

POL-019 Whistle Blower Policy

1 Purpose

For the purpose of this document, Degnan refers collectively to Degnan Group Pty Ltd and its subsidiaries, including but not limited to Degnan (NSW) Pty Ltd, Degnan (QLD) Pty Ltd and Degnan (VIC) Pty Ltd. Degnan is committed to facilitating an environment where:

- matters that appear to be illegal, unethical or otherwise improper are disclosed without repercussions to the person making the disclosure; and
- the disclosed information is dealt with in a confidential manner.

The Corporations Act 2001 (Cth) (Corporations Act) and the Tax Administration Act 1953 (Cth) provide certain protections for whistle-blowers. This Policy outlines the protections available under the Corporations Act (Whistle-blower Regime) and how Degnan will comply with its legislative obligations in relation to the Whistle-blower Regime.

Degnan requires all employees and representatives of Degnan to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable legislation. The Policy details the rights of employees and other people who have dealings with Degnan to disclose improper conduct confidentially, anonymously, in good faith and on reasonable grounds without the fear of reprisal or detrimental action.

2 Definitions

Term	Meaning
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
Confidential Information	Eligible Whistle-blower's identity or any information that is likely to lead to the identification of an Eligible Whistle-blower
Corporations Act	Corporations Act 2001 (Cth)
Whistle-blower Regime	Provisions relating to Whistle-blowers and the protection for Whistle-blowers under the Corporations Act

3 Scope

This Policy applies to Degnan and Eligible Whistle-blowers.

An Eligible Whistle-blower for the purpose of the Whistle-blower Regime and this Policy is anyone who is, or has previously been:

- an officer of Degnan;
- an employee of Degnan (whether permanent, part time, fixed term or casual);
- an individual who supplies goods or services to Degnan, or an employee of a person who supplies goods or service to Degnan;
- an individual who is an associate of Degnan;
- a relative of any of the above persons; or
- a dependent of any of the above persons or of any such person's spouse.

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4 Protected Disclosures

4.1 What is a Disclosable Matter?

A disclosable matter under the Whistle-blower Regime and the Policy is any information that the whistle-blower has reasonable grounds to suspect:

- misconduct or an improper state of affairs or circumstances in relation to Degnan (for example a breach of policies or procedures of Degnan); or
- that Degnan, or any employee or officer of Degnan has engaged in conduct that:
 - constitutes an offence or a breach of legislation, such as the Corporations Act or the Australian Securities and Investments Commission Act 2001 (Cth);
 - constitutes an offence against any other Commonwealth law that is punishable by imprisonment for 12 months or more; or
 - represents a danger to the public or the financial system.

A disclosure that includes information about a personal work-related grievance (for example a disclosure about an interpersonal conflict or a disciplinary decision) will not qualify for protection, unless the disclosure:

- is about a breach of section 6.3 of this Policy;
- has significant implications for Degnan that do not relate to the whistle-blower personally; or
- satisfies the conditions stipulated in part 4.1.1(b) of this Policy.

4.2 What Disclosures are Protected?

There are three primary types of disclosures that an Eligible Whistle-blower may make, and which may qualify for protection under the Whistle-blower Regime and this Policy:

- **Disclosures to Eligible Recipients:** Disclosures of a Disclosable Matter to an Eligible Recipient.
- **Disclosures to a regulator:** Disclosures of a Disclosable Matter to the Australian Securities and Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA), or a prescribed Commonwealth entity.
- **Disclosures to a legal practitioner:** Disclosures to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the Whistle-blower Regime.

Eligible Whistle-blowers are defined in section 3 of the Policy, and Disclosable Matters are defined in section 4.1 of this Policy, and Eligible Recipients are defined in section 4.3 of this Policy.

There are two additional categories of disclosures, called public interest disclosures and emergency disclosures, which can be made to a journalist or member of Parliament. However, these disclosures only qualify for protection in certain, limited circumstances and where specific requirements described in the Whistle-blower Regime are complied with.

A person who knowingly makes a false disclosure or makes a false disclosure with malice and without having reasonable grounds to suspect that the disclosure relates to a Disclosable Matter, will not qualify for protection under the Whistle-blower Regime or this Policy, and may be subject to disciplinary action.

If you are unsure if a potential disclosure would be a protected disclosure and do not know what to do, or need guidance on the Whistle-blower Regime or this Policy, you can consult with the Head of Business Operations & HR

4.3 Who is an Eligible Recipient?

The primary person authorised by Degnan to receive disclosures of Disclosable Matters is the General Manager, People & Business Improvement.

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However, they can also be made to:

- an officer in Degnan;
- a senior manager in Degnan;
- anyone who wishes to remain anonymous, may send a disclosure to the below address, to be marked private and confidential:

General Manager, People & Business Improvement
50 Barry Avenue
Mortdale NSW 2223

4.4 How may Disclosures be made?

While there is no requirement for protected disclosures to be made in a particular form, consistent with section 4.3 of this Policy above, Eligible Whistle-blowers are encouraged to disclose Disclosable Matters to the General Manager, People & Business Improvement, in person, or by email to HR@degnan.com.au

Disclosures may be made on an anonymous basis. However, as this can limit Degnan's ability to investigate or take other action in relation to the disclosure, named disclosures are generally preferable.

5 How will Degnan investigate Protected Disclosures?

Degnan takes all protected disclosures seriously and, where appropriate, will investigate protected disclosures that are reported to an Eligible Recipient.

If an investigation is appropriate, depending on all of the circumstances (including the nature of the Disclosed Matter), the disclosure will either be investigated internally, or referred to an appropriate external person or organisation for investigation.

Internal investigations will be conducted in an objective and fair manner having regard to the principles set out in the AS 8004 Australian Standard on Whistle-blower Protection Programs for entities.

6 Protection of Whistle Blowers

6.1 Confidentiality

Strict confidentiality obligations apply in relation to protected disclosures.

An Eligible Whistle-blower's identity or any information that is likely to lead to the identification of an Eligible Whistle-blower (Confidential Information) will not be disclosed by Degnan or an Eligible Recipient unless authorised under the Whistle-blower Regime.

A disclosure of Confidential Information is authorised under the Whistle-blower Regime if:

- the disclosure is made with the consent of the whistle-blower;
- the disclosure is made to:
 - ASIC, APRA or the Australian Federal Police
 - a legal practitioner for the purpose of obtaining advice or legal representation in relation to the operation of the Whistle-blower Regime; or
 - a body prescribed by the regulations made under the Corporations Act; or
- the disclosure relates to information that may lead to the identification of the whistle-blower and:
 - the disclosure of that information is reasonably necessary for the purpose of investigating the protected disclosure; and
 - all reasonable steps are taken to reduce the risk that the whistle-blower will be identified.

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6.2 Protection from Legal Action

Eligible Whistle-blowers cannot:

- be subjected to legal action because they made a protected disclosure;
- have disciplinary action taken against them for making the disclosure; or
- have their contracts terminated on the basis that making the protected disclosure was a breach of that contract.

6.3 Protection Against Detriments and Threats

The Whistle-blower Regime makes it unlawful for a person (first person) to:

- engage in conduct that causes any detriment to an Eligible Whistle-blower or another person because that first person believes or suspects that the Eligible Whistle-blower or another person made, may have made, proposes to make, or could make, a protected disclosure; or
- make a threat (whether express or implied, conditional or unconditional, intentional or reckless) to cause any detriment to an Eligible Whistle-blower or another person because the Eligible Whistle-blower or another person has made, or may make, a protected disclosure.

Under the Whistle-blower Regime the meaning “detriment” includes:

- dismissing an employee;
- injuring an employee in their employment;
- altering an employee’s position or duties to their disadvantage;
- discriminating between an employee and other employees;
- harassing or intimidating a person;
- harming or injuring a person;
- damaging a person’s property, reputation, business or financial position; or
- any other damage to a person.

6.4 Other Protections Available

There is a separate whistle-blower protections regime under the Tax Administration Act 1953 (Cth). Broadly speaking, the types of disclosures that are protected under this separate regime relate to information about the tax affairs of Degnan.

Disclosures that qualify for protection under the Whistle-blower Regime may also amount to the exercise of a workplace right. Degnan is prohibited under the Fair Work Act 2009 (Cth) from taking adverse action against employees or contractors because they have exercised or propose to exercise any workplace right.

7 Support and Fair Treatment

By this Policy, Degnan is committed to ensuring all employees feel supported and able to raise issues which relate to any misconduct or improper state of affairs or circumstances within Degnan.

Where a protected disclosure is made, Degnan will reiterate the requirements of this Policy and the Whistle-blower Regime with any person concerned in the investigation of the disclosure.

Degnan will conduct investigations into protected disclosures in a manner which is fair in all of the circumstances and will have regard to the protections afforded to an Eligible Whistle-blower and the privacy and fair treatment of persons referred to in a disclosure, including those to whom a disclosure relates.

Degnan will determine whether any disciplinary action or other remedies are appropriate after an investigation into a protected disclosure is completed.

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8 Policy access and review

This Policy is available on the Degnan website and on Degnet (Degnan intranet).
Degnan will review this Policy periodically as required and may amend this Policy from time to time.

9 References

Legislation
Corporations Act 2001 (Cth)
Tax Administration Act 1953 (Cth)
Fair Work Act 2009 (Cth)