WHISTLEBLOWER PROTECTION POLICY

Version 5.4

CENTREPOINT ALLIANCE

Contents

1. OBJECTIVES

CAF is committed to a culture of corporate compliance and ethical behaviour. 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.

We have developed this Whistleblower Protection Policy (Policy) in accordance with section 1317AI of the Corporations Act. Protections are also provided under Part IVD of the *Taxation Administration Act 1953* in the event a disclosure of information is made by an Eligible Whistleblower to an eligible recipient, legal practitioner, the Tax Practitioners Board, or Commissioner of Taxation.

Throughout this Policy, the CAF Group is referred to as ‘we’, ‘us’, ‘our’ or any variations.

2. WHO AND WHAT DOES THIS POLICY APPLY TO?

This Policy applies to all Eligible Whistleblowers who wish to make a Protected Disclosure.

Eligible Whistleblowers are encouraged to report any wrongdoing which they have reasonable grounds to suspect may amount to a Protected Disclosure under this Policy. The types of wrongdoing which may amount to a Protected Disclosure under this Policy include Improper Conduct such as Bribery, Fraud, or Corruption and any conduct which may constitute an offence under laws applicable to CAF or a CAF Group member and its employees or officers.

In addition to the protection for Eligible Whistleblowers under this Policy, we will also consider (on a case-by-case basis) 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.

Importantly, conduct which does not involve a breach of the law may still be considered a Protected Disclosure under this Policy.

Examples of types of wrongdoing that may be covered by this Policy include:

- Illegal conduct, such as theft;
- Fraud, money laundering or misappropriation of funds;
- Offering or accepting a bribe;
- Financial irregularities;
- 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.

3. WHAT DISCLOSURES ARE NOT COVERED BY THIS POLICY?

3.1 Personal work-related grievances

The WPO and Chair of CAF may determine that a disclosure made by an Eligible Whistleblower is not a Protected Disclosure, but a personal work-related grievance.

CAF's assessment that a matter is a personal work-related grievance does not determine or remove any protection that may apply under law. A grievance may still qualify for protection if it has significant implications for CAF beyond the discloser personally, concerns a separate disclosable matter, concerns detriment or threatened detriment connected with a disclosure, or otherwise satisfies the statutory requirements.

If CAF assesses the disclosure as solely a personal work-related grievance and not otherwise a Protected Disclosure, a WIC will not ordinarily be convened and subject to the confidentiality requirements in section 6.1, the matter may be referred to the CAF Head of Human Resources to be handled in accordance with relevant policies. This does not affect any protection that may apply under law.

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.

Before making a disclosure by email, or to an Eligible Recipient, you should consider whether your disclosure is a personal work-related grievance.

3.2 Complaints

If a person wishes to make a complaint against a CAF Group member, they should refer to our Complaints Policy. Further information is available at Complaints - Centrepoint Alliance.

4. 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 & the Corporations Regulations 2001 (Cth);
- Part IVD of the Taxation Administration Act 1953;
- ASIC Regulatory Guide 270 – Whistleblower Policies.

5. HOW YOU CAN MAKE A PROTECTED DISCLOSURE

5.1 Protected Disclosures to Eligible Recipients within the CAF Group

For a disclosure to be a Protected Disclosure, and to qualify for the protections under this Policy and the Corporations Act, an Eligible Whistleblower must make the disclosure by doing one of the following:

- sending an email to whistleblower@cpal.com.au
- making a report to an Eligible Recipient
- phoning the Whistleblower Protection Officer on (07) 5668 1024 or
- sending an email to the Chair of CAF at georg.chmiel@outlook.com.

(see 'Making an anonymous' disclosure below)

Disclosures made through the whistleblower email address will be accessible only to a limited number of authorised persons responsible for receiving and managing whistleblower disclosures. Access will be restricted, monitored and managed to avoid conflicts of interest. If a disclosure concerns an authorised recipient, that person will not be given access to or participate in the assessment or investigation of the disclosure.

If an Eligible Recipient receives a disclosure, they must promptly notify the WPO, or the alternative recipient specified below if the disclosure concerns the WPO. Before disclosing the identity of the discloser to the WPO or any other person, the Eligible Recipient must obtain the discloser's consent unless the disclosure is otherwise authorised by law. Information that does not disclose the discloser's identity may be provided where this is reasonably necessary to investigate the matter and all reasonable steps are taken to reduce the risk that the discloser will be identified.

Subject to the confidentiality requirements set out in section 6.1, disclosures will be referred to the WPO for assessment together with the Chair of CAF. If the disclosure involves the Chair of CAF, the disclosure will be referred to the Chair of the GARCC. If the disclosure involves the WPO, the disclosure will be referred to the Chair of CAF. If this is the case, subsequent references to the Chair of CAF and the WPO should be read accordingly.

If the WPO and the Chair of CAF determine that a disclosure made to an Eligible Recipient 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, subject to the confidentiality requirements in section 6.1.

The Human Resources department of CAF has existing procedures in place designed to deal with employee grievances.

5.2 Protected Disclosures to persons outside the CAF Group

In addition to making a Protected Disclosure to an Eligible Recipient within the CAF Group, disclosures made to the following persons or bodies will also be afforded protection under the Corporations Act:

- a legal practitioner for the purpose of obtaining legal advice or legal representation concerning the whistleblower provisions of the Corporations Act are protected.
- ASIC, APRA, or any other Commonwealth bodies prescribed by regulation.
- a journalist or parliamentarian under specific circumstances where a 'public interest disclosure' or 'emergency disclosure' applies.

A 'public interest disclosure' is the disclosure of information to a journalist or a parliamentarian where:

(a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
(b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
(c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest;
(d) after the end of the 90-day period, the discloser has given the body to which the previous disclosure was made a written notification that:
  (i) includes sufficient information to identify the previous disclosure; and
  (ii) states that the discloser intends to make a public interest disclosure; and
(e) the extent of the information disclosed is no greater than is necessary to inform the journalist or parliamentarian of the relevant misconduct or improper state of affairs or circumstances.

A discloser should obtain independent legal advice before making a public interest disclosure or emergency disclosure.

An ‘emergency disclosure’ is the disclosure of information to a journalist or parliamentarian where:

(a) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
(b) 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;
(c) before making the emergency disclosure, the discloser has given the body to which the previous disclosure was made a written notification and that notification:
    (i) includes sufficient information to identify the disclosure; and
    (ii) states that the discloser intends to make an emergency disclosure; and
    (iii) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

5.3 Making an anonymous disclosure

An Eligible Whistleblower may make a disclosure anonymously.

A disclosure may qualify for protection even if it is made anonymously. A discloser may choose to remain anonymous while making a disclosure, during the investigation and after the investigation has been finalised and may decline to answer questions that they reasonably believe could reveal their identity.

There are two ways in which an Eligible Whistleblower may make an anonymous disclosure:

1. Telephoning the Whistleblower Protection Officer on (07) 5668 1024; and
2. By making a disclosure to whistleblower@cpal.com.au using an email address which is not capable of identifying the discloser.

If the Eligible Whistleblower wishes to remain anonymous and makes a disclosure to the whistleblower@cpal.com.au email address or by calling the WPO, they should clearly state their desire to remain anonymous in their disclosure.

If an Eligible Whistleblower indicates they wish to remain anonymous by using any of the above methods of disclosure, the WPO will ensure all communication with the Eligible Whistleblower is de-identified (for example, by utilising a pseudonym) for as long as the Eligible Whistleblower wishes to remain anonymous.

An Eligible Whistleblower who wishes to remain anonymous should be aware that we may face difficulties in contacting you throughout the investigation process due to your continued anonymity if for example, an anonymous means of contact has not been provided during the initial disclosure.

6. PROTECTIONS AVAILABLE TO ELIGIBLE WHISTLEBLOWERS

Whether an Eligible Whistleblower makes a disclosure to an Eligible Recipient within the CAF Group or to an external recipient in the circumstances described in section 5.2, they are afforded the following legal protections under the Corporations Act.

A disclosure may qualify for protection even if the information disclosed is subsequently found to be incorrect, provided the discloser had reasonable grounds to suspect that the information concerned a disclosable matter. A discloser’s motive for making the disclosure does not affect whether the disclosure qualifies for protection.

6.1 Identity protection (confidentiality)

If you make a Protected Disclosure, it is against the law for a person to disclose your identity or any information which is likely to lead to your identification. That is, unless one of the following exemptions applies:

- you consent to the disclosure;
- the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation about the whistleblower provisions of the Corporations Act; or
- the disclosure is made to ASIC, APRA, a member of the Australian Federal Police, or to another person or body prescribed by regulations.

CAF may disclose information that does not disclose the discloser's identity where the disclosure is reasonably necessary for the purposes of investigating the matter. In doing so, CAF will take all reasonable steps to reduce the risk that the discloser will be identified.

6.2 Protection from detrimental acts or omissions

We undertake to ensure that an Eligible Whistleblower under this Policy shall not be penalised, personally disadvantaged or suffer detriment because they have made a Protected Disclosure.

As soon as reasonably practicable after receiving a disclosure, the WPO will consider the risk of detriment to the discloser and any other affected person. Depending on the circumstances, CAF may implement reasonable protective arrangements, provide access to confidential support, adjust reporting or workplace arrangements, monitor for retaliation and investigate any alleged or threatened detriment. A discloser may report concerns about detriment directly to the WPO or the applicable alternative recipient.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;
- 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;
- victimisation and retaliation;
- harm, including psychological harm or bullying;
- damage to the Eligible Whistleblower's property;
- damage to an Eligible Whistleblower's reputation;
- damage to an Eligible Whistleblower's business or financial position; or
- any other damage to an Eligible Whistleblower.

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.

6.3 Compensation and other remedies

You can seek compensation and other remedies through a court if:

(a) you suffer loss, damage, or injury because of a disclosure under this Policy; and

(b) you feel we have failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

It is important that you seek your own independent legal advice in relation to bringing any actions or claims through the courts.

6.4 Civil, criminal and administrative liability protection

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).

However, it is important that you are aware that this protection does not grant immunity for any misconduct you may have engaged in that is revealed in the Protected Disclosure or our investigation process.

7. HOW CAF WILL INVESTIGATE PROTECTED DISCLOSURES

When a disclosure is received, the WPO will assess whether it qualifies as a Protected Disclosure in accordance with this Policy.

Once the WPO and Chair of CAF 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.

The composition of the WIC will vary depending on the nature of the conduct to be investigated.

For each WIC convened, the WPO and the Chair of CAF 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.

Three (3) members of the WIC will be required to investigate any given matter.

WIC recommendations in any given matter must be based on a two thirds majority vote by the appointed WIC members.

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 parties as appropriate.

A matter will not be investigated by any person who is either implicated in the subject matter of the Whistleblower’s report or who is known to have a direct influence over the person investigated.

To the greatest extent possible, an Eligible Whistleblower will be kept informed of developments throughout the investigation process. The frequency and possibility of updates throughout the investigation will depend on whether the discloser can be easily and routinely contacted (i.e. if they have elected to remain anonymous) as well as the nature of the disclosure.

Where the discloser can be contacted, CAF will acknowledge the disclosure and provide information about the proposed next steps as soon as reasonably practicable. The timing and content of updates will depend on the nature of the matter and applicable privacy, confidentiality and legal considerations.

The Eligible Whistleblower may, at any time during an investigation, contact the WPO for a status update. The WPO will use their best endeavours to provide the Eligible Whistleblower with a status update as soon as reasonably practicable.

There may be circumstances, depending on the nature of the disclosure, in which the WIC determines it is inappropriate to notify the Eligible Whistleblower of the outcome of an investigation.

8. KEY FUNCTIONS OF THE WHISTLEBLOWER INVESTIGATION COMMITTEE

The key functions of a WIC investigation are to:

- ensure procedural fairness and the fair treatment of employees who are mentioned in a Protected Disclosure, including those that are the subject of a disclosure, as well as the safety and fair treatment of the Eligible Whistleblower;
- collate information relating to the Protected Disclosure 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 interviews with witnesses when conducting an investigation; and
- ensure confidentiality in accordance with this Policy and the relevant law, 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.

Information that is likely to identify a discloser will not be disclosed merely because disclosure would make an investigation easier. If the discloser does not consent to disclosure of their identity, CAF may disclose non-identifying information where it is reasonably necessary to investigate the matter and will take all reasonable steps to reduce the risk that the discloser will be identified.

At the conclusion of the investigation by the WIC, the WPO will prepare a report of the WIC's findings and recommendations. These findings and recommendations will be presented to the Board via the GARCC.

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.

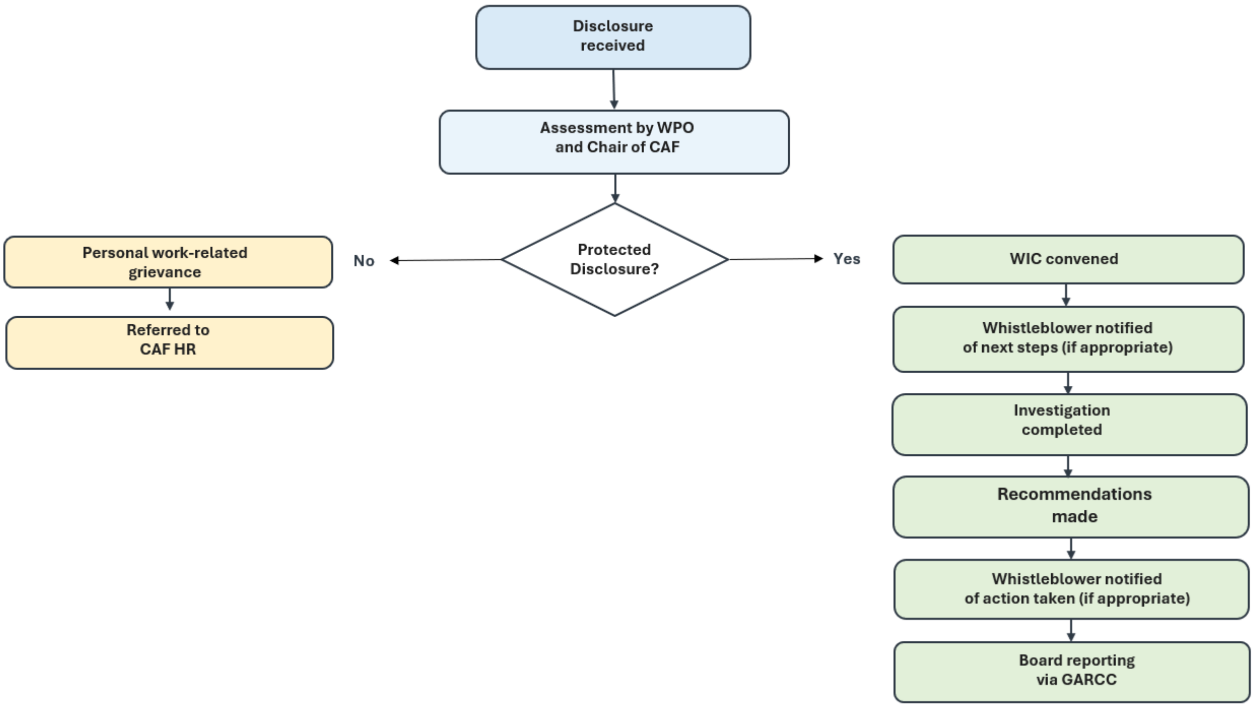
Where illegal conduct may have occurred, this may involve reporting the matter to relevant authorities and, in some cases, to the police.

In some circumstances CAF may also be required to report instances of Improper Conduct to the relevant regulatory authorities, such as ASIC.

In addition, the WPO will examine the immediate welfare and protection needs of the relevant Eligible Whistleblower, if identified.

9. INVESTIGATION PROCESS

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



10. FAIR TREATMENT OF PERSONS MENTIONED IN DISCLOSURES

We are committed to ensuring the fair treatment of employees, officers, authorised representatives and other individuals who are mentioned in, or are the subject of, a Protected Disclosure. Investigations will be conducted in an objective, fair and independent manner and findings will not be made until relevant enquiries have been completed.

Individuals who are the subject of allegations will, where appropriate and consistent with maintaining confidentiality and the integrity of the investigation, be informed of the substance of the allegations and provided with a reasonable opportunity to respond. We will take reasonable steps to protect the confidentiality, privacy and reputation of all persons involved in an investigation, manage actual or perceived conflicts of interest, and provide appropriate support to affected individuals during and following the investigation.

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.

Where allegations are not substantiated, we will consider what steps may be appropriate to restore the reputation of affected individuals.

11. RESPONSIBILITIES OF WHISTLEBLOWERS

Disclosers are encouraged to provide information they reasonably believe may assist CAF to assess and, where appropriate, investigate the disclosure. A discloser is not required to identify themselves, complete a particular form or participate in an investigation in order for a disclosure to qualify for protection. However, the information available and the discloser's ability or willingness to assist may affect CAF's ability to investigate the matter.

A person will not be penalised merely because a disclosure is not substantiated. Statutory protection does not extend to information that the person knows to be false. CAF may take appropriate action where it is established that a person knowingly made a false disclosure, subject to applicable law and procedural fairness.

Eligible Whistleblowers making a Protected Disclosure are encouraged to provide all known information and evidence in support of their allegations. However, they must not attempt to investigate the matter themselves or obtain information they are not authorised to access. This includes accessing, copying, removing or disclosing documents, records or systems without authority. Unauthorised access may itself constitute Improper Conduct and may compromise CAF's ability to investigate the disclosure.

12. REPORTING

The Executive team must report all material incidents under this policy or breaches of the policy to the GARCC.

13. AVAILABILITY OF THE POLICY

For officers and employees of the CAF Group, this Policy is published on the secure staff portal.

This Policy is also available on the Corporate Governance section of the CAF website at Corporate Governance - Centrepoint Alliance.

14. FOR MORE INFORMATION

If you would like more information on this Policy, please contact the Whistleblower Protection Officer by calling (07) 5668 1024 or email whistleblower@cpal.com.au .

15. DEFINITIONS

Term	Definition
APRA	means the Australian Prudential Regulation Authority
ASIC	means the Australian Securities and Investments Commission
The Board	means the Centrepoint Alliance Limited Board of directors.
Bribery	is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards, discounts or favourable terms, secret commissions or other advantages.
Business Day	means any day that is not a public holiday or weekend in the State of Queensland.
CAF	means Centrepoint Alliance Limited (ACN 052 507 507).

Term	Definition
CAF Group	means CAF and its related bodies corporate, including, without limitation: • Professional Investment Services Pty Ltd; • Alliance Wealth Pty Ltd; • Centrepoint Alliance Lending Pty Ltd; • Matrix Planning Solutions Limited; and • Ventura Investment Management Ltd.
Corporations Act	means the *Corporations Act 2001* (Cth).
Corruption	is the abuse of entrusted power for private gain. Commonly, this includes Bribery or blackmail through the withholding or providing of services in return for personal gain or advantage for themselves, another person, or entity.
Eligible Recipient (within CAF)	means: • the WPO or another person authorised by the relevant CAF Group member to receive disclosures that may qualify for protection; • an officer or senior manager of the relevant CAF Group member or a related body corporate; • an auditor, or a member of an audit team conducting an audit of the relevant CAF Group member or a related body corporate; or • an actuary of the relevant CAF Group member or a related body corporate. A Senior Manager is a person, other than a director or company secretary, who makes or participates in making decisions that affect the whole, or a substantial part, of the business of the relevant entity, or who has the capacity to affect significantly its financial standing.
Eligible Whistleblower	means an individual who is, or has been, any of the following in relation to a member of the CAF Group: • an officer or employee; • an individual who supplies goods or services whether paid or unpaid; • an employee of a person that supplies goods or services, whether paid or unpaid; • an associate; • a relative or dependant of an individual referred to above; or • a dependant of the spouse of an individual referred to above. An individual may qualify as an Eligible Whistleblower whether or not they identify themselves, refer to this Policy or expressly seek protection under it.
Executive team	means a team of senior executives within CAF, as nominated from time to time.

Term	Definition
Fraud	means dishonesty, deceit, breach of confidence or misrepresentation allowing an individual or group of individuals to attempt and/or to gain an unfair or dishonest benefit or advantage to which they are not entitled. This includes, but is not limited to, manipulation of records (such as deliberate falsification, concealment or destruction), financial theft, improper or unauthorised expenditure, fraudulent financial reporting and theft, misallocation or misuse of company or customer property or data.
GARCC	means the CAF Group Audit, Risk and Compliance Committee. 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.
Improper Conduct	means misconduct, or an improper state of affairs or circumstances in relation to the CAF Group. This includes, but is not limited to, Bribery, Fraud, dishonesty, Corruption and illegal acts or omissions.
Protected Disclosure	means a disclosure that qualifies for protection under Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act 1953. This includes a disclosure by an Eligible Whistleblower to an eligible recipient where the discloser has reasonable grounds to suspect that the information concerns: • misconduct or an improper state of affairs or circumstances in relation to a CAF Group member or its related body corporate; • conduct by a CAF Group member, or one of its officers or employees, that constitutes an offence or contravention specified in section 1317AA of the Corporations Act; • conduct that constitutes an offence against another Commonwealth law punishable by imprisonment for 12 months or more; • conduct that represents a danger to the public or the financial system; or • a tax-related matter that qualifies for protection under Part IVD of the Taxation Administration Act 1953. It also includes a public interest disclosure or emergency disclosure that satisfies section 1317AAD of the Corporations Act.
WIC	means Whistleblower Investigation Committee. The WIC is responsible for investigating a Protected Disclosure made by an Eligible Whistleblower.
WPO	means Whistleblower Protection Officer. The WPO is the CAF Head of Legal (or equivalent position). The WPO is responsible for ensuring that Eligible Whistleblowers are afforded protection in accordance with this Policy and the Corporations Act.