

# WHISTLE- BLOWER PROTECTION POLICY

Version 4.0

Version	Approval Date	Effective Date	Policy Owner
1.0	04/11/2011	04/11/2011	National Manager – Compliance & Policy
2.0	23/05/2013	27/05/2013	Corporate Manager - Legal
3.0	28/08/2014	28/08/2014	Operations Manager – Professional Standards
3.1	29/10/2015 (Board)	11/12/2015	Compliance and Advice Risk Manager
3.2	21/11/2016	21/11/2016	Head of Professional Standards
4.0	21/06/2019	21/06/2019	Chief Legal Officer

Term	Definition
<b>APRA</b>	Means the Australian Prudential Regulation Authority.
<b>ASIC</b>	Means the Australian Securities and Investments Commission.
<b>The Board</b>	Means the Centrepont Alliance Limited Board of directors.
<b>Business Day</b>	Means any day that is not a public holiday or weekend in the State of Queensland.
<b>CAF</b>	Means Centrepont Alliance Limited (ACN 052 507 507).
<b>CAF Group</b>	Means CAF and its related bodies corporate.
<b>Corruption</b>	Dishonest activities in which a director, officer, employee, authorised representative or contractor of any CAF Group member acts contrary to the interests of the CAF Group and abuses his/her position of trust in order to achieve some personal gain or advantage for himself, herself, or for another person or entity.
<b>Eligible Recipient</b>	Means any person that is: <ul style="list-style-type: none"> <li>• an officer or senior manager within the CAF Group;</li> <li>• an auditor, or member of an audit team conducting an audit within the CAF Group; or</li> <li>• a risk manager within the CAF Group (for example, a member of the RACC).</li> </ul>
<b>Eligible Whistleblower</b>	Means any person that makes a disclosure in accordance with this Policy and wishes to avail themselves of the protections set out in this policy, and who is, or has been, any of the following: <ul style="list-style-type: none"> <li>• an officer of CAF;</li> <li>• an employee of CAF;</li> <li>• an authorised representative of a member of the CAF Group;</li> <li>• an individual who supplies goods or services to CAF;</li> </ul>

Term	Definition
	<ul style="list-style-type: none"> <li>• an employee of a person that supplies goods or services to CAF (whether paid or unpaid);</li> <li>• an individual who is an associate of CAF; or</li> <li>• a relative or dependent of an individual referred to above.</li> </ul>
<b>Executive team</b>	Means a team of senior executives within CAF, as nominated from time to time.
<b>Fraud</b>	May be broadly defined as dishonestly obtaining a benefit by deception or other means.
<b>GARCC</b>	<p>Means the CAF Group Audit, Risk and Compliance Committee.</p> <p>The GARCC is a committee of the Board established in accordance with the constitution of CAF. Accordingly, the GARCC is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities.</p>
<b>Improper Conduct</b>	Means misconduct, or an improper state of affairs or circumstances in relation to the CAF Group. This includes, but is not limited to, Fraud, dishonesty, Corruption and illegal acts or omissions.
<b>Protected Disclosure</b>	<p>Means the disclosure of information by an Eligible Whistleblower to CAF (in accordance with this Policy), ASIC, APRA, an Eligible Recipient or a legal practitioner if the discloser has reasonable grounds to suspect that the information:</p> <ul style="list-style-type: none"> <li>• concerns Improper Conduct in relation to any member of the CAF Group; or</li> <li>• indicates that a member of the CAF Group, or an officer or employee of a member of the CAF Group, has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following: <ul style="list-style-type: none"> <li>a) the Corporations Act 2001;</li> <li>b) the ASIC Act 2001;</li> <li>c) the Banking Act 1959;</li> <li>d) the Financial Sector (Collection of Data) Act 2001;</li> <li>e) the Insurance Act 1973;</li> <li>f) the Life Insurance Act 1995;</li> <li>g) the National Consumer Credit Protection Act 2009;</li> <li>h) the Superannuation Industry (Supervision) Act 1993;</li> <li>i) an instrument made under any Act referred to above;</li> <li>j) any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or</li> <li>k) represents a danger to the public or the financial system.</li> </ul> </li> </ul>

Term	Definition
<b>RACC</b>	<p>Means the CAF Risk and Compliance Committee.</p> <p>The RACC is responsible (among other things) for establishing and maintaining risk management and compliance measures that ensure the CAF Group complies with the provisions of financial services laws and corporate policies.</p>
<b>Whistleblower Protection Officer (WPO)</b>	<p>Means the CAF Group Chief Legal Officer.</p> <p>The WPO is responsible for ensuring that Eligible Whistleblowers are afforded protection in accordance with this Policy and the Corporations Act.</p>
<b>Whistleblower Investigation Committee (WIC)</b>	<p>Means a committee comprising at all times of three members including:</p> <ul style="list-style-type: none"> <li>• the WPO;</li> <li>• the chair of the GARCC; and</li> <li>• one additional member selected by the two standing members on an investigation-by-investigation basis having regard to the nature of the disclosure. This member may or may not be an officer of the CAF Group.</li> </ul>

## OBJECTIVES

1. CAF is committed to a culture of corporate compliance and ethical behaviour. We have developed this Whistleblower Protection Policy in accordance with section 1317AI of the Corporations Act.
2. This Policy details the type of protections that are afforded to Eligible Whistleblowers, as well as the steps that the CAF Group will take to ensure that Eligible Whistleblowers do not suffer any detriment following a Protected Disclosure.
3. Throughout this Policy, the CAF Group is referred to as 'we', 'us', 'our' or any variations.

## WHO DOES THIS POLICY APPLY TO?

This Policy applies to all Eligible Whistleblowers. We also undertake to handle any disclosures that otherwise satisfy the definition of 'Protected Disclosure' in accordance with this policy where those disclosures are made by members of the following groups that are not otherwise Eligible Whistleblowers:

- organisations external to the CAF Group; and
- members of the public.

## LAWS, REGULATIONS AND INDUSTRY STANDARDS RELEVANT TO THIS POLICY

This Policy incorporates elements of the following laws, regulations and Industry Standards, which include:

- Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth);
- The Corporations Act 2001 (Cth) ('the Act') & the Corporations Regulations;
- AS 8000 -2003 –Corporate governance – good governance principles; and
- AS 8004 -2003 –Whistleblower protection programs for entities.

## PROTECTIONS AVAILABLE TO ELIGIBLE WHISTLEBLOWERS

1. We undertake to ensure that an Eligible Whistleblower under this Policy shall not be penalised, personally disadvantaged or suffer detriment because he or she has made a Protected Disclosure.
2. We will not subject an Eligible Whistleblower to any civil, criminal or administrative liability in relation to a Protected Disclosure, nor will we enforce a contractual obligation in relation to the Protected Disclosure (for example, the confidentiality clause in an employment agreement or authorised representative agreement).
3. In addition, the WPO shall liaise with relevant managers, employees or officers of the CAF Group to ensure that the Eligible Whistleblower is not subject to any of the following:
  - dismissal;
  - termination as an authorised representative;
  - injury;
  - alteration of the Eligible Whistleblower's position or duties to their disadvantage;
  - discrimination between an employee (if relevant) and other employees of the CAF Group;
  - harassment or intimidation;
  - harm, including psychological harm or bullying; and
  - damage to the Eligible Whistleblower's property.

4. If an Eligible Whistleblower subsequently reports being disadvantaged for making a Protected Disclosure (as described above), that information will be assessed as a new disclosure and will be investigated as set out in this Policy.

## PERSONAL WORK-RELATED GRIEVANCES

1. The WPO and chair of the GARCC may determine that a disclosure made by an Eligible Whistleblower is not a Protected Disclosure, but a personal work-related grievance. In this instance, a WIC will not be convened and the individual will not be entitled to the protections set out in this Policy. The disclosure will be passed to the CAF Head of Human Resources. The CAF Head of Human Resources will handle the disclosure in accordance with relevant policies.
2. A disclosure will constitute a personal work-related grievance if it concerns a grievance about any matter in relation to the discloser's employment with the CAF Group, or former employment, having implications for the discloser personally and does not have significant implications for the CAF Group and does not otherwise fit the definition of a Protected Disclosure.
3. Before making a disclosure by email, through our online form or to an Eligible Recipient, you should consider whether your disclosure is a personal work-related grievance.

## HOW YOU CAN MAKE A PROTECTED DISCLOSURE

1. An Eligible Whistleblower makes a disclosure by doing one of the following:
  - sending an email to [whistleblower@cpal.com.au](mailto:whistleblower@cpal.com.au);
  - submitting the anonymous whistleblower form found on the CAF website at <https://www.centrepoinalliance.com.au/complaints/>; or
  - making a report to an Eligible Recipient.
2. In each instance, the disclosure will be shared with the WPO and the chair of the GARCC who will determine whether the disclosure is a Protected Disclosure.
3. If the WPO and the chair of the GARCC determine that a disclosure is not a Protected Disclosure, they may determine that the disclosure is a personal work-related grievance. In this instance, the disclosure will be shared with the CAF Head of Human Resources.
4. The Human Resources department of CAF has existing procedures in place designed to deal with employee grievances.

## HOW WILL CAF INVESTIGATE PROTECTED DISCLOSURES

1. Once the WPO and chair of the GARCC determine that a disclosure is a Protected Disclosure, a WIC will be convened to investigate the matter. The investigation shall be managed exclusively by the WIC.
2. The composition of the WIC will vary depending on the nature of the conduct to be investigated.
3. For each WIC convened, the WPO and the chair of the GARCC shall select a third member, having regard to the particular disclosure. This may include a member of the Executive Team, head of a CAF business unit, their delegates, or someone external to CAF if that is determined appropriate in the circumstances.
4. Three (3) members of the WIC will be required to investigate any given matter. Failure to obtain this in any given case will require that particular WIC to be disbanded and a new WIC convened.
5. The WIC will notify the Eligible Whistleblower within 10 Business Days of being convened to update the Eligible Whistleblower of proposed action.

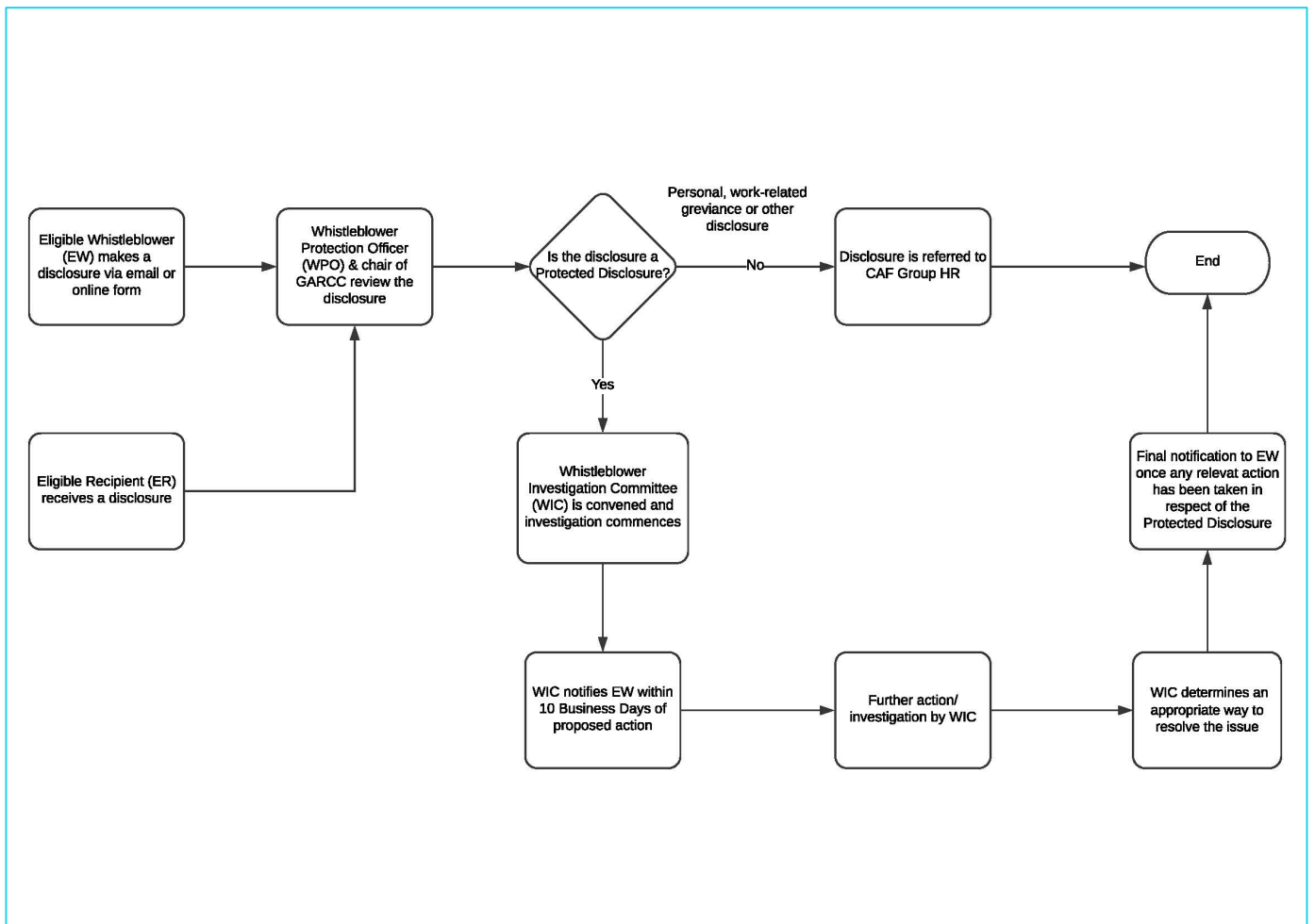
6. WIC recommendations in any given matter must be based on a two-thirds majority vote by the appointed WIC members (or, where permitted, their duly authorised delegates).
7. In certain cases, the WIC may decide there is a need to refer the relevant report to an appropriate external investigator. Such external investigator may include external lawyers and/or accountants or other specialist third party/ies as appropriate.
8. A matter will not be investigated by any person who is either implicated in the subject matter of the Whistleblower's report and/or who is known to have a direct influence over the person investigated.

## KEY FUNCTIONS OF THE WHISTLEBLOWER INVESTIGATION COMMITTEE

1. The key functions of a WIC investigation are to:
  - collate information relating to the allegation as quickly as possible;
  - consider the information collected;
  - make a recommendation based on the evidence in a manner that is fair, objective and affords procedural fairness to all parties involved;
  - make contemporaneous notes of all discussions, phone calls and tapes of all interviews with witnesses when conducting an investigation;
  - ensure confidentiality, including, but not limited to, establishing a confidential filing system for storing all information it has received, conducting interviews in private and taking all reasonable steps to protect the identity of the Eligible Whistleblower; and
  - warn the Eligible Whistleblower and his/her WPO where disclosure of the identity of the Eligible Whistleblower cannot be avoided due to the nature of the allegations.
2. The WPO will examine the immediate welfare and protection needs of the relevant Eligible Whistleblower, if identified.
3. The WPO will also examine the immediate welfare of any CAF employees, officers or authorised representatives that are mentioned in a Protected Disclosure and take all necessary steps to ensure they are appropriately supported during and after an investigation.
4. It is at the discretion of the WIC to allow any witness to have legal or other representation or support during an interview. If a witness has a special need for legal representation or support, permission should be granted. Costs associated with legal representation will be the responsibility of the party engaging that representation.
5. At the conclusion of the investigation by the WIC, the WPO will prepare a report of the WIC's findings/recommendations. These findings/ recommendations will be presented to the Board via the GARCC.
6. Where an investigation shows that wrongdoing has occurred within the CAF Group, CAF is committed to changing its processes and taking action in relation to those CAF Group members who have behaved incorrectly.
7. Where illegal conduct may have occurred, this may involve reporting the matter to relevant authorities and, in some cases, to the police.
8. In some circumstances CAF may also be required to report instances of Improper Conduct to the relevant regulatory authorities, such as ASIC.

## INVESTIGATION PROCESS

The below flow chart details at a high level the process that will be followed by the WIC during the investigation.



## RIGHTS AND RESPONSIBILITIES OF WHISTLEBLOWERS

1. Eligible Whistleblowers must in all cases:

- when making a disclosure not make a false disclosure knowing it to be false or being reckless about whether it is false; and
- assist with the investigation of the disclosure to the extent reasonably required.

2. The intentional making of a false disclosure is itself considered Improper Conduct which CAF has the right to act on. The making of any deliberately false or malicious allegations by a CAF Group is a serious offence which may result in a disciplinary action up to and including dismissal (or termination in the case of an authorised representative).
3. Eligible Whistleblowers should not attempt to obtain evidence they have no right to access. Such improper access may itself be considered Improper Conduct. Eligible Whistleblowers are essentially ‘reporting parties’ and for this reason should not attempt to conduct investigative activities in their own right.
4. Whistleblowers making a Protected Disclosure should be prepared to set out all known information regarding any reported allegations and provide evidence in support of any such allegations. We may require Eligible Whistleblowers to complete forms from time to time during the initial report and subsequent investigation.
5. Where possible, and assuming the identity of the Eligible Whistleblower is known, the Eligible Whistleblower will be kept informed of the outcome of the investigation of his/her report, subject to privacy and confidentiality considerations.



6. Protection of an Eligible Whistleblower's identity will be maintained to the extent possible within the legitimate needs of the law.
7. The Corporations Act allows CAF to pass on the identity and information provided by an Eligible Whistleblower to ASIC, the Australian Prudential Regulation Authority, the Australian Federal Police and legal practitioners without asking for permission from the Whistleblower.
8. The Corporations Act does not allow further disclosure of an Eligible Whistleblower's identity to be made without their consent.
9. The Eligible Whistleblower may, at any time during and investigation, contact CAF for a status update. CAF will use its best endeavours to provide the Eligible Whistleblower with a status update as soon as reasonably practicable.

## AVAILABILITY OF THE POLICY

1. For officers and employees of the CAF Group, this Policy is published on the secure staff portal. For authorised representatives of the CAF Group, this Policy is available of the relevant Licensee intranet.
2. This Policy is also available on the Corporate Governance section of the CAF website at <https://www.centrepoinalliance.com.au/investor-centre/corporate-governance/>.

## FOR MORE INFORMATION

If you would like more information on this Policy, please contact the Professional Standards team by emailing [professionalstandards@cpal.com.au](mailto:professionalstandards@cpal.com.au) or by calling Professional Standards on 1300 557 598.