



Whistleblower Policy

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Document Control

Revision History

Version No.	Author	Effective Date	Comments
1	Joan Raffé, General Counsel	1 January 2020	Approved by the Board of Investors Central on 12 December 2019
2	Joan Raffé, General Counsel	8 September 2020	New Clause 7.4 – Disclosers encouraged to seek independent legal advice and amendment to Clause 9.1 – anonymous disclosures.

1 PURPOSE OF THE POLICY

- 1.1 Investors Central Limited and its subsidiaries (the Group) are committed to effective corporate governance, compliance and honest and ethical behaviour.
- 1.2 Section 1317A1 of Part 9.4AAA of the Corporations Act 2001(Cth) requires all public companies, large proprietary companies and proprietary companies that are trustees of registerable superannuation entities to have a Whistleblower policy.
- 1.3 A Whistleblower is a person who reports misconduct or improper behaviour by a person or persons in respect to an organisation. For the purposes of this Policy, a Whistleblower is referred to as the 'Discloser'.
- 1.4 This Policy provides a framework which encourages high ethical standards and discourages fraud and misconduct by employees, contractors and third party providers. The Policy also provides guidance to, and outlines the rights and obligations of, current and former employees, directors, contractors and other persons who make a disclosure about improper conduct in respect to any company within the Group.
- 1.5 This Policy is to be read in conjunction with the Human Resources Policies and Procedures Manual (HR Manual).

2 APPROVAL

- 2.1 This Policy was approved by the Board of Investors Central Limited on 12 December 2019.

3 OWNERSHIP

- 3.1 The Company Secretary of Investors Central Limited is responsible for the maintenance of this Policy. All changes to the Policy are to be reviewed and approved by the Board of Investors Central Limited as necessary, but at least every 12 months.

4 WHO DOES THE POLICY APPLY TO?

- 4.1 This Policy applies to all 'Disclosers' who are or have been any of the following within the Group:
 - a) employee;
 - b) Director or Company Secretary;
 - c) contractor for the supply of goods or services or their employees;
 - d) consultants;
 - e) an individual who is an associate of a regulated entity within the Group; or
 - f) a relative or dependent of an individual referred to in (a) to (e) above.

- 4.2 The Policy will also apply to anyone who has made a disclosure of information relating to the Group to a legal practitioner for the purpose of obtaining legal advice or legal representation regarding protection of whistleblowers.

5 DISCLOSABLE MATTERS TO WHICH THE POLICY APPLIES

- 5.1 Matters that should be disclosed under this Policy are Disclosable Matters which the Discloser believes on reasonable grounds to be misconduct or improper conduct which are in breach of the Group's policies, the law, applicable codes of conduct, or other regulatory obligations.

- 5.2 Disclosable Matters include conduct that involves but is not limited to:

- theft, fraud or other dishonest behaviour;
- unlawful, corrupt or irregular practices or use of funds;
- illegal activities including violence or threatened violence, criminal damage of property, dealing in or illicit use of drugs;
- any conduct that poses a serious risk to the health and safety of other persons in the workplace; public health and safety; the financial system or to the environment;
- oppressive, discriminatory or grossly negligent conduct;
- conduct that constitutes an offence against, or contravention of, any Commonwealth, State or local authority laws including but not limited to the *Corporations Act 2001*; *National Consumer Credit Protection Act 2009*; or *ASIC Act 2001*; and
- conduct which may cause financial or non-financial loss to, or be otherwise detrimental to the interests of, one or more entities of the Group.

that would, if proven, amount to:

- a criminal offence;
 - a civil or other pecuniary liability for the Group;
 - reasonable grounds for dismissal; and/or
 - reasonable grounds for disciplinary action.
- 5.3 There are also specific Whistleblower protections under taxation laws for individuals who disclose information to an Eligible Recipient, or directly to the Australian Taxation Office (ATO), in respect to tax avoidance or other tax issues regarding companies and other entities.
- 5.4 Disclosable Matters also include conduct that would be considered victimisation of an individual because they made, or intend to make, a Disclosure under this Policy.
- 5.5 Personal work-related grievances are excluded from this Policy and should be handled in accordance with the processes set out in the HR Manual.

- 5.6 Frivolous, malicious or vexatious disclosures, or disclosures that are not made in good faith, do not qualify for protection under this Policy. These disclosures will not be treated as genuine disclosures. Deliberate false Disclosures by current employees of the Group will be handled in accordance with relevant provisions of the HR Manual.
- 5.7 The Discloser must inform the 'Eligible Recipient' to whom the disclosure is made of the Discloser's name before making the disclosure; have reasonable grounds for believing that the disclosure is a 'Disclosable Matter' and make the disclosure in good faith to qualify for Whistleblower protection under Part 9.4AAA of the Corporations Act.
- 5.8 Disclosures that are not 'Disclosable Matters' do not qualify for protection under the Corporations Act and/or this Policy.

6 OBLIGATION TO DISCLOSE

- 6.1 It is expected that any person who becomes aware of a Disclosable Matter makes a Disclosure to ensure that the honesty and reputation of the Group and its employees are preserved and enhanced.

7 WHISTLEBLOWER PROTECTION AGAINST DETRIMENT

- 7.1 Conduct causing detriment to any person who makes a Disclosure that qualifies for protection under this Policy or provides assistance in respect to a Disclosure that has been made is prohibited.
- 7.2 Detriment includes, but is not limited to, the following actions:
- dismissal of an employee;
 - injury of an employee in his or her employment;
 - alteration of an employee's position or duties to his or her disadvantage;
 - discrimination between an employee and other employees;
 - harassment or intimidation of a person;
 - harm or injury to a person, including psychological harm;
 - damage to a person's property;
 - damage to a person's reputation; or
 - damage to a person's business or financial position.
- 7.3 A court may make orders for compensation against an individual or corporation in respect to any person for loss, damage or injury suffered as a result of detrimental conduct. A nexus must be established between the adverse conduct and the Disclosure.
- 7.4 Disclosers are encouraged to seek independent legal advice in respect to their rights and obligations in making a disclosure.

8 WHO CAN RECEIVE A DISCLOSURE

8.1 A disclosure under this Policy can be made to any of the following 'Eligible Recipients':

- a Director, Company Secretary, General Counsel or Senior Manager of the Group;
- the Group's External Auditor; or
- the Australian Securities and Investments Commission (ASIC).

8.2 Persons making disclosures are encouraged to report a Disclosable Matter internally within the Group to Eligible Recipients in the first instance.

8.3 If serious fraud is suspected at Board or Senior Management level, or if the report relates to a serious breach of the Corporations Act, disclosures may be made directly to ASIC, the External Auditors or other government agency, as relevant.

8.4 Section 1317AAD provides for public interest disclosures and emergency disclosures that can be made to a member of the Parliament of the Commonwealth or State or Territory and qualify for protection under Part 9.4AAA of the Corporations Act in circumstances where:

- a previous disclosure has been made which qualifies for protection and at least 90 days have passed since that disclosure was made;
- the discloser reasonably believes that no action has been taken to address the matters to which the earlier disclosure related; and
- the disclosure is in the public interest or the Discloser believes, on reasonable grounds, that the information concerns a substantial and imminent danger to persons or the natural environment.

8.5 Where a disclosure is made in accordance with this Policy, a person receiving the information may not tell anyone, other than other persons who are authorised to receive a disclosure, any of the following information:

- the information disclosed;
- the identity of the person making the disclosure; or
- any information which will enable the identification of the person making the disclosure to be determined

unless the Discloser consents to that disclosure.

9 HOW TO REPORT A DISCLOSURE

9.1 A Disclosable Matter can be reported to an Eligible Recipient as follows:

Internal report

A Discloser can make a disclosure either verbally or in writing.

If a Discloser does not feel comfortable making a Disclosure internally, or if they have previously reported the matter internally and no action has been taken, the Disclosure can be made to the External Auditor; ASIC or other relevant government authority.

External report

Disclosures can be made to external Eligible Recipients either verbally or in writing.

Disclosures can be made anonymously. Disclosures can be made during or outside of business hours as indicated in the table in Clause 9.2.

9.2 Contact details for internal and external Eligible Recipients are as follows:

Organisation	Name/Role	Email/contact information	Phone number
Internal			
Investors Central Limited or Fin One Pty Ltd (trading as Finance One)	Managing Director/CEO	whistleblower@investorscentral.net.au	0411231530
	Director/Chief Financial Officer		0400487951
	Executive Director Risk, Audit & Governance/ Company Secretary	whistleblower@financeone.com.au	0427058512
	General Counsel		0412673034
Investors Central Limited	Andrew Kemp, Non-Executive Director	apkemp@huntingtongroup.com.au	(07) 33032500
	or Joe McShanag, Non-Executive Director	joe.mcshanag@hotmail.com	0414448425
External			
Jessups Accountants	External Auditor, Jessups Accountants	dthamm@jessupsnq.com.au	(07) 40377050
ASIC	Misconduct Complaints	https://asic.gov.au/about-asic/contact-us/how-to-complain/report-misconduct-to-asic/ https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/.	1300 300 630 (9am – 5pm)
Taxation Disclosures only			
ATO	Tax Integrity Centre	Locked Bag 6050, Dandenong, VIC 3175	1800 060062 (9am to 5pm)

- 9.3 A Discloser can contact the Company Secretary or General Counsel on a confidential basis to obtain additional information about the process before making a Disclosure.

10 CONFIDENTIALITY

- 10.1 Any person who makes a disclosure in accordance with this Policy must not discuss any issues relating to their disclosure with any other person (other than the Eligible Recipient to whom the disclosure was made), so as not to raise the suspicion of the person against whom the allegation has been made. Care should also be taken not to make any remarks that may be considered defamatory in respect to the person against whom the Disclosure has been made.
- 10.2 Any person who receives information about a Disclosure who passes on any information that is likely to lead to the identification of the Discloser may be guilty of an offence under Section 1317AE of the Corporations Act unless that information is disclosed:
- with the consent of the Discloser; or
 - to an Australian legal practitioner for the purpose of obtaining legal advice in relation to the application of whistleblower protection laws; or
 - to ASIC, the Australian Federal Police or the Australian Prudential Regulation Authority.
- 10.3 If the Discloser has consented to the disclosure of their identity, that information should only be disclosed to those persons who have a need to know in order to comply with the requirements of this Policy.
- 10.4 Any information or documentary evidence relating to the disclosure will be maintained in a confidential manner to ensure the privacy and security of personal information.

11 ASSESSING & INVESTIGATING REPORTS OF IMPROPER CONDUCT

- 11.1 If a disclosure has been received by the CEO, Director or General Counsel, an initial assessment of the disclosure will be completed within 3 business days of receipt of the Disclosure.
- 11.2 If further investigation is required in respect to the disclosed matters, the investigation will be actioned as a matter of urgency and a report as to the findings of the investigation made within 20 business days.

12 HOW WILL THE INVESTIGATION BE CARRIED OUT

- 12.1 The Group has appointed two investigators who will be responsible for investigating all Disclosures made under this Policy:
- the Company Secretary of Investors Central; and

- General Counsel.
- 12.2 In the event that one or more of the investigators are the subject of a Disclosure or are otherwise unable to participate in a specific investigation, the Chief Executive Officer will appoint another Director or Senior Manager to conduct the investigation.
- 12.3 The person/s appointed to investigate a disclosure have the following responsibilities:
- to undertake a fair, independent and discreet investigation into the substance of the disclosure to determine whether there is evidence to support the matters raised;
 - respect individual confidentiality;
 - collect all available data and verify the reported information;
 - in order to observe the rules of procedural fairness, interview any relevant person to understand their perspective and collect further relevant information;
 - investigate with due care and with appropriate timeliness.
- 12.4 The Investigators will prepare a report to the Board who has ultimate decision-making power regarding reports and investigations under this Policy.
- 12.5 In the event that a report implicates or involves one or more Directors, the matter will be directed to the Managing Director/CEO, External Auditors and/or ASIC as appropriate.

13 SUPPORT FOR PERSONS IMPLICATED IN A DISCLOSURE

- 13.1 No action will be taken against any employees, contractors or Directors who are implicated in a report under this Policy until an investigation has determined whether or not any allegations against them have been substantiated.
- 13.2 If circumstances warrant an employee, contractor or Director may be temporarily suspended on full pay whilst an investigation is in progress. If an investigation determines that the allegations are not substantiated the person will be immediately reinstated to their position.
- 13.3 An employee, Director or Contractor who is implicated in a Disclosure has a right to be informed of, and to be given an opportunity to respond, the allegations against them (subject to the Discloser's right to anonymity).
- 13.4 An employee, Director or Contractor who is implicated in a Disclosure, or is asked to assist by providing information in respect to an investigation, is able to access the Group's Employee Assistance Program if they require such assistance.

14 OUTCOME OF INVESTIGATIONS – KEEPING THE DISCLOSER INFORMED

- 14.1 The Discloser will be kept informed either, verbally or in writing, of the progress and outcomes of an investigation, subject to privacy, confidentiality and other legal obligations.
- 14.2 The Discloser may request a verbal update on the progress of an investigation if they feel that they have not been kept informed and the investigators will provide an update in a timely manner, subject to the matters set out in 14.1 above.

15 LEGAL PROTECTIONS FOR PERSONS MAKING A DISCLOSURE

- 15.1 If a person makes a disclosure that qualifies for protection under Part 9.4AAA of the Corporations Act:
- the Discloser will not be subject to any civil or criminal liability for making the Disclosure;
 - no contractual or other remedy can be enforced, and no contractual or other right may be exercised, against the Discloser on the basis of the disclosure;
 - the Discloser has qualified privilege in respect to the Disclosure against a case in defamation;
 - any contract to which the Discloser is a party cannot be terminated on the basis that the disclosure constitutes a breach of contract; and
 - the disclosed information is not admissible in evidence against the Discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect to the falsity of the information.

16 AVAILABILITY OF THIS POLICY

- 16.1 This Policy will be available to Disclosers through:
- the Group's internal intranet system accessible by current employees and Directors;
 - Investors Central Limited's website: www.investorscentral.net.au;
 - Finance One's website: www.financeone.com.au; and
 - Finance One Commercial's website: <https://financeone.com.au/business-loans/>.

DEFINITIONS

Term	Definition
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities & Investments Commission
CEO	Chief Executive Officer
Corporations Act	<i>Corporations Act 2001</i> , including regulations made for the purposes of that Act
Detriment	has the meaning given in S1317ADA of the Corporations Act
Disclosable Matter	means the types of disclosures specified in clauses 5.2 and 5.3 of this Policy
Discloser	means anyone who is, or has been, any of the following in respect to the Group: <ul style="list-style-type: none"> • employees • Director or Company Secretary • contractors for the supply of goods and services or their employees • consultants; • an individual who is an associate of a regulated entity within the Group; or • relative or dependent of an individual referred to above.
Disclosure	means a disclosure of information in accordance with this Policy
Eligible Recipient	means a person who is authorised to receive a Disclosure in Clause 8.1 of this Policy.
Group	means Investors Central Limited, Fin One Pty Ltd and Finance One Commercial Pty Ltd
Legal Practitioner	means a duly qualified Australian legal practitioner and, in relation to a person, such a practitioner acting for the person
NCCPA	<i>National Consumer Credit Protection Act 2009</i> (Cth)
Personal information	means personal information as defined in Section 6(1) of the <i>Privacy Act 1988</i> (Cth)
Whistleblower	has the meaning given in Clause 1.3 of this Policy