



**WHISTLEBLOWER POLICY**  
**SERVCORP LIMITED**  
**ACN 089 222 506**

January 2020



## **Introduction**

Servcorp is committed to adhering to its statutory obligations, its rules and values. We are committed to providing those involved with our Company a safe environment to raise breaches of internal rules or policy, or Disclosable Matters relating to the Company, its officers or employees.

In cases where people feel they need to be protected in relation to raising a matter, this Policy outlines the protections that will apply.

## **Purpose**

The purpose of this Policy is to:

- provide you with an understanding of what can be reported under this Policy;
- demonstrate the importance Servcorp places on ensuring a safe and supportive environment, where our people feel confident to raise breaches of internal rules or Disclosable Matters relating to the Company, its officers, employees or members;
- assist to create a culture within Servcorp that encourages our people to speak up and raise breaches of internal rules or policy, or Disclosable Matters relating to the Company, its officers, employees or members;
- explain the processes for reporting breaches of internal rules or policy, or Disclosable Matters, including what happens when you make a report; and to
- outline how you will be protected if you make a report.

## **Scope**

### **The scope of this Policy – People (“Eligible Whistleblowers”)**

Eligible Whistleblowers are any people who are, or have been:

- 1) an officer of the Company;
- 2) an employee of the Company;
- 3) a person who supplies services or goods to the Company (whether paid or unpaid);
- 4) an employee of a person that supplies services or goods to the Company (whether paid or unpaid);
- 5) a person who is an associate of the Company; or
- 6) a relative, dependant or partner of any of the people in one of the above categories.

This Policy applies to all Servcorp’s businesses and offices. It also applies across all jurisdictions where Servcorp operates. If local legislation, regulations or laws provide a higher level of protection than what is included in this policy, the local legislation will take precedence.

## **The scope of this Policy– Conduct (“Disclosable Matters”)**

The scope of this Policy relates to information, which a Discloser has reasonable grounds to suspect:

- concerns misconduct, or an improper state of affairs or circumstances, including any concern about conduct, or the deliberate concealment of such conduct, in relation to the Company, its business operations and practices; and/ or
- constitutes an offence against, or a contravention of, a provision of the Corporations Act 2001 (Cth) or any other relevant legislation as defined in section 1317AA(5)(c) of the Corporations Act.

## **Out of scope– Complaints and grievances**

From time to time, you may have a Complaint in relation to policy decisions, or a personal work-related grievance, which is not a Disclosable Matter or a breach of the Company’s rules or policies.

If you have a Complaint about a policy decision or you wish to raise a personal work-related grievance issue, speak to your Manager or General Manager.

## **What is (and isn’t) Disclosable Matters**

Not everything that can be complained about amounts to being a Disclosable Matter.

### **Examples of things that would be Disclosable Matters**

- a breach of an officer’s duties to the Company in relation to financial management;
- providing false or misleading information in a document;
- misuse of the Company’s resources;
- unethical or other serious improper conduct, including unfair or unethical dealing with a customer;
- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- financial irregularities, including fraud, money laundering or misappropriation of funds;
- corrupt conduct, including offering or accepting a bribe;
- an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- dishonest conduct by an employee or officer of the Company;
- conduct that represents a danger to the public or the financial system;
- failure to comply with, or breach of, legal or regulatory requirements; and
- engaging in or threatening to engage in Detrimental Conduct against a person who has made a Disclosure or is believed or suspected to have made, or be planning to make, a Disclosure.

### **Examples of things that (on their own) would usually not be Disclosable Matters**

- a difference of opinion about a policy adopted by the Company;
- personal work-related grievances with your employer. These examples include:
  - (a) an interpersonal conflict between the Discloser and another employee;
  - (b) a decision that does not involve a breach of workplace laws;
  - (c) a decision about the engagement, transfer or promotion of the discloser;
  - (d) a decision about the terms and conditions of engagement of the Discloser; or
  - (e) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

## **Who should I report my matter to (“Eligible Recipient”)**

To qualify for protection under the Corporations Act you must make a report on a Disclosable Matter to any of the following Eligible Recipients:

### **Eligible Servcorp Recipient**

- Directors of the Servcorp Limited Board;
- CEO;
- Senior Executives- Regional General and Senior Managers, CFO, Company Secretary;
- internal hotline

### **Eligible non-Servcorp Recipient**

- Servcorp’s external Auditors;
- Legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the Whistleblower provisions in the Corporations Act
- Regulatory bodies such as ASIC, APRA or another Commonwealth body prescribed under the regulations (regulatory body)

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the Whistleblower provisions of the Corporations Act are protected, even where the legal practitioner has concluded that a Disclosure does not relate to a Disclosable Matter.

For Emergency Disclosures and Public Interest Disclosures, subject to meeting specific criteria, you may also report a Disclosable Matter to Journalists and members of the Commonwealth, State or Territory Parliaments (Parliamentarians).

You should contact Servcorp’s Whistleblower Protection Officer or the Company Secretary, or an independent legal advisor to ensure you understand the criteria for making an Emergency or Public Interest Disclosure. A Disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the Disclosure was made. In the case of a Public Interest Disclosure, at least 90 days must have passed since the previous Disclosure.

Although Disclosable Matters can be reported to external agencies, in many cases, if it is dealt with promptly and effectively, the Company will be capable of dealing with the matter internally to reach an appropriate resolution.

## How to make a Disclosure

An Eligible Whistleblower can report a Disclosable Matter directly to an Eligible Recipient. All such Disclosures, may be provided anonymously and/ or confidentially, securely and outside of business hours. Disclosures, whether provided anonymously or with your identity, are protected under the Corporations Act.

Should you wish to make an anonymous or partially anonymous Disclosure, Servcorp and Eligible Servcorp Recipients have procedures in place to protect your identity. Where you choose to provide partial information about your identity the Eligible Recipient:

- is the only party who is aware of your identity; and
- will implement these procedures to protect your identity and maintain confidentiality from disclosure to other parties, unless such disclosure is authorised by you.

For guidance, you may:

- request for your identity to be redacted;
- request for your identity to be disclosed only to the Whistleblower Protection Officer.

A Discloser can choose to remain anonymous while making a Disclosure, over the course of the investigation and after the investigation is finalised. A Discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. In addition, a Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so the Company can ask follow-up questions or provide feedback.

## Whistleblower Investigation Officer/ Whistleblower Hotline

In cases where you do not feel safe to speak to any of the internal reporting channels, and you wish to be protected by the Company as a part of raising your matter, you can report your matter to the Whistleblower Investigation Officer (the **WIO**) as described in this Policy. The WIO is a senior officer of the Company who is responsible for receiving Whistleblower Disclosures of wrongdoing and overseeing its investigation and resolution.

The WIO must (after reasonable assessment):

1. appoint a Whistleblower Protection Officer (the **WPO**) to provide support to the Whistleblower;
2. be satisfied that action in response to the inquiry/ investigation is appropriate to the circumstances;
3. ensure that all the investigations are carried out in line with the principal of procedural fairness.

The WIO and WPO may be contacted through the channels below:

Channel	Contact Details
Whistleblower Investigation Officer's name	John Henderson
Whistleblower Protection Officer's name	Greg Pearce
Whistleblower Investigation Officer's email	WIO@servcorp.com.au
Whistleblower Hotline email	whistleblower@servcorp.com.au
Whistleblower Investigation Officer's phone number	*801 7532 +61 2 9231 7532
Whistleblower Hotline phone number	*801 7530 +61 2 9231 7530
Whistleblower Hotline mail address	Mr John Henderson (WIO) Private and Confidential Servcorp Limited Level 63, MLC Centre 19-29 Martin Place Sydney NSW 2000 Australia

## **What happens when you report Disclosable Matters to your Company**

When you report a Disclosable Matter under this policy, you should provide as much information as possible.

Information such as dates, times, location, individuals involved, other witnesses, physical evidence (e.g. documents, images) and any other general information may be useful to assist the Company to determine how to take appropriate action.

Any information you provide to the Company may be used by the Company in assessment of an investigation or other appropriate action. Examples of actions could include:

- a satisfactory explanation can be provided in relation to the matter;
- the matter is resolved by speaking to one or more parties;
- the matter is recorded and monitored going forward;
- a decision is made to investigate (internally or via independent, external investigators);
- the matter is referred to another agency; or
- a combination of the above.

Where practicable, you will be contacted and advised of what action will be undertaken.

If the Company determines that your matter should be investigated, the investigation may be conducted by the Whistleblower Investigation Officer (WIO), an appropriately capable officer or employee of the Company nominated by the WIO, or by an external investigator appointed by the Company. All investigations will be conducted in a manner that is procedurally fair, confidential, conducted without bias and in a timely manner.

At the end of an investigation, you may be informed of the outcome of the investigation by the Company. The Company may in certain circumstances, whether required by law or in its discretion, inform ASIC or the relevant authority of any contents of the investigation.

## **How are you protected**

Servcorp recognises that "Whistleblowing" can be a very stressful and difficult thing to do. Provided that you have reasonable grounds for your concern and have not yourself engaged in serious misconduct or illegal conduct, you will not be subject to disciplinary or other sanctions by Servcorp in relation to any matters that you report.

Servcorp will safeguard your interests, having regard to this Policy and any other applicable policies and laws.

## **Confidentiality**

If you report a Disclosable Matter under this Policy, you will have your details, and the information you provide, treated in strictest confidence. The Company will only share your details on a need to know basis with those within the Company who have a role to play in looking into your matter. In addition, there may be certain times under applicable law where the Company is required to share your details as part of its legal obligations.

## Legal Protection for Disclosers

You will be protected from:

- any civil, criminal or administrative liability for making the report of a Disclosable Matter. This does not prevent you from being subject to civil, criminal or administrative liability for your conduct revealed in a report;
- Servcorp exercising any contractual right, or seeking any contractual remedy against them on the basis that you have made the report; or
- being subjected to any form of detriment or reprisal for making the report.

## Protection of identity

Servcorp is legally obliged to protect the confidentiality of your identity. Subject to limited exceptions, it is illegal for a person to identify an Eligible Whistleblower or disclose information that is likely to lead to the identification of the Eligible Whistleblower. A contravention of this requirement may lead to disciplinary action, including termination of employment, as well as imprisonment and fines.

Your identity, or information likely to reveal your identity, will only be disclosed if:

- you consent to it;
- it is reported to a relevant regulator or otherwise authorised by law; or
- it is raised with a lawyer for the purpose of obtaining legal advice or representation about the Whistleblower protection laws.

Servcorp can disclose the information in a Disclosure without your consent if:

- the information does not include your identity;
- Servcorp has taken all reasonable steps to reduce the risk that you will be identified as a result of the Disclosure; and
- it is reasonably necessary for investigating the issues raised in the Disclosure.

It is possible that someone might deduce your identity without there having been a breach of confidentiality, or otherwise as a consequence of the nature of the investigatory process. For example:

- if the nature of your report points to one particular individual having made it;
- if you have previously mentioned to others that you had considered making a Disclosure;
- you are one of a small group of people with access to the information; or
- the information disclosed was disclosed to you privately and in confidence.

## **Protection of records**

Information regarding the reported matter will be securely stored and only disclosed to the relevant people as required or allowed by this policy and the law. The information will be managed in accordance with Servcorp's information security and confidentiality policies which impose controls such as access control and methods for storage and distribution. Any inappropriate disclosure of information may lead to disciplinary action, including termination of employment, as well as imprisonment and fines. Each person involved in handling and investigating a Disclosure will be reminded of their obligations as well as consequence for breach.

## **Protection from Detrimental Conduct**

Eligible Whistleblowers are protected from Detrimental Conduct or the threat of Detrimental Conduct against them as a result of making a Disclosure under this Policy. A threat may be express or implied or conditional or unconditional.

Examples of Detrimental Conduct which are prohibited include dismissal of an employee; changes to employment or terms of employment; harassment or intimidation; and damage to property or reputation.

The Company will, in practice, protect Disclosers from detriment by undertaking measures such as providing support services; strategies to help a Discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation; allowing the Discloser to work from another location; ensuring management are aware of their responsibilities.

If you feel you have suffered from Detrimental Conduct, you should inform the Whistleblower Protection Officer.

## **Compensation and other remedies**

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

- (a) they suffer loss, damage or injury because of a Disclosure; and
- (b) the entity failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Conduct.

Disclosers are encouraged to seek independent legal advice.

## **Fair Treatment**

Servcorp will ensure the fair treatment of Servcorp team members who are mentioned in a Disclosure that qualifies for protection, including those who are the subject of a Disclosure.

## **Accessibility of this Policy**

This policy is available on the Servcorp Campus for access by Servcorp Team Members and ongoing training and education.

This Policy is also available on Servcorp's public website.

## **Failure to comply with this Policy**

Any breach of this Policy may result in disciplinary action, including dismissal from the Company.

## **Reporting to the Board**

The Servcorp Board will receive summary information in relation to concerns raised under this policy on a periodic basis, including appropriate metrics on disclosures made. The Board may also be provided with additional information about any material incidents raised. Information received by the Board will be de-identified as required.

## **Reporting Disclosable Matter to an external agency**

If your matter relates to a Disclosable Matter and it is not practical to report your matter within the Company in the first instance, you can report a Disclosable Matter to the relevant external agency. You must make the Disclosure to one of the following:

- The Commissioner or staff of ASIC;
- The General Manager or staff of the Fair Work Commission (FWC);
- An FWC Member;
- The staff of the Fair Work Ombudsman.

Any of these people are able to receive a Disclosure from a Whistleblower and using it will trigger the Whistleblower process. A Whistleblower is also able to give the information to their lawyer and have their lawyer contact one of the people in the above list with the information.

A person does not need to use the word 'Whistleblower' to be protected however using it may help the agency receiving the information quickly to recognise the importance of the Disclosure. The person also has no obligation to give the agency their name or contact details, however this can have implications as to whether a Disclosure is able to be properly investigated.

For further details on what constitutes Whistleblowing, visit the ASIC website:

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

## Appendix A – Glossary of terms

ASIC	Australian Securities and Investments Commission
Corporations Act	Corporations Act 2001, including regulations made for the purposes of that Act
Detrimental Conduct	Conduct, or a threat to engage in conduct, that causes detriment to a Discloser
Disclosable Matter	Information to which the Whistleblower protections apply <i>Note: See RG 270.50 to RG270.57 and s1317AA of the Corporations Act</i>
Discloser	An individual who discloses wrongdoing or an Eligible Whistleblower
Disclosure	A disclosure of information relating to wrongdoing or a Disclosable Matter
Eligible Recipient	An individual who can receive a Disclosure
Eligible Whistleblower	An individual to whom the Whistleblower protections apply
Emergency Disclosure	The disclosure of information to a Journalist or a Parliamentarian, where 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 to the natural environment <i>Note: the Disclosure must meet a number of other criteria to qualify</i>
Journalist	Has the meaning given to it in s1317AAD(3) of the Corporations Act
Legal Practitioner	Means a duly qualified legal practitioner and, in relation to a person, such a practitioner acting for the person
Parliamentarian	A member of the Commonwealth, State or Territory Parliaments
Personal work-related grievance	A Disclosure that relates to the Discloser's current or former employment, which has implications for the Discloser personally, but does not: <ul style="list-style-type: none"> <li>• Have any other significant implications for the entity (or another entity); or</li> <li>• Relate to conduct, or alleged conduct, about a Disclosable Matter</li> </ul>
Public interest disclosure	Is the disclosure of information to a Journalist or a Parliamentarian, where the Discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest. The Disclosure must meet a number of other criteria to qualify
Whistleblower	A Whistleblower is a person who makes a Disclosure relating to a Disclosable Matter under this Policy. A Whistleblower qualifies for protection either in terms of this Policy or under the Corporations Act
Whistleblower Investigation Officer (WIO)	A senior officer of the Company who is responsible for leading, co-ordinating or overseeing the investigation of matters in a fair, confidential, objective (without bias) and timely manner
Whistleblower Protection Officer (WPO)	A senior officer of the Company who is responsible, as far as reasonably practicable, to protect any Discloser and ensuring the integrity of the reporting mechanism

Approved by the Servcorp Limited Board on 2 December 2020

Last reviewed on 2 December 2020