

## APPENDIX H: WHISTLEBLOWER PROTECTION POLICY

### 1. Purpose

EBOS is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Anybody can make a report under this policy. EBOS will stand behind any officer, employee or contractor working within an EBOS team ("EBOS person") who reports a breach, serious problem or wrongdoing relating to EBOS under this policy.

This policy is available on the EBOS website and staff intranet and is intended to be accessed by anyone.

The Board of Directors of EBOS Group Limited has approved this policy.

### 2. When does this policy apply?

You may make a report under this policy if you believe that EBOS, a related body to EBOS, an EBOS director, officer, employee, contractor, distributor or other person who acts for (or purports to act for) EBOS has been involved in any misconduct including:

- dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the EBOS' Anti-Bribery and Corruption Policy;
- illegal activity (such as false record keeping, theft, tampering, violence, harassment or intimidation);
- unethical behaviour or a serious breach of EBOS' policies (such as wilfully breaching EBOS' Code of Ethics or delegated authority framework);
- conduct or practices that present a real risk of damage or harm to EBOS, its people or third parties (such as unsafe work practices, environmental damage, health risks or abuse of EBOS property or resources);
- conduct or practices that may cause financial loss to EBOS or damage its reputation or be otherwise detrimental to EBOS' interests;
- a breach of any Australian law, including a breach of the Corporations Act 2001 (the "Corporations Act");
- a breach of any Australian tax law or misconduct in relation to EBOS's tax affairs; or
- any other kind of serious impropriety.

#### *Workplace grievances*

This Policy does not apply to personal workplace grievances (i.e. a grievance about any matter in relation to the discloser's employment, or former employment, having or tending to have implications for the discloser personally), unless that grievance:

- has significant implications for EBOS;
- represents a danger to the public or financial system; or
- concerns a suspected breach of: Corporations Act, ASIC Act, Banking Act, Financial Sector (Collection of Data) Act, Insurance Act, Life Insurance Act, National Consumer Credit Protection Act, Superannuation Industry (Supervision) Act, any other serious breach of New Zealand or Australian law.

The types of personal work-related grievances that could fall into categories above include:

- disclosures about systemic issues;

- disclosures that include information about executive or board member involvement in workplace matters; and
- disclosures that reveal a potential breach of workplace laws or EBOS' policies on workplace conduct and behaviour.

If the matter you wish to report is a personal work-related grievance that does not fall into the above exceptions, you should not follow the process for reporting outlined in this Policy. Instead please discuss this with your manager or Human Resources.

### *Statutory protections*

See also:

- **Annexure A** which describes the special protections available to whistleblowers under the Australian Corporations Act; and
- **Annexure B** which describes the special protections available to whistleblowers under the Australian Taxation Administration Act.

In addition, under New Zealand Law, “disclosers” have the statutory protections provided under the Protected Disclosures (Protection of Whistleblowers) Act 2022 (“the PD Act”) in relation to “serious wrongdoings”, and this policy is intended to give effect to those protections. **Annexure C** sets out the definitions of “discloser” and “serious wrongdoings” in the PD Act, and the protections afforded under that Act.

### **3. Who can you report to?**

If you are an EBOS person, you may raise a matter with:

- a senior manager within your business/ division; or
- if you are uncomfortable with raising the matter with your immediate manager or another senior manager, the executive in charge of the division/ business unit.

Any person may make a report to any of the following Protected Disclosure Officers:

Group General Manager HR Jacinta McCarthy	Phone: +61 474333566 Email: jacinta.mccarthy@ebosgroup.com
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General Counsel Janelle Cain	Phone: +61 3 9918 5370 Email: janelle.cain@ebosgroup.com
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A report may be submitted anonymously if you do not wish to disclose your identity. This may be done by:

- email to [report@ebosgroup.com](mailto:report@ebosgroup.com); and
- phone to Australia toll free 1800 229 299 and New Zealand toll free 0800 742 770.

The Protected Disclosure Officers will monitor the email and phone numbers above.

### **4. For senior managers – what if someone reports a matter to me?**

A senior manager in receipt of a report must take the matter to an executive (i.e. the CEO and their direct reports) or a Protected Disclosure Officer. An executive in receipt of a report must take the matter to a

Protected Disclosure Officer. This must be done promptly and with discretion, having regard to the protections afforded to whistleblowers under this Policy (see section 6 and Annexures A, B and C for example).

Persons who disclose the identity of a whistleblower in breach of Australian law may be liable of an offence punishable by imprisonment and/or a significant monetary fine. See section 6(b) for the circumstances where the disclosure of a whistleblower's identity may be made.

## **5. Investigation of conduct reported under this Policy**

EBOS will investigate all matters reported under this Policy as soon as practicable after the matter has been reported.

A Protected Disclosure Officer may appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, EBOS will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the conduct.

## **6. Protection Of Whistleblowers**

EBOS is committed to ensuring confidentiality in respect of all matters raised under this policy, and that anyone who is connected with a report is treated fairly and does not suffer any detriment.

Refer to Annexure A and Annexure B for further details of protections available under Australian law. Refer to Annexure C for further details of protections available under New Zealand law.

### *(a) Protection against detrimental treatment*

EBOS is committed to protecting you from detrimental treatment by anyone who believes or suspects that a report has been made, may have been, is proposed to or could be made.

An EBOS employee or contractor who is subjected to detrimental treatment as a result of making a report under this policy should raise their complaint in accordance with paragraph 3 of this policy.

Detrimental treatment includes dismissal, injury, demotion, harassment, discrimination, disciplinary action, bias, threats, damage to property, reputation or a person's business or financial position or other unfavourable treatment connected with making a report.

### *(b) Protection of your identity and confidentiality*

Subject to compliance with legal requirements, upon receiving a report under this Policy, EBOS (including senior managers executives and Protected Disclosure Officers at EBOS), will only share your identity as a whistleblower where:

- you provide your consent;
- the concern is reported to the Australian Securities and Investments Commission ("ASIC"), the Australian Prudential Regulation Authority ("APRA"), the Tax Commissioner or the Australian Federal Police; or
- the concern is raised with a lawyer for the purpose obtaining legal advice or representation, or as otherwise contemplated in Annexure C.

Further, where EBOS needs to investigate a report, it may disclose information that could suggest your identification but it will take all reasonable steps to reduce the risk.

(c) *Protection of files and records*

All files and records created from an investigation will be retained under strict security.

Files, records and information regarding the investigation will not be released to others in EBOS without your consent as whistleblower, except managers, executives, directors or external advisers who strictly need to know in order to investigate the matter and take appropriate action, or for corporate governance purposes.

(d) *Fairness*

EBOS will treat all employees involved in a report made under this policy fairly, as appropriate in the circumstances. We will maintain the confidentiality of each employee's identity to the fullest extent possible, and will not take disciplinary action unless it is considered to be necessary to mitigate the risk of further misconduct or illegal activity.

## **7. Group Reporting Procedures**

Divisions/business units and Protected Disclosure Officers (as appropriate) will report to the divisional/business unit boards on the number and type of whistleblower incident reports annually, to enable EBOS to address any issues at a divisional/business unit and/or Group level.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

The Audit and Risk Committee will receive copies of all divisional/business unit board whistleblower reports, and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, the Protected Disclosure Officers will report material incidents to the Audit & Risk Committee as soon as practicable.

## **8. Review of this Policy**

This policy will be reviewed from time to time having regard to developments in industry practise, regulatory and legislative changes.

Only the Board (or a committee of it) may approve changes to this Policy.

## **ANNEXURE A – AUSTRALIA - CORPORATIONS ACT 2001**

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to EBOS Group, including any of the matters described in section 2 of this policy, where the following conditions are satisfied:

1. the whistleblower:
  - is or has been:
    - an officer or employee of an EBOS Group company;
    - an individual who supplies goods or services to an EBOS Group company (paid or unpaid) (a "contractor") or an employee of a contractor;
    - an individual who is an associate of an EBOS Group company;
  - is a relative of any employee, officer, associate, contractor or employee of a contractor; or
  - is a dependent of any employee, associate, officer, contractor or employee of a contractor (or of such a person's spouse); and
  
2. the report is made to:
  - a Protected Disclosure Officer;
  - a director, officer or senior manager of an EBOS Group company concerned;
  - any EBOS Group company auditor (or a member of that audit team);
  - an actuary of any EBOS Group company;
  - ASIC, APRA or the Australian Federal Police; or
  - a lawyer for the purpose of obtaining legal advice or representation in relation to a report; and
  
3. the whistleblower has reasonable grounds to suspect that there has, or may have, been any misconduct or an improper state of affairs in relation to an EBOS Group company or any of its officers or employees.\* This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public of financial system.

The protections given by the Corporations Act when these conditions are met are:

- the whistleblower is immune from any civil, criminal or administrative legal action and any contractual or other remedies being sought against the whistleblower for making the report;
- the information provided by the whistleblower will not be admissible in evidence against the whistleblower in legal proceedings (unless the proceedings relate to whether the information reported by the whistleblower was false);
- unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence;

- a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the Australian Federal Police or a lawyer for the purpose of obtaining legal advice or representation in relation to the report; and
- remedies, including compensation, may be available for victimising conduct that causes detriment to the whistleblower or any other person due to a report or a belief or suspicion of a report being made.

## CONFIDENTIALITY

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- the discloser consents to the disclosure of their identity;
- disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- the concern is reported to the ASIC, APRA, or the Australian Federal Police; or
- the concern is raised with a lawyer for the purpose obtaining legal advice or representation.

*\*Examples of conduct which may amount to misconduct or an improper state of affairs include:*

- *insider trading;*
- *insolvent trading;*
- *breach of the continuous disclosure rules;*
- *failure to keep accurate financial records;*
- *falsification of accounts;*
- *failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation;*
- *failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.*

## ANNEXURE B – AUSTRALIA – TAXATION ADMINISTRATION ACT 1953

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by EBOS or misconduct in relation to EBOS Group's tax affairs where the following conditions are satisfied:

1. the whistleblower is or has been:
  - an officer or employee of an EBOS Group company;
  - an individual who supplies goods or services to an EBOS Group company (paid or unpaid) (a "contractor") or an employee of such a contractor;
  - an individual who is an associate of an EBOS Group company;
  - a child or spouse of an employee, officer, associate, contractor or employee of a contractor; and
  - a dependent of any employee, associate, officer, contractor or employee of a contractor or of such a person's spouse; and
  
2. the report is made to:
  - a Protected Disclosure Officer;
  - a director, secretary or senior manager of an EBOS Group company concerned;
  - any EBOS Group company external auditor (or a member of that audit team);
  - a registered tax agent or BAS agent who provides tax or BAS services to an EBOS Group company;
  - any other employee or officer of an EBOS Group company who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);

("EBOS recipients")

  - the Commissioner of Taxation; or
  - a lawyer for the purpose of obtaining legal advice or representation in relation to a report; and
  
3. if the report is made to an EBOS recipient, the whistleblower:
  - has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of an EBOS Group company or an associate of that company; and
  - considers that the information may assist the EBOS recipient to perform functions or duties in relation to the tax affairs of an EBOS Group company or an associate of the company; and
  
4. if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the EBOS recipient to perform functions or duties in relation to the tax affairs of the an EBOS Group company or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

- the whistleblower is immune from any civil, criminal or administrative legal action and any

contractual or other remedies being sought against the whistleblower for making the report;

- the information provided by the whistleblower will not be admissible in evidence against the whistleblower in legal proceedings (unless the proceedings relate to whether the information reported by the whistleblower was false);
- unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence;
- a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, Australian Federal Police or a lawyer for the purpose of obtaining legal advice or representation in relation to the report; and
- remedies, including compensation, may be available for victimising conduct that causes detriment to the whistleblower or any other person due to a report or a belief or suspicion of a report being made.

## **CONFIDENTIALITY**

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- the discloser consents to the disclosure of their identity;
- disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- the concern is reported to the Commissioner of Taxation or Australian Federal Police; or
- the concern is raised with a lawyer for the purpose obtaining legal advice or representation.



## ANNEXURE C – NEW ZEALAND - PROTECTED DISCLOSURES (PROTECTION OF WHISTLEBLOWERS) ACT 2022

The Protected Disclosures (Protection of Whistleblowers) Act 2022 (Act) covers ‘disclosers’ in respect of disclosures regarding ‘serious wrongdoing’.

A ‘discloser’ includes an individual who is (or was formerly):

- an employee;
- a homemaker within the meaning of section 5 of the Employment Relations Act 2000;
- a secondee to the organisation;
- engaged or contracted under a contract for services to do the work for the organisation;
- concerned in the management of the organisation (including, for example, a person who is a member of the board or governing body of the organisation);
- a volunteer working for the organisation without reward or expectation of reward for that work.

‘Serious wrongdoing’ includes any act, omission, or course of conduct in (or by) any organisation that is one or more of the following:

- an offence; or
- a serious risk to:
  - the public health; or
  - public safety; or
  - the health or safety of any individual; or
  - the environment; or
- a serious risk to the maintenance of law, including
  - the prevention, investigation and detection of offences; or
  - the right to a fair trial; or
- an unlawful, or corrupt, or an irregular use of public funds or public resources;; or
- oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission by) a person performing (or purporting to perform) a function or duty or exercising (or purporting to exercise) a power on behalf of a public sector organisation or the Government.

A Protected Disclosure means a disclosure of information by a discloser if the discloser:

- believes on reasonable grounds that there is, or has been, serious wrongdoing in or by the discloser’s organisation; and
- discloses information in accordance with the Act, which requires to disclosure to be made:
  - in accordance with any internal procedures; or
  - to the head or deputy head of the organisation; or
  - to an appropriate authority (whether or not the discloser has also made the disclosure to

their organisation or to another appropriate authority); and

- does not disclose it in bad faith.

Protections afforded under the Act include:

- no civil, criminal or disciplinary proceedings can be taken against a discloser for making a protected disclosure, or to an appropriate authority;
- the Act also provides that an employee who suffers retaliatory action by their employer for making a protected disclosure can take a personal grievance under the Employment Relations Act.

It is also unlawful under the Human Rights Act to treat whistleblowers less favourably than others in the same or similar circumstances. If a whistleblower is victimised in this way, the legal remedies under the Human Rights Act may be available to them.

## **CONFIDENTIALITY**

If a protected disclosure is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- the discloser consents to the disclosure of their identity;
- there are reasonable grounds to believe that disclosure of their identity is essential:
  - for the effective investigation of the disclosure; or
  - to prevent a serious risk to public health, public safety, the health or safety of any individual, or the environment; or
  - to comply with the principles of natural justice; or
  - to an investigation by a law enforcement or regulatory agency for the purposes of law enforcement.

Before releasing identifying information under one of the exceptions, the receiver of the information must generally consult the discloser about the release, if practicable.