

# WHISTLEBLOWER POLICY & WHISTLEBLOWER STANDARD



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# WHISTLEBLOWER POLICY & WHISTLEBLOWER STANDARD

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## Whistleblower Policy

Ozland Group Solutions (Ozland) is committed to conducting its business ethically and in compliance with relevant legal and regulatory requirements. In line with this, Ozland has created this Whistleblower Policy (“**Policy**”) to encourage individuals to report Improper Conduct (as defined below) when they genuinely believe it has occurred.

The Policy applies to all directors, employees, including casuals, Security Officers of Ozland, as well as contractors, suppliers of goods and services to Ozland, consultants to Ozland, employees of any contractor or supplier to Ozland, or a relative or dependent of any of the above and any other individuals (who make a report in line with this Policy (“**Eligible Persons**”) and the attached Whistleblower Standard (“**Standard**”).

This Policy forms part of Ozland’s broader commitment to maintaining an open working environment in which Eligible Persons are able to report instances of alleged Improper Conduct and are supported through the process and not penalised in any way.

This Policy also establishes a process to ensure that fair and independent investigation of any matters raised in accordance with the Policy and the Standard is undertaken consistently and encourages appropriate responsive action where necessary.

To achieve this, Ozland will endeavour to maintain good corporate governance practices and have proper arrangements in place (including via the Policy and the Standard) to:

- Provide employees and contractors with a supportive working environment in which they feel comfortable to raise issues of legitimate concern to them and to Ozland; and
- Enable individuals, including, but not limited to Eligible Persons, to raise concerns about any Improper Conduct; and
- Safeguard against the victimisation of any person who makes a report of Improper Conduct in good faith; and
- Provide for the fair and independent investigation of alleged Improper Conduct and to ensure appropriate follow-up where necessary.



## Improper Conduct

**Improper Conduct** is defined to include any conduct which:

- Constitutes impropriety in financial reporting, internal control or other matters including but not limited to the administration of the Policy or the Standard; or
- Is dishonest, fraudulent, or corrupt such as falsification of records, contracts or data, adopting questionable or improper accounting practices or bribery; or
- Is illegal, such as theft, violence (actual or threatened), harassment or intimidation, money laundering, terrorism related, criminal damage to property or other breaches of any law or regulatory requirements in Australia; or
- Is unethical, such as discrimination, oppression, actions causing substantial damage to the environment or acts in breach of the Ozland Code of Conduct; or
- Is potentially damaging to employees or other persons such as unsafe work practices or substantial wasting of company resources; or
- May cause financial loss to Ozland or damage its reputation or be otherwise detrimental to Ozland's interests; or
- Involves any other kind of serious malpractice or impropriety.

Ozland recognises that, in some instances, procedures outlined in this Policy and the Standard will apply to reports of Improper Conduct made by Eligible Persons who are covered by the whistleblower protection provisions contained in applicable legislation. Nothing in the Policy or Standard is intended to detract from or diminish the rights or protections afforded to individuals by the provisions of that or any other applicable legislation.

Detailed reporting and investigation procedures including details of the disclosure line is set out in the Standard.



## Whistleblower Standard

### GENERAL

#### 1.1 Purpose

(a) Ozland is committed to conducting its business ethically and in compliance with relevant legal and regulatory requirements. In line with this, the Ozland has created the Policy and this Standard to encourage individuals to report Improper Conduct when they genuinely believe it has occurred.

(b) The Policy and this Standard form part of the Ozland 's broader commitment to maintaining an open working environment in which Eligible Persons are able to report Improper Conduct, are supported through the process and not penalised in any way for doing so.

#### 1.2 Scope

This Standard applies to all Eligible Persons.

#### 1.3 Implementation of the Standard

(a) This Standard must be reviewed by the Leadership Committee from time to time as required.

(b) The Executive Leadership Team must have regard to any reports and investigations conducted in accordance with this Policy and Standard to regularly monitor and review the effectiveness of the protection program described in this Standard.

#### 1.4 Not Part of Contract of Employment

This Standard and the Policy do not form part of any contract of employment or industrial instrument. Nothing in the Policy or this Standard has the effect of or is intended to create any legally binding or enforceable duty on Ozland Group Solutions.

## Reportable Conduct

If an Eligible Person becomes aware of any issue or behavior that they honestly, and in good faith, believe constitutes Improper Conduct as defined by the Policy, they have a right to make a report in accordance with the procedures set out by this document.



## Reporting Improper Conduct

### 2.1 Introduction

- (a) An Eligible Person who reports Improper Conduct under the Policy and the Standard (“**Whistleblower**”) should take steps to ensure that the report is:
  - (i) factually accurate; and
  - (ii) supported by documentary evidence where available; and
  - (iii) made in good faith and based on a genuinely held belief.
- (b) It is not the role of the Whistleblower to investigate or prove that the Improper Conduct has occurred.
- (c) A Whistleblower who themselves has committed, engaged in or otherwise been involved in Improper Conduct will not be immune from disciplinary action merely because of reporting the Improper Conduct. However, it may be taken into account in determining the disciplinary response, if any, that is appropriate.

### 2.2 Making A Report

- (a) A Whistleblower should make a report of Improper Conduct by contacting either:
  - (i) the CEO; or
  - (ii) the Chief Operating Officer COO; or
  - (iii) Ozland’s Risk and Quality Assurance Manager.

The Support Person will manage the administrative and procedural aspects of a report of Improper Conduct (including clause 4.1 below) and will identify/request further information from the Whistleblower if required and provide support where appropriate. However, clause 4.1 below recognises that the Support Person will not necessarily be best placed to investigate the report.



## 2.3 Anonymous Reports

If a Whistleblower wishes to report the Improper Conduct anonymously, they may do so by sending a written statement to a Support Person.

## 2.3 Enquiries

An Eligible Person can raise any concerns or queries in relation to a report of Improper Conduct or the operation of the Policy and/or Standard more broadly by speaking to:

- (a) a member of the Leadership Committee; or
- (b) Ozland's Auditor; or
- (c) his or her immediate supervisor; or
- (d) any Human Resources personnel; or
- (e) any COO of Ozland; or
- (f) a member of the Legal Department; or
- (g) the CEO.

## 2.4 External Independent Advice

- (a) Ozland will indemnify any individual director of the Ozland for the reasonable cost and expense of obtaining independent legal advice in relation to alleged Improper Conduct committed by another director of Ozland.
- (b) The COO – and, if the CEO is aware of it, the CEO must keep confidential from the Board the existence of this payment.



## 3.0 RESPONDING TO AND INVESTIGATING REPORTS OF IMPROPER CONDUCT

### 3.1 Referral

The Support Person who receives a report of Improper Conduct must refer it to: (a) if the report relates to a significant matter involving the CEO – the Board; or (b) in all other circumstances – their opinion as to who is the most qualified of:

- (i) Leadership Committee Chair; or
- (ii) the COO (which may be the Support Person); or
- (iii) an appropriately qualified person (which may be an external person) (“**Recipient**”) for consideration, even if further information is requested of the Whistleblower but is not provided.

### 3.2 Investigation into Improper Conduct

(a) If the Recipient considers that a report of Improper Conduct gives rise to a serious question as to whether one or more individuals has engaged in the Improper Conduct alleged, he or she may authorise an investigation by a suitable person into the alleged Improper Conduct.

(b) A COO will only be requested to investigate a matter if they can do so in an impartial manner (e.g., an COO will not be asked to investigate any matter which relates to his or her own area).

(c) In certain circumstances, depending on the nature of the Improper Conduct alleged, it may be necessary and/or appropriate for Ozland to engage an independent third party to conduct an investigation on its behalf. In determining whether it is appropriate to engage an independent third party for this purpose, the Recipient should have regard to factors including (but not limited to):

- (i) the severity of the alleged wrongdoing.
- (ii) the seniority of the individuals implicated in the Improper Conduct alleged; and
- (iii) the complexity of the matter.

(d) Unless the circumstances otherwise require, a third-party investigator appointed to investigate a report of Improper Conduct will be required to follow Ozland’s normal procedures for handling a complaint or disciplinary issue.

### 3.3 Response to Findings

(a) At the conclusion of any investigation conducted in accordance with this Standard, the investigator (other than the Board in the case of a matter regarding the CEO) will report their findings to the Leadership Committee Chairperson. The Chairperson may determine Ozland’s response directly.





Alternately, he or she may refer the matter to an appropriate person for this purpose (e.g. in the case of an employee - their Manager).

(b) A response to any substantiated allegations of Improper Conduct may include disciplinary action, up to and including the termination of an individual's employment or engagement with Ozland's and/or a referral to an external body, including ASIC or a law enforcement authority as appropriate.

(c) Any person who is found to have engaged in Improper Conduct will be afforded an opportunity to provide a response before Ozland decides to take any disciplinary action against them.

(d) The Chairperson will also consider any steps available to Ozland to rectify the effects of any Improper Conduct or measures available to the organisation that may be implemented to safeguard against the same or similar Improper Conduct occurring in the future.

(e) Where allegations of Improper Conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

### **3.4 Notification of Outcome**

(a) Once an investigation is completed and the matter (including any subsequent disciplinary action) has been concluded, Ozland will take steps to notify the Whistleblower that the matter has been finalised.

(b) The Ozland may notify the Whistleblower of the outcome, including whether some or all of the allegations are substantiated. However, this will not necessarily be appropriate in all instances, including where information disclosed by the outcome is confidential, legally privileged and/or where Ozland is bound by a law or agreement that prevents such disclosure being made.

(c) An anonymous Whistleblower cannot expect to be notified of the outcome.

## **4.0 CONFIDENTIALITY AND PRIVACY PROTECTION**

### **4.1 Disclosure of Identity**

(a) Where an Eligible Person reports an instance of alleged Improper Conduct under this Standard, the Whistleblower's identity will not be disclosed unless it is:

- (i) consented to by the person making the report; or
- (ii) required by law; or
- (iii) necessary to prevent or lessen a serious threat to another person's health or safety; or



- (iv) necessary to protect or enforce Ozland's legal rights or interests, or to defend itself against any claims.
  - (v) made to any government authority or agency or any regulator which Ozland reports to; or
  - (vi) made to a member of the police force.
- (b) Ozland will also ensure that any records relating to a report of Improper Conduct are stored securely and are able to be accessed only by authorised personnel on a "need to know" basis.
- (c) The following unauthorised disclosures will be regarded as a disciplinary matter and Improper Conduct within the meaning prescribed by this Standard, and will be dealt with in accordance with Ozland's disciplinary procedures:
- (i) unauthorised disclosure of the identity of a person who has made a report of unacceptable conduct, or
  - (ii) unauthorised disclosure of information from which the identity of the reporting person could be inferred.

#### **4.2 Reprisal Resulting from Reporting Improper Conduct**

- (a) Ozland will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation of any Whistleblower who makes a report of Improper Conduct, or against that person's colleagues or against any other person named in the report or any person investigating the matter. Any such retaliatory action may constitute Improper Conduct under this Standard and Policy, and/or serious misconduct in employment, and will be dealt with in accordance with Ozland's disciplinary procedures.
- (b) However, the Policy and this Standard will not protect Whistleblowers from any consequences if they are also involved in or connected to the Improper Conduct that is being reported or they act other than in good faith.

If a Whistleblower experiences an incident of harassment, discrimination or adverse treatment that would amount to action taken in reprisal for reporting the Improper Conduct, this should be reported to a Support Person, who must take appropriate action to address the situation.

## **5.0 CORPORATE GOVERNANCE REPORTS**

### **5.1 Preparation of Reports**

- (a) Reports will be prepared which contain a general summary of the number and type of incidents identified or complaints received through Ozland's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.



- (b) All summary reports will be provided on a regular basis as determined by the Chief Executive Officer to:
- (i) the Chief Executive Officer; and
  - (ii) to the Leadership Committee.
- (c) A consolidated report will be provided to the Leadership Committee annually.

## **5.2 Identity of Whistleblower not to be Disclosed.**

In the compilation of these reports, the identity of the Whistleblower will not be disclosed. Ozland should also have regard to whether the description of the conduct itself will enable the Whistleblower to be identified and take steps to reduce or eliminate the likelihood of this occurring.

Yours sincerely,

James Carlile  
Group Chief Executive Officer  
Ozland Group Solutions