

# Whistleblower policy



IVE GROUP LIMITED ACN 606 252 644  
Adopted by the Board on 22 June 2023

## 1. PURPOSE OF THE POLICY

The Company is committed to the highest level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Company standards and in compliance with all relevant legislation.

The Company is committed to providing an environment where you and others are encouraged to raise issues of legitimate concern, including any unacceptable behaviours and business practices, without fear of victimisation, detriment or other retribution. The Company provides avenues for reporting of matters of concern to it. This policy deals with one of those avenues.

You, or any other eligible discloser, may report particular matters (called disclosable matters) to specified persons and be entitled to statutory protection under the Corporations Act 2001 (Cth).

These disclosable matters (defined below) may encapsulate matters in breach, or potential breach, of the Code of Conduct, other policies, or other serious misconduct, but do not include personal-work related grievances.

This Policy and the Code of Conduct support the Company's values which are available on the Company's website.

## 2. DEFINITIONS

**Disclosable matters** apply to information that concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or a related body corporate. A disclosable matter includes information relating to the Company, or an officer or employee, that indicates conduct:

- that constitutes an offence against, or in contravention of, the Corporations Act 2001 (Cth) and other prescribed legislation;
- that constitutes an offence against any law of the Commonwealth that is punishable by imprisonment of 12 months or more; and
- represents a danger to the public or financial system.

Disclosable matters entitled to protection under the Corporations Act 2001 (Cth) generally do not include personal-work related grievances.

Disclosures may still qualify for protection even if the disclosure turns out to be incorrect. However, disclosures that are not about misconduct will not qualify for protection under the Corporations Act 2001 (Cth).

**Personal-work related grievances** relates to information that concerns a grievance about any matter relating to your employment which has, or tends to have, implications for you personally (and otherwise does not have significant implications for the Company, or a related entity, does not concern conduct that is an offence against, or in contravention, of prescribed legislation, or does not involve victimisation for making a protected disclosure). Typical examples of a personal work-related grievance include an interpersonal conflict between staff members, disagreement or grievance about an employment related decision or benefits, performance management and discipline and or complaints about personal bullying, harassment and discrimination.

It is important to note that you have protection under the Corporations Act 2001 (Cth) to disclose information to a lawyer for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower provisions in the Corporations Act 2001 (Cth).

### 3. WHO THE POLICY APPLIES TO

This Policy applies to all employees and contractors.

Position	Responsibility
<b>Employee/Contractor</b> (and Managers in their capacity as an employee)	It is the employee's/contractor's responsibility to: <ul style="list-style-type: none"> <li>• raise and disclose any concerns or issues honestly and truthfully;</li> <li>• except as permitted by law, or to obtain legal advice or assistance, preserve the confidentiality of any disclosure (including the identify of any discloser or information that may identify the discloser);</li> <li>• co-operate, to the extent it is reasonably practicable, with the Company in any assessment, investigation and resolution of any concerns or issues disclosed; and</li> <li>• not victimise or cause any detriment to any person who makes a disclosure.</li> </ul>
<b>Recipient of disclosure</b>	It is the Recipient's responsibility to: <ul style="list-style-type: none"> <li>• take immediate action where disclosure is made (and usually, notify the General Manager, People &amp; Development);</li> <li>• where required by law, preserve the confidentiality of any disclosure, including as to the identify of any discloser, and otherwise maintain appropriate confidentiality; and</li> <li>• not victimise or cause any detriment to any person who makes a disclosure.</li> </ul>
<b>People &amp; Development Department</b>	It is the responsibility of the People & Development team to: <ul style="list-style-type: none"> <li>• conduct preliminary assessment, investigations and or managerial review of any disclosure;</li> <li>• review and recommend updates of the Policy and related policies as required; and</li> <li>• conduct regular training on the Policy for employees, Managers and recipients of disclosures.</li> </ul>
<b>Compliance Committee</b>	It is the responsibility of the Audit, Risk and Compliance Committee to: <ul style="list-style-type: none"> <li>• review and discuss with management the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs;</li> <li>• review the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards (including the Policy and Code of Conduct); and</li> <li>• review the procedures the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company).</li> </ul>

## 4. POLICY

### Who can report a disclosable matter?

A current or former officer, director, employee, volunteer, contractor, supplier, or a relative or dependent of same, can disclose / report any disclosable matter.

### How do you report a disclosable matter?

IVE Group has put in place an independent and secure whistleblower service, delivered by a specialist partner **Stopline**. The service is available through the following channels, 24 hours per day.

Telephone – 1300 30 45 50

Website - <https://ivegroup.stoplinereport.com>

Email – [makeareport@stopline.com.au](mailto:makeareport@stopline.com.au)

Mail - IVE Group, C/o Stopline Pty Ltd, PO Box 403, Diamond Creek VIC 3089

Stopline will assess each report of a disclosable matter to ascertain whether it falls within the protections in the Corporations Act 2001 (Cth) (or is a personal-work related grievance or a non-disclosable matter), and communicate through to the designated contact at IVE where a disclosable matter is being reported. If it is considered that a non-disclosable matter is being reported, Stopline will redirect the discloser to the most appropriate channel in line with IVE policy.

### What should I include in the report?

Please provide as much detailed information as possible so that your report can be investigated. Some useful details include:

- date, time and location
- names of person(s) involved, roles and their business group
- your relationship with the person(s) involved
- the general nature of your concern
- how you became aware of the issue
- possible witnesses; and
- other information that you have to support your report.

### Should I make a Whistleblower Report anonymously?

When you lodge a report, you can choose whether to do it with full anonymity (neither Stopline or IVE will know your identity), partial anonymity (Stopline will know your identity, but IVE will not) or not having any anonymity (Stopline and IVE will know your identity and maintain the required confidentiality of your identity). If you choose to make your disclosure anonymously, you will still be protected under the Whistleblower Laws. However, requiring complete or partial anonymity may practically make it more difficult for us to investigate the issue or take the action we would like to take. By letting us know who you are, we can contact you directly to discuss your concerns which will help us investigate the matter more quickly and efficiently.

Any disclosable matter can still be reported to any of the Company's **Protected Disclosure Officers**:

- A company director or the Company Secretary;
- A senior manager of the Company, like the CEO or CFO;
- The Company auditor; and

- The General Manager, People & Development (hr@ivegroup.com.au).

To do so, the initial disclosure is best made in writing, by either email or letter, to the above-mentioned persons. If you wish to report a disclosable matter anonymously, you may provide a detailed report to IVE Group, Building D, 350 Parramatta Road Homebush NSW 2140, preferably addressed to 'General Manager, People & Development'. A disclosure that lacks relevant detail may, due to the anonymity, limit the thoroughness of any investigation.

When making a disclosure you may also advise that you wish to place restrictions on who knows your identity while making a disclosure, during the course of an investigation and after the investigation is finalised.

### **What can you report?**

As said above, you can report information if you have reasonable grounds to suspect the information concerns misconduct, or an improper state of affairs or circumstances. Please see the definition of disclosable matters above.

Personal-work related grievances as defined above are generally not disclosable matters.

### **What protections do you have?**

If you make the disclosure to the specified persons above about a disclosable matter, then under the Corporations Act 2001 (Cth) you have protection against the disclosure of your identity, and information that is likely to lead to the identification of you.

Some disclosure is authorised under the Corporations Act 2001 (Cth) including:

- If made to prescribed regulatory authorities;
- If made to a legal practitioner for advice or representation;
- If made with your consent; or
- If reasonably necessary for the purposes of investigation, provided all reasonable steps are taken to reduce the risk that you will be identified.

Unless there is dishonesty or falsity, a discloser is not to be subjected to any civil, criminal or disciplinary action for making the disclosure. No contractual or other remedy will be enforced against you for making the disclosure.

An employee or other person who makes a protected disclosure is not to be victimised or subjected to any detriment or threat because they made a disclosure (or are suspected to have made a disclosure). Examples of detrimental behaviour include:

- reprisals, harassment or intimidation;
- harm or injury to a person, including psychological harm;
- damage to a person's property or reputation;
- demotion or dismissal or loss of opportunity for promotion; and
- current or future bias.

Any such retaliatory action or victimisation in reprisal for a report being made will be treated as serious misconduct and will result in disciplinary action, which may include dismissal.

The making of a disclosure will not, in and of itself, prevent or delay any genuine and legitimate disciplinary action or process, performance management process or organisational changes, being implemented and made. People & Development will however carefully assess whether the matters raised in the disclosure do have a bearing on the maintenance of those processes, and to ensure that the processes are not occurring because of your disclosure.

A discloser can seek compensation and other remedies in respect of any loss or damage suffered because of a disclosure if the Company fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

**What will the Company do to protect you?**

The Company will take various steps to ensure protection of disclosers, including:

- having this Policy readily accessible to employees and management – including on the intranet and provided during induction;
- providing training on this Policy to employees and management;
- supporting those responsible for handling disclosures by ensuring they receive training on how to handle disclosures; and
- having disclosures kept in a secure file (and separate from the HR files of the discloser) that is not accessible by other employees (other than those authorised to deal with disclosures).

The protection that the Company will make available to specific disclosers will vary depending on the circumstances, but may include:

- assessing any risk to confidentiality and of victimisation;
- discussing with the discloser the steps to be taken to protect them during the handling of their disclosure;
- monitoring and managing the behaviour of other employees following the disclosure;
- reminding relevant employees of obligations of confidentiality and non-victimisation;
- offering a leave of absence while a matter is investigated;
- relocating employees (which may, but will not necessarily, include the discloser) to a different working group or department.

All employees have access to the Company's EAP line for support before, during and after any disclosure.

**How will the Company respond to a disclosure?**

The designated contact at IVE who receives a report from Stopleveline is normally the General Manager, People & Development. If the disclosure concerns the General Manager, People & Development, the matter will be reported through to the Company Secretary.

Generally, the following steps will be taken:

- The disclosure will be assessed to ascertain whether it falls within the protections in the Corporations Act 2001 (Cth) (or is a personal-work related grievance or a non-disclosable matter);
- A risk assessment as to confidentiality, safety and victimisation will be undertaken (and updated at regular intervals as necessary);
- A plan for handling the disclosure will be developed, including ascertaining available sources of information (including independent documentary or other sources);
- In line with the anonymity or otherwise of the discloser, the Company will consult with the discloser about:
  - the disclosure and the need for any further information;
  - any risks as to confidentiality, safety and victimisation; and
  - the proposed process for handling the disclosure and the need for any consent to disclose information and or identity of the discloser to properly investigate the disclosure;
- The Company may then assess, investigate or take other managerial action in response to the disclosure;
- The Company will assess the need for an investigation, internal or external;
- The Company will ensure fair treatment of employees who are mentioned in any reports of wrongdoing by, where necessary:
  - informing them about this Policy;
  - outlining any investigation procedure;
  - subject to obligations to preserve confidentiality, provide to them relevant information or particulars of any allegations or concerns;
  - provide them an opportunity to respond, including in an interview;
  - undertake robust enquiries of available evidence and information, when because of confidentiality, matters are unable to be put to the affected employee;

- maintain confidentially; and
- where adverse findings are to be made against the affected employee, provide them an opportunity to comment on those proposed findings; and
- The Company will, where possible, provide regular updates to the discloser (and others affected) as to the progress of the matter.

All employees will have opportunity to seek guidance and support throughout any process in responding to a disclosure, including having access to the Company's EAP.

In any investigation process, all employees are expected to cooperate with the directions of the Company and / or it's investigator.

Where it is shown that a person has knowingly made a false report, then that conduct itself will be considered a serious matter. A false report includes matters the reporter knows, or ought to have known, have no substance. Making a false report may lead to the discloser being the subject of disciplinary action which may include dismissal.

If, following an investigation, the allegations are found not to be substantiated, any documents relating to the investigation will be handled and secured confidentially, subject to disclosures to the appropriate members of management or the Board, as appropriate.

### **Material incidents**

The General Manager, People & Development, or the Company Secretary (if the disclosure concerns the General Manager, People & Development) are responsible for ensuring that any material incidents reported under this Policy are reported to the Audit, Risk and Compliance Committee in a timely manner.

### **Confidentiality**

Unless the discloser consents, the identity or information likely to reveal the identity of the discloser can only be disclosed to:

- ASIC, APRA or a member of the Australian Federal Police;
- a legal practitioner for the provision of legal advice or representation; or
- a person or body prescribed by regulations.

The Company will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a discloser or of information that is likely to lead to the identification of that person. It is an offence under the Act to do so, and a discloser should contact one of the Protected Disclosure Officers if he or she suspects that such an offence has occurred. A discloser may also lodge a complaint with a regulator, such as ATO, ASIC or APRA.

However, the Company is able to use and disclose information provided without the discloser's consent as reasonably required for handling the disclosure in the following circumstances:

- the information does not include the discloser's name;
- the entity has taken reasonable steps to reduce the risk that the discloser will be identified; and
- the disclosure is reasonably necessary for investigating the issues raised in the disclosure.

## **5. REVIEW OF POLICY**

This Policy and related procedures will be reviewed periodically by the Audit, Risk and Compliance Committee to ensure that it is operating effectively, whistleblower reports are being appropriately recorded, investigated and responded to and to consider whether any changes are required to the Policy or procedures.

## 6. WHO TO SPEAK TO IF YOU HAVE QUESTIONS

If you have any questions regarding the Policy or any of the Company's policies at any time, you should contact someone in the People & Development team.

### More information

If you require additional information in relation to this Policy, please contact your Manager or [hr@ivegroup.com.au](mailto:hr@ivegroup.com.au)



## APPENDIX A – STATUTORY PROTECTIONS

### Protections under the Corporations Act 2001 (Cth)

The Corporations Act 2001 (Cth) gives special protection to disclosures about any misconduct or improper state of affairs relating to the Company if the following conditions are satisfied:

1. The discloser is or has been:
  - a. An officer or employee of an IVE Group company;
  - b. An individual who supplies goods or services to an IVE Group company or an employee of a person who supplies goods or services to an IVE Group company;
  - c. An individual who is an associate of an IVE Group company; or
  - d. A relative, dependant or dependant of the spouse of any individual referred to at a. to c. above;
2. The report is made to:
  - a. A Protected Disclosure Officer;
  - b. An officer or senior manager of the IVE Group company concerned;
  - c. The Company's external auditor (or a member of that audit team);
  - d. ASIC, APRA or another prescribed Commonwealth regulatory body;
  - e. A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act; or
  - f. a journalist or member of parliament, only in the following circumstances:
    - i. *Public interest disclosures*
      - the discloser has previously made a disclosure of the information to ASIC, APRA or prescribed Commonwealth regulatory body (prescribed recipient);
      - 90 days have passed since the disclosure;
      - the discloser has reasonable grounds to believe that action has not been taken and disclosure would be in the public interest; and
      - the discloser has given written notice to the prescribed recipient that they intend to make a public interest disclosure, including sufficient information to identify the original disclosure.
    - ii. *Emergency disclosures*
      - the discloser has previously made a disclosure of the information to a prescribed recipient;
      - the discloser 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 the environment;
      - the discloser has given written notice to the prescribed recipient that they intend to make an emergency disclosure, including sufficient information to identify the original disclosure; and
      - the information disclosed is no greater than is necessary to inform the journalist or member of parliament of the substantial and imminent danger.

It is important for a discloser to understand the criteria for making a public interest or emergency disclosure. A discloser should contact an independent legal adviser before doing so.

3. The discloser has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Company. This may include a breach of legislation including the Corporations Act 2001 (Cth), an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act 2001 (Cth) 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 Company 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 Company
- Failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

4. The protections given by the Corporations Act 2001 (Cth) when these conditions are met are:

- a. The discloser is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
  - b. No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the discloser for making the report;
  - c. In some circumstances, the reported information is not admissible against the discloser in criminal proceedings or in proceedings for the imposition of a penalty;
  - d. Anyone who causes or threatens to cause detriment to a discloser or another person in the belief or suspicion that a report has been made, or may have been made, proposed to or could be made, may be guilty of an offence and may be liable for damages;
  - e. A discloser's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
  - f. The person receiving the report commits an offence if they disclose the substance of the report or the discloser's identity, without the discloser's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.
5. If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:
- a. The discloser consents to the disclosure of their identity;
  - b. Disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
  - c. The concern is reported to ASIC, APRA or the AFP; or
  - d. The concern is raised with a lawyer for the purposes of obtaining legal advice or representation.

### **Protections available under the Taxation Administration Act**

The Taxation Administration Act also provides protection for disclosures of information to an eligible recipient (see below) where:

- the information indicates misconduct or an improper state of affairs, in relation to the tax affairs of an entity (or an associate of an entity); and
- the discloser considers that the information may assist the recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the following eligible recipients:

- the Commissioner of Taxation;
- a tax agent or BAS agent of the entity registered with the Tax Practitioners Board;
- an employee or officer who has functions or duties that relate to the tax affairs of the entity; or
- any person or agency specified in section 2 above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined in section 4 above.