

## Whistle-blower Protection Policy

### 1. Why have a Whistle-blower Protection Policy?

**flexigroup** believes in and is committed to having a corporate culture where ethical and good behaviour is promoted and recognised, and employees and contractors are encouraged to report unethical, unlawful or undesirable conduct without fear of disadvantage, intimidation, reprisals or retaliatory action, including if the report is subsequently determined to be incorrect or is not substantiated (as long as the report is made honestly).

At **flexigroup** we want to provide our people with a safe environment, where we all feel comfortable about raising concerns about actual, suspected or anticipated wrongdoing within **flexigroup**. (We understand that sometimes issues might arise between our employees which fall into the category of “personal work-related grievances”, which we describe later in this policy. These are not matters which will fall within this policy, but should be addressed with your manager or People & Culture business partner.)

As part of this we have a reporting and investigation approach that is objective, confidential and independent and supports our people who speak up (or “whistle-blow”) about misconduct or an improper state of affairs or circumstances, and protects them from reprisals or disadvantage. Our approach is designed to meet the requirements of the *Corporations Act* and the *Taxation Administration Act* (the Acts) in relation to whistle-blowing, which means that anyone who follows the process will get the protections set out in those Acts. We include what these protections are in appendix 1 to this policy.

It is important for this policy to be read in conjunction with other **flexigroup** policies, especially the Code of Conduct, which provides additional details regarding standards of behaviour that are expected to be adhered to across the organisation.

We will publish this policy on flexihub and on our corporate website: [www.flexigroup.com.au](http://www.flexigroup.com.au).

### 2. Who can be a whistle-blower?

It is important to us at **flexigroup** that all our current (and former) officers, employees, contractors, and suppliers, and their families and dependants, feel that they can raise issues or concerns safely and confidentially. Ideally everyone can speak up about their concerns to their manager, but sometimes we might need a different channel to report serious conduct - at or by **flexigroup** - which doesn't meet **flexigroup**'s standards or could be illegal.

We recognise that there may be certain situations where individuals may feel uncomfortable about raising their concerns, in particular where they may be alleging wrong doing within **flexigroup** that is very serious in nature, including allegations of illegal, unethical or improper behaviour.

A person who makes a report about this type of conduct is generally known as a “whistle-blower”.

### 3. What types of activities could potentially be reported by a whistle-blower?

The sorts of matters which could be reported or disclosed by a whistle-blower could include any activity by **flexigroup** or its officers or employees which is:

- dishonest, fraudulent, corrupt, unethical or otherwise contrary to the ethical and professional standards outlined in the Code of Conduct
- illegal or criminal in nature, such as fraud, corruption, bribery, theft, violence, harassment or intimidations, criminal damage to property, drug sale/use, violence or threatened violence or other breaches of the law
- in breach of the Code of Conduct or any other **flexigroup** policy
- conduct at **flexigroup** which is an abuse of authority, or represents a danger to the public

- conduct likely to cause financial or non-financial loss to **flexigroup**, including where there may be risk to **flexigroup**'s reputation in the market should an activity occur

As a rule, the whistle-blower process should be used if an individual has serious, legitimate concerns about raising allegations with either their line manager or the People & Culture team and may wish to make the relevant allegation on an anonymous basis.

It is very important that any allegation that is raised is based on reasonable information or belief and is factual and truthful in all respects. Allegations that are determined through investigation to have been raised in a malicious or vexatious manner will not be further investigated and the individual who made the disclosure may have further action taken against them.

Matters which will not attract the protections include personal work-related grievances, or are false reports made maliciously. A personal work-related grievance is a grievance about any matter in relation to the discloser's employment (or former employment) which might have implications for the discloser personally and doesn't have significant implications for **flexigroup** and does not concern conduct, or alleged conduct, which is a breach of the law or represents a danger to the public.

Examples of personal work-related grievances include:

- interpersonal conflicts between the discloser and another employee
- decisions relating to the engagement, transfer or promotion of the discloser
- decisions relating to their terms and conditions of engagement, or
- decisions relating to disciplining the discloser including the suspension or termination of their engagement.

#### 4. To whom can I make a Whistle-blower report

**flexigroup** has several ways you can make a report, and we have appointed a small number of "Protected Disclosure Officers", who are well equipped to handle any reports or investigations, and can receive your report or allegation. We have also engaged an independent external service – Stopleveline – which is authorised to receive reports for us. See below for more information on this external service.

**flexigroup** requests, in order to ensure appropriate escalation and timely investigation of your report, that you make your report to any one of our Protected Disclosure Officers, listed below:

Chief People and Culture Officer – Natalie Nicholson

Phone: 02 8905 2167

[natalie.nicholson@flexigroup.com.au](mailto:natalie.nicholson@flexigroup.com.au)

Group General Counsel – Matthew Beaman

Phone: 02 8905 2036

[matt.beaman@flexigroup.com.au](mailto:matt.beaman@flexigroup.com.au)

Group Company Secretary – Isobel Rogerson

Phone: 02 8905 2191

[isobel.rogerson@flexigroup.com.au](mailto:isobel.rogerson@flexigroup.com.au)

Reports may also be posted to FlexiGroup Limited, Level 7, 179 Elizabeth Street Sydney NSW 2000 (marked to the attention of any of the Protected Disclosure Officers).

While **flexigroup** prefers that you raise reports with the Protected Disclosure Officers, it is important to note that under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of the company. These are defined in the Corporations Act as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect

significantly the company's financial standing." You may also report your matter to our external auditors, PricewaterhouseCoopers <https://www.pwc.com.au/>.

Any of **flexigroup's** Protected Disclosure Officers (or eligible recipients) who receives a report from a whistle-blower will need the consent of the whistle-blower before disclosing the report to others, including those responsible for investigating the report.

If the whistle-blower has valid reasons for not raising the relevant allegation internally with **flexigroup** management, or may wish to report relevant wrongdoing anonymously, the allegation may be raised by calling any external service **flexigroup** has engaged to receive these types of report. The details of **flexigroup's** external whistle-blower service are in appendix 2.

## 5. Supporting whistle-blowers

Whistle-blowers who have made their report (or disclosure) to an eligible recipient will be protected by:

- having their confidentiality maintained in respect of all matters raised under this policy,
- being treated fairly, and
- not being made to suffer detriment.

### (a) Protection against detrimental conduct

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report. If you are subjected to detrimental treatment as a result of making a report under this policy you should:

- (i) inform a Protected Disclosure Officer or member of the executive team; or
- (ii) raise it in accordance with this policy.

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

Subject to compliance with legal requirements, upon receiving a report under this policy, we will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent;
- (ii) the concern is reported to the:
  - A. Australian Securities and Investments Commission (ASIC)
  - B. Australian Prudential Regulation Authority (APRA)
  - C. Tax Commissioner, or
  - D. Australian Federal Police (AFP); or
- (iii) the concern is raised by us with a lawyer for the purpose of obtaining legal advice or representation.

If we need to investigate a report, we may disclose information that could lead to your identification, but we will take reasonable steps to reduce this risk. Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

### (c) Protection of files and records

All files and records created from an investigation will be retained securely.

A person who allows the unauthorised release of information to someone not involved in the investigation without the consent of the whistle-blower will be in breach of this policy, and their actions will be treated seriously, and they may have disciplinary action taken against them.

As set out in appendix 1, the Acts gives special protection to disclosures about breaches of each Act, provided certain conditions are met.

## 6. How will Whistle-blower investigations be managed in flexigroup?

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

The person conducting the investigation (ideally a Protected Disclosure Officer) may, with your consent, appoint a person to assist in the investigation of a report.

The investigation will be conducted in an objective and fair manner and afford natural justice to all people involved, and will be reasonable and appropriate having regard to the nature of the conduct reported and the circumstances. While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will provide feedback to you regarding the investigation's progress and/or outcome, and any further actions that will be required (subject to considerations of the privacy of those against whom allegations are made).

Where a report is submitted anonymously, we will conduct the investigation and make our enquiries based on the information provided to us, as best we can.

## 7. Confidentiality and Privacy

When you make a whistle-blowing report we will keep it confidential. That means we won't disclose your identity, or any information which is likely to lead to you being identified, except:

- with your permission,
- to our legal advisers to get legal advice, or
- to ASIC, APRA or a member of the Australian Federal Police

While **flexigroup** offers its people the option of reporting anonymously, and will endeavour to maintain that anonymity, there may be situations where **flexigroup** is required by law to provide this information or where it is believed there may be significant risk to the health or wellbeing of any person as a result of not disclosing this information.

Where illegal conduct has occurred, the matter may be referred directly to the police or other relevant authorities. To allow the report to be investigated we may need to disclose some of the information which might identify you. If we do so we will take all reasonable steps to reduce the risk of you being identified from the information we disclose.

If we report your matter – including your identity or information which might identify you – to ASIC, APRA or the Australian Federal Police they may report it to a Commonwealth, State or Territory authority to assist that authority perform its functions or duties.

Where a person making an allegation or disclosure requests anonymity and where little to no data is provided to support raising the allegations, a decision may be made by the person receiving the report not to pursue to matter further.

## 8. Reporting

Reporting on the number and nature of whistle-blower matters will be undertaken at least annually to the **flexigroup** Board Audit Committee, while maintaining **flexigroup**'s obligations of confidentiality to the whistle-blowers.

Reporting on matters may also be provided sooner to the Board if they are of a serious nature, again while maintaining **flexigroup**'s obligations of confidentiality to the whistle-blowers.

## 9. Other Considerations

It is important to note that **flexigroup** reserves its rights to take such formal and other disciplinary

action it determines may be appropriate against anyone who deliberately makes a false, malicious or dishonest report.

No action will be taken against an employee where the report was made in good faith but no wrongdoing was identified.

#### 10. Policy Amendments or Feedback

This policy is subject to regular review by **flexigroup** management.

We are keen to continually improve the way we operate, so if you would like to provide feedback on this policy, please speak with a member of the **flexigroup** People & Culture team.

If you have any questions about the content or are not sure about how this might apply to you, please talk to your line manager.

Version	Who owns this policy?	Approved by	Date
2020.1	Company Secretary	Board Audit Committee	December 2019
2020.2	Company Secretary	Board Audit Committee	August 2020

## Appendix 1 – protections

### Corporations Act

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to **flexigroup** if the following conditions are satisfied:

- (a) the whistleblower is or has been:
- (i) an officer or employee of a **flexigroup** company;
  - (ii) an individual who supplies goods or services to a **flexigroup** company or an employee of a person who supplies goods or services to a **flexigroup** company;
  - (iii) an individual who is an associate of a **flexigroup** company; or
  - (iv) a relative, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;
- (b) the report is made to:
- (i) a Protected Disclosure Officer;
  - (ii) an officer or senior manager (executive) of a **flexigroup** company concerned;
  - (iii) **flexigroup**'s external auditor (or a member of that audit team) (being PricewaterhouseCoopers);
  - (iv) an actuary of **flexigroup** (**flexigroup** does not have an appointed actuary);
  - (v) ASIC;
  - (vi) APRA; or
  - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;
- (c) the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to **flexigroup**. 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 or financial system. Examples of conduct which may amount to a breach of the Corporations Act 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 or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

### *Protections*

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

- (i) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (ii) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (iii) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;<sup>4</sup>
- (iv) 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 and may be liable for damages;
- (v) a whistle-blower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (vi) the person receiving the report commits an offence if they disclose the substance of the report or the whistle-blower's identity, without the whistle-blower'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.

### *Confidentiality*

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 purpose of obtaining legal advice or representation.

### Taxation Administration Act

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

- (a) the whistleblower is or has been:
  - (i) an officer or employee of a **flexigroup** company;
  - (ii) an individual who supplies goods or services to a **flexigroup** company or an employee of a person who supplies goods or services to a **flexigroup** company;
  - (iii) an individual who is an associate of a **flexigroup** company;
  - (iv) a spouse, child, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;
- (b) the report is made to:
  - (i) a Protected Disclosure Officer;
  - (ii) a director, secretary or senior manager (executive) of a **flexigroup** company concerned;
  - (iii) any **flexigroup** company external auditor (or a member of that audit team) (currently PricewaterhouseCoopers);
  - (iv) a registered tax agent or BAS agent who provides tax or BAS services to a **flexigroup** company (currently PricewaterhouseCoopers);
  - (v) any other employee or officer of **flexigroup** who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);
  - (collectively the **flexigroup** recipients)
  - (vi) the Commissioner of Taxation; or
  - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act;and
- (c) if the report is made to a **flexigroup** recipient, the whistleblower:
  - (i) 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 a **flexigroup** company or an associate of that company; and
  - (ii) considers that the information may assist the **flexigroup** recipient to perform functions or duties in relation to the tax affairs of a **flexigroup** company or an associate of the company;and
- (d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the **flexigroup** recipient to perform functions or duties in relation to the tax affairs of a **flexigroup** company or an associate of the company.

### *Protections*

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

- (a) the whistleblower 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 whistleblower for making the report;
- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
  - (d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
  - (e) 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 and liable to pay damages;
  - (f) a whistle-blower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
  - (g) the person receiving the report commits an offence if they disclose the substance of the report or the whistle-blower's identity, without the whistle-blower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

### *Confidentiality*

If a report is made, the identity of the discloser will 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 their identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Commissioner of Taxation or the AFP; or
- (d) the concern is raised with a lawyer for the purpose obtaining legal advice or representation.



## Appendix 2 – external whistle-blower service

**flexigroup** has engaged Stoplevel Pty Ltd to provide its external whistle-blower service.

Reports to this service can be made through the following means:

Telephone:	1300 30 45 50 (in Australia)
On-line:	<a href="https://flexigroup.stoplinereport.com">https://flexigroup.stoplinereport.com</a>
Email:	<a href="mailto:flexigroup@stopline.com.au">flexigroup@stopline.com.au</a>
Mail:	Flexigroup, c/o Stoplevel, Locked Bag 8, Hawthorn, Vic 3122
Facsimile:	flexigroup, C/o Stoplevel +61 3 9882 4480
APP	Smart phone APP (free download from Apple iTunes store and Google Play)