 months or more (for example, terrorism, property offences, fraud, slavery or human trafficking);
- ◆ constitutes an offence or contravention of Relevant Legislation (for example, not filing ASIC returns, misleading statements to investors, failure to disclose information, tax fraud, cartel conduct, misuse of market power); or

other conduct that may be prescribed by regulations to be disclosable information.

In **New Zealand**, Disclosable Conduct must involve Serious Wrongdoing which includes any act, omission or course of conduct that amounts to:

- ◆ an offence;
- ◆ a serious risk to public health or safety, the health or safety of any individual or the environment;
- ◆ a serious risk to the maintenance of law including the prevention, investigation and detection of offences or the right to a fair trial; and
- ◆ an unlawful, corrupt or irregular use of public funds or resources

A Whistleblower must have reasonable grounds to suspect that there is Disclosable Conduct or other Disclosable Information. This means there must be some supporting information for the suspicion. A mere allegation is not enough.

Reports must not be in bad faith or contain information that is known to be untrue. If a Whistleblower has reasonable grounds and the Whistleblower's concern later turns out to be incorrect the Whistleblower may still be entitled to the protections under this policy and, if it is a protected disclosure, under the **Australian Acts and the NZ Act**.

In **Australia**, Disclosable Information usually relates to conduct of persons performing work for the Company but can also relate to conduct of third parties, such as customers, suppliers or service providers.

In **New Zealand**, Disclosable Conduct must occur in or by the Company.



Personal Work-Related Grievances means a grievance about any matter relating to the discloser's employment or former employment which has or tends to have implications for the discloser personally, including (without limitation):

- ◆ interpersonal conflict between a discloser and another employee;
- ◆ decisions relating to the engagement, transfer or promotion of the discloser;
- ◆ decisions relating to the terms and conditions of engagement of the discloser; or
- ◆ decisions relating to the disciplinary treatment, suspension or termination of engagement of the discloser.

In **Australia**, a Personal Work-Related Grievance can only be reported as Disclosable Information under this policy if the concern:

- ◆ has significant implications for the Company and indicates Disclosable Conduct; relates to actual or threatened Detrimental Treatment of the Whistleblower where the Whistleblower has already made a report under this policy or under the Australian Acts;
- ◆ is a mixed report that includes both Disclosable Information and a Personal Work-related Grievance; or relates to information suggesting misconduct beyond the Whistleblower's personal circumstances.

## 5. What if information is not Disclosable Information?

If an employee, officer or director wishes to report information that is not covered by this policy, reports may be made directly to HR.

## 6. Who do Whistleblowers report to?

### 6.1 Reporting under this policy

Reports to the Company may be made anonymously. If a Whistleblower elects to report anonymously, it is helpful if the Whistleblower provides the Company with an anonymised email address. This enables the Company to maintain ongoing two-way communication so that we can ask follow-up questions or provide feedback. Whistleblowers could also consider adopting a pseudonym for the purposes of their report.

Protected Disclosure Officer	Reports can also be made by post to: Intellihub (marked to the attention of the Protected Disclosure Officer) at Level 14, 570 George Street, Sydney NSW 2000
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A Whistleblower may contact a Protected Disclosure Officer before or at any time after making a whistleblowing report through any reporting channel if they have any concerns about making a report, confidentiality or the protections that may be available under this policy or the Australian Acts or NZ Act.

While the Company encourages Whistleblowers to report Disclosable Conduct or other Disclosable Information under this policy, this policy is not intended to prevent a Whistleblower making a protected disclosure to the relevant regulator or appropriate authority in accordance with section 6.3 next page.



## 6.2 Reporting Hotline

Hotline	1300 30 45 50 – Australia +61 3 9811 3275 – Overseas (reverse charges)
App	Search for Stoeline in the iTunes App Store or Google Play to download the free app and submit a disclosure
Email	<a href="mailto:Intellihub@stoeline.com.au">Intellihub@stoeline.com.au</a>
Post	Attention: Intellihub, c/o Stoeline, Locked Bag 8, Hawthorn, VIC 3122, Australia
Fax	Attention: (Company Name), c/o Stoeline +61 3 9882 4480

## 6.3 Reporting under the Australian Acts and NZ Act

### Australia

Whistleblowers may also make protected disclosures under the Australian Acts if they meet certain criteria:

- ✦ the Whistleblower is an eligible whistleblower (as defined in the Australian Acts);
- ✦ the disclosure is made to an eligible recipient, including to the Protected Disclosures Officer, a senior manager or officer of the Company, the Company's internal or external auditor or its actuary, to a legal practitioner or to ASIC or APRA or, if related to taxation, the Commissioner of Taxation
- ✦ the information disclosed qualifies under the Australian Acts as a protected disclosure, including that it relates to misconduct or an improper state of affairs or circumstances in the Group (or in relation to any of its employees or officers) or involves tax matters; and
- ✦ the Whistleblower has reasonable grounds for his or her suspicions. The Whistleblower's disclosure may be anonymous and still be protected under the Australian Acts.

The Whistleblower may also be able to make a public interest or emergency disclosure to a journalist or parliamentarian in accordance with the Australian Acts in limited circumstances, as summarised below:

- ✦ the Whistleblower has already made a disclosure of the qualifying information to ASIC, APRA or another Commonwealth body as prescribed by regulation;
- ✦ the Whistleblower does not have reasonable grounds to believe that any action has been taken (or is being taken) to address the Whistleblower's disclosure;



✦ if it is a **public interest disclosure**:

90 days have passed since that disclosure	The Whistleblower has Reasonable grounds to believe that making a further disclosure is in the public interest	The Whistleblower has given written notice to the body to which the Whistleblower made the original report that included sufficient information to identify the original report and which states that the Whistleblower intends making a public interest disclosure	The information disclosed must be no greater than necessary to inform the journalist or parliamentarian of the particular misconduct or improper state of affairs or circumstances as set out in the Whistleblower's original report
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✦ if it is an **emergency disclosure**:

The Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment	The Whistleblower has given written notice to the body to which the Whistleblower made the original report that included sufficient information to identify the original report and which states that the Whistleblower intends making an emergency disclosure	The information disclosed must be no greater than necessary to inform the journalist or parliamentarian of the particular substantial and imminent danger
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Before the Whistleblower makes a public interest or emergency disclosure, we recommend the Whistleblower seeks independent legal advice to ensure that the disclosure is protected under the Australian Acts.

We encourage Whistleblowers to make disclosures to the Company through our process under this policy before disclosing externally under the Australian Acts, as we would like to identify and address any concern as soon as possible. Alternatively, to also assist the Company, we ask that Whistleblowers provide the Protected Disclosure Officer with a copy of any report that the Whistleblower makes to an external reporting body under the Australian Acts.

Reports made under this policy will not qualify for protection under the Australian Acts if they do not meet the criteria set out in the Australian Acts.



## New Zealand

A Whistleblower is entitled to protection for a protected disclosure made to the Company if it is made in accordance with this policy or to the Group CEO or Group CFO. A Whistleblower can also make a protected disclosure to an appropriate authority at any time. An appropriate authority includes but is not limited to the following organisations:

- ◆ Commerce Commission
- ◆ Reserve Bank of New Zealand
- ◆ WorkSafe New Zealand
- ◆ Human Rights Commission
- ◆ Financial Markets Authority

## 7. Information in Whistleblower reports

When disclosing information under this policy, a Whistleblower should provide as much detail as possible to assist with its inquiries into the matter, including:

- ◆ the Whistleblower's name and contact details (or, if the report is anonymous, an anonymised email address or other anonymised contact point);
- ◆ a statement describing the Disclosable Conduct or other Disclosable Information;
- ◆ name of the person(s) involved;
- ◆ name of the person(s) involved;
- ◆ dates, times and locations;
- ◆ details of any relevant transactions;
- ◆ copies of any relevant documents;
- ◆ names of possible witnesses; and
- ◆ any steps already taken to report or address the matter.

## 8. What action the Company will take

The Protected Disclosures Officer may conduct the initial review of the Whistleblower's report or may provide the Whistleblower's report to another appropriate person within the Company. This may be determined at the discretion of the Protected Disclosures Officer, including by reference to the nature of the report.

The person conducting the initial review will make initial inquiries and will determine at their discretion whether it is appropriate or necessary to conduct further inquiries or whether the concern can be resolved by other appropriate action.

If there is to be further inquiry, that inquiry or investigation may be conducted by a senior manager or a member of the People and Culture Department or, at the discretion of the Company, by an external person (Investigator). The Investigator will not be implicated directly or indirectly in the report. The Investigator will report to the Protected Disclosures Officer.



An initial review may generally be completed within 6 weeks of the Company's receipt of a report under this policy while further inquiries or investigations may take up to 12 weeks. However, timeframes for inquiries or investigations will vary depending on the nature of the report and at the Company's discretion.

All inquiries and/or investigations will be conducted, as far as practicable, on a confidential basis and in accordance with the Australian Acts or NZ Act (as appropriate).

Where the Whistleblower has provided the Company with contact details, the Protected Disclosures Officer will provide the Whistleblower with updates as appropriate and consistent with the Company's legal obligations, including whether the inquiry has commenced, while it is in progress and will advise the Whistleblower of the outcome of the inquiry or investigation. In some circumstances, the Company may determine that it is not appropriate to provide Whistleblowers with details of the process or outcome.

Once the inquiry or investigation is completed, the Protected Disclosures Officer or Investigator will report the outcome to the Board of the Company.

## 9. Support for Whistleblowers

The Company provides support to the Whistleblower, including by:

- ◆ keeping the Whistleblower informed of the progress and outcomes of the inquiry or investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions;
- ◆ keeping the Whistleblower's identity confidential (subject to section 10.2 below);
- ◆ endeavouring to resolve any concerns that the Whistleblower has regarding actual or threatened Detrimental Treatment because the Whistleblower has made, or is considering making, a report under this policy;
- ◆ providing training to its employees, managers and officers about this policy; and
- ◆ providing access to a confidential support and counselling service, the Employee Assistance Program (EAP) on [info@accesseap.com.au](mailto:info@accesseap.com.au) or by calling 1800 81 87 28 (in Australia) or 0800 327 669 (in New Zealand).



## 10. Protection for Whistleblowers?

### 10.1 Protection from Detrimental Treatment

The Company may endeavour to:

- ◆ protect the Whistleblower's identity;
- ◆ conduct inquiries or investigations of Whistleblower reports on a confidential basis where practicable and in accordance with the Australian Acts or NZ Act as relevant;
- ◆ provide access to the EAP;
- ◆ manage the behaviour of other persons involved with the Disclosable Conduct or other Disclosable Information, including by considering changes to the way Whistleblowers work if there is a risk of Detrimental Treatment and providing training to management to assist with protecting Whistleblowers from Detrimental Treatment.

The Protected Disclosures Officer will support the Whistleblower and ensure the protections under the Australian Acts or NZ Act as relevant against victimisation/ Detrimental Treatment are provided.

Detrimental Treatment is not:

- ◆ administrative action taken by the Company that is reasonable to protect a Whistleblower from detriment (for example, moving a Whistleblower to another work location); or
- ◆ reasonable management action regarding a Whistleblower's unsatisfactory work performance or conduct.
- ◆ The Whistleblower must immediately inform the Protected Disclosures Officer of any concerns that the Whistleblower may have in relation to their report.

### 10.2 Identity is protected

The Company will not disclose the identity of the Whistleblower unless:

#### **In Australia:**

the Whistleblower consents to the disclosure;

- ◆ the disclosure is made to ASIC, APRA, the Commissioner of Taxation (if tax-related), the Australian Federal Police or other prescribed body in accordance with the Australian Acts;
- ◆ the disclosure is made to a legal practitioner for the purposes of the Company obtaining legal advice or representation in accordance with the Australian Acts;
- ◆ a court or tribunal finds it is necessary in the interests of justice; or
- ◆ where the disclosure is otherwise required or permitted by law.



## **In New Zealand:**

the Whistleblower consents to the disclosure;

- ✦ there are reasonable grounds to believe that disclosure is essential;
- ✦ for the effective investigation of the disclosure (following consultation with the Whistleblower);
  - to prevent a serious risk to public health or safety, the health or safety of any individual, or the environment (following consultation with the Whistleblower, if practicable);
  - to comply with natural justice (following consultation with the Whistleblower); or
  - to investigation by law enforcement or regulatory agency for the purpose of law enforcement (following consultation with the Whistleblower, if practicable)

Following disclosure of the Whistleblower's identity, the Company will inform the Discloser.

## **Australia and New Zealand (as applicable)**

The Company will use its best endeavours not to disclose information that is likely to lead to the identification of the Whistleblower unless:

- ✦ it is permitted to disclose the Whistleblower's identity (as above); or
- ✦ where the disclosure of that information is reasonably necessary for the purposes of investigating the Disclosable Conduct or other Disclosable Information and the Company takes all reasonable steps to reduce the risk that the Whistleblower will be identified as a consequence of the disclosure.

Steps the Company may endeavour to take to protect the confidentiality of the Whistleblower's identity include:

- ✦ redacting personal information in the report and related documentation;
- ✦ referring to the Whistleblower in a gender-neutral way;
- ✦ speaking to the Whistleblower about aspects of the Whistleblower's disclosure that may inadvertently identify the Whistleblower;
- ✦ keeping documents relating to the Whistleblower's report secure and limiting access;
- ✦ reminding persons involved of the confidentiality requirements under the Australian Acts and NZ Act (as appropriate).

Whistleblowers must also take their own steps to protect the confidentiality of their identity both prior to and after making a disclosure.

For example, Whistleblowers must inform the Company if they have previously mentioned to others that they may make a disclosure, if only a small number of people have access to the information or if the information relates to a matter which the Whistleblower has been told privately and in confidence. If the Whistleblower fails to do any of these things it may not be possible for the Company to take reasonable steps to prevent the Whistleblower's identity becoming known as part of any investigation or inquiry.



### 10.3 Protections and Immunities under the Acts

#### Australia

In Australia, if a Whistleblower makes a report of information relating to Disclosable Information under this policy the Whistleblower may be eligible for protection under the Australian Acts.

This policy summarises the key protections and immunities under the Australian Acts, however the Company encourages all persons to seek independent legal advice.

The Whistleblower may have rights to compensation for loss, damage or injury and other remedies under the Australian Acts if the Whistleblower's identity has been disclosed or where the Whistleblower has been subject to Detrimental Treatment.

A Whistleblower's immunities under the Australian Acts may include:

- ◆ not being subject to any civil, criminal or administrative liability;
- ◆ not having any contractual or other remedy or right enforced against the Whistleblower on the basis of the disclosure;
- ◆ the report of Disclosable Information not being admissible in evidence against the Whistleblower in criminal proceedings or proceedings for the imposition of a penalty (except in respect of disclosures of false information).

#### New Zealand

In New Zealand, a Whistleblower is protected from civil, criminal or disciplinary proceedings because they have made a disclosure of Serious Wrongdoing. A Whistleblower is entitled to this protection even if:

- ◆ they are mistaken and there is no Serious Wrongdoing;
- ◆ they do not refer to the NZ Act; or
- ◆ they make the disclosure to another person so long as they do so on a confidential basis and for the purposes of seeking advice about whether or how to make a protected disclosure.

## 11. Fair treatment of other persons

The Company will endeavour to provide any employee mentioned in a Whistleblower's report with an opportunity to respond to the allegations as part of any inquiry or investigation.

Employees who are mentioned in any Whistleblower report will also be entitled to access the EAP.



## 12. Queries

For questions about this policy and information about the protections provided by law to Whistleblowers, please contact the Protected Disclosures Officer using the details supplied in this policy or seek independent legal advice.

## 13. Amendments

This policy does not impose contractual obligations on the Company and the policy may be amended, withdrawn or replaced at any time at the Company's absolute discretion.

## 14. Definitions

In this policy the following definitions apply unless the context requires otherwise:

Australian Acts	means the Corporations Act 2001 (Cth) and the Taxation Administration Act 1953 (Cth)
APRA	means the Australian Prudential Regulation Authority.
ASIC	means the Australian Securities and Investments Commission.
Commonwealth	means the Commonwealth of Australia.
Detrimental Treatment	means, as the context requires, Detrimental Treatment (Australia) and Detrimental Treatment (New Zealand).
Detrimental Treatment (Australia)	<p>is defined in the Australian Acts and includes:</p> <p>dismissal of an employee or alteration of an employee's position or duties to his or her disadvantage;</p> <p>injury of an employee in his or her employment;</p> <p>discrimination between an employee and other employees of the same employer;</p> <p>harassment, intimidation, harm or injury, including psychological harm;</p> <p>damage to a person's property, reputation, business or financial position; or</p> <p>any other damage to a person.</p>



<b>Detrimental Treatment (New Zealand)</b>	<p>in New Zealand, the Company must not do any of the following.</p> <p><b>Retaliation</b> due to a protected disclosure or intention to make a disclosure including:</p> <ul style="list-style-type: none"><li>(a) dismissing the employee;</li><li>(b) refusing or omitting to offer or afford to the employee the same terms of employment, conditions of work, fringe benefits, or opportunities for training, promotion, and transfer as are made available to other employees of the same or substantially similar qualifications, experience, or skills employed in the same or substantially similar circumstances;</li><li>(c) subjecting the employee to any detriment or disadvantage (including any detrimental or disadvantageous effect on the employee's employment, job performance or job satisfaction) in circumstances in which other employees employed by the employer in work of that description are not or would not be subjected to such detriment or disadvantage;</li><li>(d) retiring the employee, or requiring or causing the employee to retire or resign.</li></ul> <p><b>Victimisation</b> which means:</p> <p>The Company must not treat, or threaten to treat, a person less favourably than it would treat other persons in the same or substantially similar circumstances because:</p> <ul style="list-style-type: none"><li>(a) they (or a relative or associate) -<ul style="list-style-type: none"><li>I. intend to make, or have made, a protected disclosure under the NZ Act; or</li><li>II. have encouraged another person to make a protected disclosure under the NZ Act; or</li><li>III. have given information in support of, or relating to, a protected disclosure under the NZ Act; or</li></ul></li><li>(b) the Company believes or suspects that that person (or a relative or associate) intends to do, or has done, anything described in paragraph (a).</li></ul> <p>The above does not apply if the person knowingly made a false allegation or otherwise acted in bad faith.</p>
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Relevant Australian Legislation	<p>means:</p> <p>the <i>Corporations Act 2001</i>,</p> <p>the <i>Australian Securities and Investments Commission Act 2001</i>,</p> <p>the <i>Banking Act 1959</i>,</p> <p>the <i>Financial Sector (Collection of Data) Act 2001</i>,</p> <p>the <i>Insurance Act 1973</i>,</p> <p>the <i>Life Insurance Act 1995</i>,</p> <p>the <i>National Consumer Credit Protection Act 2009</i>,</p> <p>the <i>Superannuation Industry (Supervision) Act 1993</i>,</p> <p>the <i>Competition and Consumer Act 2010</i>,</p> <p>the <i>Taxation Administration Act 1953</i>,</p> <p>an instrument made under any of the above Acts</p> <p>other tax laws administered by the Federal Commissioner of Taxation,</p> <p>any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more.</p>
NZ Act	Protected Disclosures (Protection of Whistleblowers) Act 2022

