

Whistleblower policy



IVE GROUP LIMITED ACN 606 252 644

Initially adopted by the Board on 25 June 2019

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.

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.

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
Employee/Contractor (and Managers in their capacity as an employee)	It is the employee's/contractor's responsibility to: - raise and disclose any concerns or issues honestly and truthfully; - 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); - 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 - not victimise or cause any detriment to any person who makes a disclosure.
Recipient of disclosure	It is the Recipient's responsibility to: - take immediate action where disclosure is made (and usually, notify the General Manager, People & Development); - where required by law, preserve the confidentiality of any disclosure, including as to the identify of any discloser, and otherwise maintain appropriate confidentiality; and - not victimise or cause any detriment to any person who makes a disclosure.
People & Development Department	It is the responsibility of the People & Development team to: - conduct preliminary assessment, investigations and or managerial review of any disclosure; - review and recommend updates of the Policy and related policies as required; and - conduct regular training on the Policy for employees, Managers and recipients of disclosures.
Compliance Committee	It is the responsibility of the Audit, Risk and Compliance Committee to: - review and discuss with management the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs; - 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 - 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).

4. POLICY

Who can report a disclosable matter?

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

Who do you report these matters to?

Any disclosable matter can be reported to:

- 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).

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.

The initial disclosure is best made in writing, by either email or letter, to the above-mentioned persons.

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.

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.

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 recipient who receives a report and / or allegation will promptly raise this with the General Manager, People & Development, who is responsible for ensuring the matter is properly dealt with. If the disclosure concerns the General Manager, People & Development, the matter will be managed by 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);
- If possible, 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 confidentiality; 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 its 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 confidentiality, 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.

5. 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