



Whistleblower Policy

Althea Group Holdings Limited
ACN 626 966 943

Last updated: December 2019

1 Introduction

- 1.1 Althea Group Holdings Limited and its Australian subsidiary companies (collectively, **Althea**) are committed to promoting and supporting a culture of corporate governance, compliance and ethical behaviour generally.
- 1.2 This policy has been created to:
- (a) support Althea's values and Code of Conduct;
 - (b) support Althea's long term sustainability and reputation;
 - (c) meet Althea's legal and regulatory obligations; and
 - (d) align with the ASX Corporate Governance Principles and Recommendations and relevant standards.
- 1.3 This policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to the policy. An up to date version of this policy (or a summary of it) will be made available on Althea's website, and to ASX if required.

2 Purpose of the policy

- 2.1 The purpose of this policy is to:
- (a) ensure individuals who report wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
 - (b) ensure reports of wrongdoing are dealt with appropriately and on a timely basis;
 - (c) provide transparency around Althea's framework for receiving, handling and investigating reports;
 - (d) encourage reports of wrongdoing; and
 - (e) help deter wrongdoing.

3 Definitions

APRA	Australian Prudential Regulation Authority
ASIC	Australia Securities and Investment Commission
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Deloitte	Deloitte Risk Advisory Pty Ltd, the operator of the external and independent whistleblower service Deloitte Halo
Deloitte Halo	a free to use external hotline and reporting service independently operated by Deloitte
Eligible Person	has the meaning given in section 5.1 of this policy
Eligible Recipient	has the meaning given in section 7.3 of this policy
Personnel	directors, officers and employees of Althea
Reportable Conduct	has the meaning given in section 6.2 of this policy
Protected Disclosure Officer	has the meaning given in section 7.3(a) of this policy
Whistleblower	disclosers who qualify for protection as a whistleblower under the Corporations Act

4 Roles and responsibilities

- 4.1 The Protected Disclosure Officers are responsible for:
- (a) receiving a report under this policy directly from disclosers;
 - (b) investigating a report under this policy, and in doing so, determining if external advisors are required to assist with the investigation (for example, investigation firms and financial, legal and other advisers);
 - (c) safeguarding individuals who make a report under this policy and ensuring the integrity of the reporting mechanism; and
 - (d) acting as a contact point for employees to seek accurate and confidential advice or information about the following, without making a report:
 - (i) how this policy works;
 - (ii) what this policy covers; and
 - (iii) how a report might be handled.
- 4.2 Deloitte is authorised to receive reports from Eligible Persons under this policy directly. The Chair of the Audit, Risk and Compliance Management Committee will generally be Deloitte's primary point of contact for disclosures received under this policy.
- 4.3 The Company Secretary is responsible for:
- (a) periodically reviewing and updating this policy, processes and procedures, and for implementing and overseeing any changes;
 - (b) providing quarterly reports by exception to the Audit, Risk and Compliance Management Committee; and
 - (c) coordinating a training program for:
 - (i) managers and others who may receive reports under this policy about how to respond to and handle the report, including how to manage conflicts and maintain confidentiality; and
 - (ii) employees about this policy and their rights and obligations under it;
- 4.4 The Board is responsible for approving updates to the policy, processes and procedures.

5 Application of this policy

- 5.1 This policy applies to all "**Eligible Persons**", which includes any individual who is or has been:
- (a) an officer or employee of Althea;
 - (b) a supplier of goods or services to Althea (whether paid or unpaid), including their employees;
 - (c) an associate of Althea; or
 - (d) a relative, dependent or dependent of the spouse of any individual referred to above.
- 5.2 Examples of Eligible Persons include:
- (a) current and former employees, including employees who are permanent, part time, fixed term or temporary, interns, secondees, managers, and directors; and
 - (b) current and former contractors, consultants, service providers, suppliers and business partners.

6 Reportable Conduct

Matters covered by this policy

- 6.1 Althea encourages and expects all Personnel to make a report in accordance with this policy if they become aware of, or have reasonable grounds to suspect, actual or potential cases of misconduct, or an improper state of affairs or circumstances in relation to Althea.
- 6.2 An Eligible Person may make a report under this policy if they have reasonable grounds to suspect that an Althea director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Althea has engaged in the following conduct (each, a **Reportable Conduct**):
- (a) conduct which is dishonest, fraudulent, corrupt or illegal, including bribery;
 - (b) conduct which is unethical or in breach of Althea's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Althea's policies or procedures);
 - (c) conduct which is potentially damaging to Althea, an Althea employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Althea's property or resources;
 - (d) conduct which amounts to an abuse of authority;
 - (e) conduct which may cause financial loss to Althea or damage its reputation or be otherwise detrimental to Althea's interests;
 - (f) conduct which indicates a significant risk to public safety or the stability of, or confidence in, the financial system, even if it does not involve a breach of a particular law;
 - (g) failure to comply with, or a breach of, legal or regulatory requirements;
 - (h) engaging in, or threatening to engage in, detrimental conduct against a person who has made, is suspected to have made, or suspected to be planning to make, a report under this policy;
 - (i) conduct which involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act; or
 - (j) conduct which involves any other kind of misconduct or an improper state of affairs or circumstances.
- 6.3 Conduct does not have to breach a particular law in order to be Reportable Conduct.

Matters not covered by this policy

- 6.4 Reportable Conduct does not include personal work-related grievances, such as matters which directly affect an individual personally (and only that individual) in the context of their current or past employment, but have no other significant implications for Althea.
- 6.5 Some examples of 'personal work-related grievances' include:
- (a) an interpersonal conflict between the individual and another employee; and
 - (b) decisions that do not involve a breach of workplace laws:
 - (i) about the engagement, transfer or promotion of the individual;
 - (ii) about the terms and conditions of engagement of the individual; or
 - (iii) to suspend or terminate the engagement of the individual, or otherwise to discipline that individual.
- 6.6 A report about a personal work-related grievance could still be a report covered under this policy if, for

example:

- (a) it includes information relating to Reportable Conduct (known as a mixed report); or
- (b) the matter suggests behaviour or conduct extending beyond the individual's circumstances.

7 Who can provide advice on or receive a report

7.1 Althea has several channels, both internal and external, for making a report where an Eligible Person has reasonable grounds to suspect Reportable Conduct.

Eligible Recipients

7.2 A report under this policy should be made directly to an Eligible Recipient to qualify for whistleblower protection under the Corporations Act (see section 10 of this policy).

7.3 In this policy, Eligible Recipients include:

- (a) Personnel nominated as a protected disclosure officer (**Protected Disclosure Officer**), as listed below:
 - (i) Chief Financial Officer;
 - (ii) Company Secretary; and
 - (iii) General Counsel;
- (b) Deloitte;
- (c) a director, or senior manager of Althea; and
- (d) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of Althea or its related body corporate.

Other external parties

7.4 Disclosures to other external parties such as a legal practitioner, ASIC and APRA may also qualify for protection under the Corporations Act if certain conditions are met (see section 10 of this policy).

8 Making a report

8.1 To ensure appropriate escalation and timely investigation, reports should be made to a Protected Disclosure Officer in person, by post to Suite 2, Level 37, 360 Elizabeth Street Melbourne VIC 3000 (marked to the attention of one of the Protected Disclosure Officers).

8.2 Alternatively, a report may be made via Deloitte Halo:

- (a) Phone: 1800 173 918
- (b) Fax: +61 3 9691 8182
- (c) Email: whistleblower@deloitte.com.au
- (d) Website: australia.deloitte-halo.com/althea
- (e) Post: Althea, Reply Paid 12528, A'Beckett Street, Melbourne, Victoria 8006

8.3 In addition to the details of the report, the Deloitte Halo operator will provide the contact details of the disclosure to a Protected Disclosure Officer, unless the person making the report does so anonymously. Where a discloser makes an anonymous report but provides their contact details to Deloitte Halo, those contact details will only be provided to the Protected Disclosure Officer if the discloser consents to it.

Anonymous disclosures

- 8.4 A report can be made on an anonymous basis and still be protected under the Corporations Act. Under this policy, an anonymous disclosure includes a disclosure in which the discloser does not identify themselves, and is sent from an email address from which the discloser's identity cannot be determined.
- 8.5 Disclosers who choose to remain anonymous are encouraged to maintain ongoing communication with Althea (e.g. through Deloitte Halo or an anonymous email).
- 8.6 A discloser may choose to adopt a pseudonym for the purposes of their disclosure, and not use their true name. For example, in circumstances where the discloser's identity is known to their supervisor or the Protected Disclosure Officer, but the discloser prefers not to disclose their identity to others.
- 8.7 While Althea will take all reasonable efforts to ensure anonymity is maintained, disclosers lodging anonymous reports should be aware that if the matter is eventually heard in court, anonymity may be lifted in limited circumstances by a court order.

9 Handling and investigating a disclosure

Process for investigating a disclosure

- 9.1 As soon as practicable after receiving a report under this policy, the individual responsible for handling and investigating the report will:
- (a) acknowledge receipt of the report, if the discloser can be contacted (including through anonymous channels); and
 - (b) determine if:
 - (i) the report falls within this policy; and
 - (ii) a formal, in-depth investigation is required.
- 9.2 If an investigation is required, the individual will need to determine:
- (a) the nature and scope of the investigation;
 - (b) who should lead the investigation (either internal or external to Althea);
 - (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
 - (d) the timeframe for the investigation.
- 9.3 If the disclosure relates to serious misconduct, Althea's Audit, Risk and Compliance Management Committee should be notified immediately.
- 9.4 The investigator will provide feedback to the discloser regarding the investigations progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made) at relevant stages, for example, when the investigation process begins, as the investigation progresses, and at the conclusion of the investigation. The contact details provided by the discloser will be used to provide updates.
- 9.5 The investigation will be conducted in a thorough, objective, fair and independent manner, while preserving the confidentiality of the investigation, and otherwise as is reasonable and appropriate considering the nature of the Reportable Conduct and the circumstances. The particular investigation process and enquiries adopted will be determined by the nature and substance of the report.
- 9.6 To ensure fairness and independence, investigations will be independent of the discloser, the individuals who are the subject of the disclosure, and the department or business unit involved.
- 9.7 Generally:

- (a) where a report is not submitted anonymously, a Protected Disclosure Officer or investigator will contact the discloser to discuss the investigation process as soon as practicable upon receipt of the report, including to discuss who may be contacted and such other matters as are relevant to the investigation; or
 - (b) where a report is submitted anonymously, Althea will conduct the investigation and its enquiries based on the information provided to it. However, Althea may not be able to undertake an investigation if the report leaves out key facts or information, and the discloser has refused or omitted to provide a means of contacting them.
- 9.8 Althea will not disclose information that is contained in a report as part of its investigation process without the discloser's consent, except where:
- (a) the information does not include the discloser's identity;
 - (b) information relating to the discloser's identity or other information that is likely to lead to the identification of the discloser (e.g. the discloser's name, position title and other identifying details) has been removed; and
 - (c) it is reasonably necessary for investigating the issues raised in the disclosure.
- 9.9 The Chair of the Audit, Risk and Compliance Management Committee will be responsible for handling and investigating reports relating to the chief executive officer, Protected Disclosure Officer, or a director of Althea.
- 9.10 A director will be responsible for handling and investigating reports relating to the Chair of the Audit, Risk and Compliance Management Committee.

Review process

- 9.11 If a discloser is not satisfied with the outcome of an investigation, they may contact a Protected Disclosure Officer, the Chair of the Board, or the Chair of the Audit, Risk and Compliance Management Committee.
- 9.12 Althea is not obliged to reopen an investigation if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation.
- 9.13 Any review will be conducted by an individual who was not involved in handling and investigating the original disclosure. The results of any review will be presented to the Audit, Risk and Compliance Management Committee.
- 9.14 A discloser may lodge a complaint with a regulator, such as ASIC or APRA, if they are not satisfied with the outcome of Althea's investigation.

Ensuring fair treatment of individuals mentioned in a disclosure

- 9.15 Althea strives to ensure the fair treatment of individuals who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure.
- 9.16 A report made under this policy will be handled confidentially where it is practical and appropriate in the circumstances.
- 9.17 Each disclosure will be assessed, and if it is determined that an investigation is required, the objective of that investigation will be to determine whether there is enough evidence to substantiate or refute the matters reported.
- 9.18 An employee who is the subject of a report will be advised about:
- (a) the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness, and prior to any actions being taken (for example, if the disclosure is to be the subject of an investigation or if the disclosure is serious and needs to be referred to ASIC, APRA or

the Federal Police); and

- (b) the outcome of the investigation (but they will not be provided with a copy of the investigation report).

10 Protection of Whistleblowers

10.1 Althea is committed to ensuring confidentiality in respect of all matters raised under this policy, and that Whistleblowers who make a report under this policy are treated fairly and do not suffer detriment.

10.2 The Corporations Act provides protection for Whistleblowers where the following conditions are met:

- (a) a disclosure of information relating to Reportable Conduct is made by an Eligible Person to an Eligible Recipient, ASIC, APRA or another Commonwealth body prescribed by legislation;
- (b) a disclosure is made by an Eligible Person 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; or
- (c) an 'emergency disclosure' or 'public interest disclosure' is made by an Eligible Person. Please contact a Protected Disclosure Officer or an independent legal adviser for more information about the criteria for making a public interest or emergency disclosure that qualifies for protection under the Corporations Act.

10.3 Where these conditions are met:

- (a) the Whistleblower is protected from any legal liability by making the report;
- (b) should they suffer any detrimental, recriminatory, harassing or unfavourable treatment for lodging a report, the Whistleblower can claim compensation for that damage from the offender, who may also be liable for a criminal offence; and
- (c) if the Eligible Recipient receiving the report discloses anything which may give away the Whistleblower's identity (other than as required by law, the police, or ASIC), they too may be guilty of an offence.

10.4 A Whistleblower qualifies for protection from the time they make their disclosure, regardless of whether the Whistleblower or Eligible Recipient recognises that the disclosure qualifies for protection. A Whistleblower can still qualify for protection even if their report turns out to be incorrect.

10.5 For more information about ASIC handles whistleblower reports, see ASIC Information Sheet 239, a copy of which can be accessed at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

Identity and confidentiality

10.6 Althea will not disclose the identity of a Whistleblower or information that is likely to lead to the identification of the Whistleblower, except:

- (a) to ASIC, APRA, or a member of the Australian Federal Police;
- (b) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
- (c) to a person or body prescribed by regulations; or
- (d) with the Whistleblower's consent.

10.7 If Althea needs to disclose information that could lead to a Whistleblower's identification, reasonable steps will be taken to reduce this risk, including making such disclosures on a strictly confidential basis.

10.8 Althea may disclose the information contained in a disclosure without the Whistleblower's consent if:

- (a) the information does not include the discloser's identity;
- (b) Althea has taken all reasonable steps to reduce the risk that the discloser will be identified from the information; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

10.9 Whistleblowers should note that people may be able to ascertain their identity if:

- (a) the Whistleblower has previously mentioned to other people that they are considering making a disclosure;
- (b) the Whistleblower is one of a very small number of people with access to the information; or
- (c) the disclosure relates to information that a Whistleblower has previously been told privately and in confidence.

10.10 Complaints about a breach of confidentiality may be lodged with ASIC or APRA for investigation.

Files and records

10.11 All paper and electronic files and records created from an investigation will be retained securely, and can only be accessed by those directly involved in managing and investigating the disclosure.

10.12 Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to be able take appropriate action, or for corporate governance purposes) without the Whistleblower's consent will be a breach of this policy.

10.13 Communications and documents relating to the investigation of a disclosure must not be sent to an email address or to a printer that can be accessed by other staff.

10.14 A release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Althea's disciplinary procedures.

Protection from detrimental treatment

10.15 A Whistleblower will be protected against detrimental treatment if they make an honest report under this policy based on objectively reasonable grounds and have not themselves engaged in serious or illegal conduct.

10.16 Under this policy, **detrimental treatment** includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report, but excludes:

- (a) administrative action that is reasonable to protect a Whistleblower from detriment (e.g. when the report relates to wrongdoing in the Whistleblower's immediate work area); and
- (b) managing a Whistleblower's unsatisfactory work performance, if the action is in line with Althea's performance management framework.

10.17 If a report includes misconduct of the Whistleblower making the report, disciplinary action may be taken but the Whistleblower's co-operation and assistance will be taken into account when considering the matter. If the report is not made on objectively reasonable grounds, internal disciplinary processes may apply.

10.18 Any employee who in any way harms another employee in reprisal for making a report under this policy will be subject to disciplinary action (up to and including termination of employment).

10.19 A Whistleblower who is subjected to detrimental treatment as a result of making a report under this policy should immediately:

- (a) inform a Protected Disclosure Officer, or senior manager within their relevant department; or

- (b) raise it in accordance with section 9.11 of this policy.

10.20 Alternatively, they may seek independent legal advice or contact ASIC or APRA.

Compensation and other remedies

10.21 A Whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury due to detrimental treatment; and
- (b) Althea failed to prevent a person from causing the detrimental treatment.

10.22 Whistleblowers are encouraged to seek independent legal advice.

Civil, criminal and administrative liability protection

10.23 A Whistleblower is protected from any of the following in relation to their disclosure:

- (a) civil liability (e.g. any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation);
- (b) criminal liability (e.g. attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the disclosure against the Whistleblower in a prosecution, other than for making a false disclosure); and
- (c) administrative liability (e.g. disciplinary action for making the disclosure).

10.24 The protections do not grant immunity for a Whistleblower's own misconduct which is revealed in their disclosure.

Other legislative protections

10.25 Part IVD of the *Taxation Administration Act 1953* (Cth) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met. These protections are in addition to those detailed in this policy.