

eftpos Whistleblower Policy

1. Purpose

The eftpos Whistleblower Policy documents eftpos' commitment to maintaining a working environment in which current or former Officers, employees, contractors, suppliers and visitors are able to report suspected instances of Unacceptable Conduct without fear of intimidation, reprisal or repercussion. The purpose of the policy is to assist eftpos in the detection and resolution of Unacceptable Conduct and to protect those persons who raise issues of Unacceptable Conduct.

2. Scope

This policy covers all eftpos Officers, employees, contractors and visitors.

3. Definitions and Interpretation

3.1 Definitions

Detriments includes:

- (a) dismissal of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; or
- (j) any other damage to a person.

Emergency Disclosure means Protected Disclosure of Unacceptable Conduct (except in respect of matters under the Tax Act) made to a member of Parliament of the Commonwealth, State or Territory, or a journalist where:

- (a) disclosure is made after a previous Protected Disclosure;
- (b) the Whistleblower 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) the Whistleblower has given written notice to the Company with sufficient information to identify the previous disclosure stating an intention to make emergency disclosure; and
- (d) the emergency disclosure is no greater than is necessary to inform the recipient of the substantial and imminent danger.

Investigator means an internal or external legal practitioner having the following skills:

- (a) Sound judgement;
- (b) Investigation skills;
- (c) Integrity;
- (d) Communication skills;
 - a. Diplomacy; and

b. Objectivity.

Officer (as defined in the Corporations Act 2001 C'th) includes:

- (a) a director or secretary of the Company; or
- (b) a person:
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or
 - (ii) who has the capacity to affect significantly the corporation's financial standing; or
 - (iii) in accordance with whose instructions or wishes the directors of the corporation are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors or the Company).

Permitted Disclosure means disclosure by the Company to any of the following where the identity of the Whistleblower is not disclosed and the disclosure is reasonably necessary for the purposes of investigating Unacceptable Conduct:

- (a) Australian Securities and Investments Commission (ASIC);
 - (b) Australian Prudential Regulation Authority (APRA);
 - (c) a Commonwealth authority prescribed under the Corporations Act in relation to the Company;
 - (d) the Australia Federal Police (in respect of matters under the Tax Act); or
 - (e) the Commissioner of Taxation (in respect of matters under the Tax Act),
- to assist in the performance of their functions or duties; or
- (f) a legal practitioner for the purposes of obtaining advice in relation to the operation of whistleblower protection laws;
 - (g) made to a person or body prescribed by the regulations for the Tax Act or Corporations Act; or
 - (h) to anyone to whom the Whistleblower has consented.

Prohibited Disclosure means disclosure of the identity of the Whistleblower or information likely to lead to the identification of the Whistleblower if obtained directly or indirectly because of Protected Disclosure if not Permitted Disclosure.

Protected Disclosure is where a Whistleblower will be protected under this policy from reprisal or repercussions from the Company, any Officer, employee or contractor arising from the disclosure of alleged Unacceptable Conduct where the disclosure is to:

- (a) Australian Securities and Investments Commission (ASIC);
- (b) Australian Prudential Regulation Authority (APRA);
- (c) Australian Federal Police;
- (d) a Commonwealth authority prescribed under the Corporations Act in relation to the Company;
- (e) the Commissioner of Taxation,

to assist in the performance of their functions or duties or is Emergency Disclosure or Public Interest Disclosure; or to:

- (f) the Company; or
- (g) legal practitioner for the purposes of obtaining advice in relation to the operation of whistleblower protection laws.

This is provided that the disclosure is based on reasonable grounds and is made in accordance with this policy or the Corporations Act 2001 (C'th) or the Tax Act.

Protected Disclosure Officer for the Company is any of the Company Secretary, General Counsel, the Chair of the Risk and Internal Audit Committee, member of the leadership team or auditor of the Company.

Public Interest disclosure means Protected Disclosure of Unacceptable Conduct (except in respect of matters under the Tax Act) made to a member of Parliament of the Commonwealth, State or Territory, or a journalist where:

- (a) disclosure is made at least 90 days since a previous Protected Disclosure;
- (b) the Whistleblower does not have reasonable grounds for believing that action is being or has been taken to address the matters to which previous Protected Disclosure related;
- (c) the Whistleblower has given written notice to the Company with sufficient information to identify the previous disclosure stating an intention to make a public interest disclosure;
- (d) the Whistleblower has reasonable grounds to believe that it is in the public interest for the second disclosure; and
- (e) the disclosure is no greater than is necessary to inform the recipient of the Unacceptable conduct.

Tax Act means Taxation Administration Act 1953 (C'th).

Threats may be express or implied, conditional or unconditional and may include Detriments. There is no need for Whistleblower to actually fear Detriments.

Unacceptable Conduct is

- (a) conduct representing a danger to the public or the financial system;
- (b) conduct that constitutes an offence against, or a contravention of, any of the legislation specified in [Attachment 1](#);
- (c) an offence under Commonwealth law punishable by imprisonment of 12 months or more;
- (d) conduct in relation to the tax affairs of the entity or associate of the entity; or
- (e) misconduct or improper state of affairs in relation to the Company, an Officer or employee of the Company.

Whistleblower is any:

- (a) current or former Officer, employee, contractor, supplier, associates of the Company; or
- (b) a relative or dependent of a person in (a) above or of such a person's spouse,

who, whether anonymously or otherwise, discloses or attempts to disclose allegedly unacceptable conduct in accordance with this policy.

4. Responsibility

- 4.1 There are three (3) key parties with responsibilities in the area of the Whistleblower Policy.
- a. Employees: To adhere to the guidelines established in this policy.
 - b. Leadership Team and Managers: To enforce this policy within their department and to ensure compliance and understanding.
 - c. Protected Disclosure Officers: To ensure Whistleblowers receive protection from reprisal or repercussions by the Company in relation to a Protected Disclosure.

5. Policy

5.1 Disclosure of Information

Current employees who are concerned about Unacceptable Conduct are encouraged to report matters in the first instance to their manager. Where this is not appropriate or the Whistleblower feels uncomfortable or the Whistleblower is not a current employee, then alleged Unacceptable Conduct should be reported to any one or more of the Protected Disclosure Officers or by anonymous mail or anonymous online disclosure. The Protected Disclosure Officer to whom disclosure is made shall consider what further action, if any, is to be taken. This may involve engaging external professionals to assist in any investigation process.

5.2 Disclosure details

Disclosures can be:

- (a) send by email to: wb_distribution@eftposaustralia.com.au;
- (b) Sent anonymously online through:
<http://www.eftposaustralia.com.au/about/whistleblower>; or
- (c) posted to:
The Protected Disclosure Officer
eftpos Payments Australia Limited
Level 11, 45 Clarence St
Sydney NSW 2000.

Disclosures can be anonymous.

6. Protecting the Whistleblower

- 6.1 eftpos is committed to the protection of Whistleblowers against action taken or Threats in respect of making Protected Disclosures. The Whistleblower needs to have objectively reasonable grounds to suspect Unacceptable Conduct has occurred.

eftpos will use all reasonable efforts to protect the identity of the Whistleblower and ensure no Prohibited Disclosure occurs. However, eftpos reserves the right to disclose:

- (a) the identity of the Whistleblower;
- (b) the information disclosed by the Whistleblower; and/or

- (c) information that may lead to the identification of the Whistleblower; where the disclosure is Permitted Disclosure.

6.2 How the Company protects Whistleblowers

1. Once a Protected Disclosure has been made, the Protected Disclosure Officer(s) to whom that Protected Disclosure is made will:

- (a) immediately take steps to ensure that the identity of the Whistleblower is not disclosed or apparent or ascertainable with use of information disclosed by the Whistleblower. This includes ensuring that any communications issued in respect of the Whistleblower complaint that may identify the Whistleblower are confined to the Protected Disclosure Officers receiving the complaint and the Whistleblower;
 - (b) within two business days, acknowledge receipt of the Whistleblower complaint, inform the Whistleblower of the procedure that will be followed by the Protected Disclosure Officers to investigate the complaint, including:
 - a. assessment of whether the complaint is a work-related grievance (as defined in the Corporations Act);
 - b. disclosure to an Investigator for investigation of the complaint;
 - c. seeking any additional facts to enable the Protected Disclosure Officer(s) to identify the circumstances of the complaint in sufficient detail to enable investigation; and
 - d. informing any Whistleblower who is an employee of the availability of access to the independent and anonymised eftpos Employee Assistance Program;
 - (c) within two business days of receiving sufficient detail to enable investigation, where the complaint is not a work-related grievance (as defined in the Corporations Act), engage an Investigator to investigate the complaint, including whether the circumstances indicate a system or repeated breach has occurred;
 - (d) within two business days of receiving an estimate from the Investigator, inform the Whistleblower of the estimated timeframe for an investigation, which should be less than 10 weeks;
 - (e) take steps to ensure that the identity of the Whistleblower is not disclosed or apparent or ascertainable through use of information disclosed by the Whistleblower within the Company's systems (except for the stored communication of the complaint and communications with the Investigator) and in Permitted Disclosures (unless the Whistleblower consents to their identity being disclosed). This includes in any internal breach register or report;
 - (f) take steps to ensure that the identity of the Whistleblower is not disclosed or apparent or ascertainable with use of information disclosed in any aggregated reporting of whistleblower complaints to the Risk & Internal Audit Committee and/or Board;
 - (g) take steps, using the advice of the Investigator, to ensure that there are no Detriments suffered by the Whistleblower as a result of the Protected Disclosure;
 - (h) report any breach of law according to Permitted Disclosures; and
 - (i) update the Whistleblower at regular intervals with the progress of and results of the investigation.
2. Any other Officer, employee or contractor named in a Whistleblower complaint may be interviewed in respect of the circumstances giving rise to the complaint without disclosure of information which could enable that Officer, employee or contractor to

identify the Whistleblower or the source of information giving rise to the enquiry. These interviews are to be conducted in compliance with the Privacy Act, with fairness and equity without any assumption of wrong-doing and the Officer, employee or contractor should also be informed of the availability of access to the eftpos Employee Assistance Program.

3. Depending on the result of the investigation, any of the following may occur, *without disclosing (except as permitted above) the identity or information that may lead to the identification of the Whistleblower or the confidential information that the Whistleblower has provided*:
 - (a) response to the Whistleblower that the investigation has concluded no breach has occurred;
 - (b) taking of disciplinary action against any Officer or employee found, as a result of the investigation, to have contravened a law or has mistreated or caused Detriments to a Whistleblower;
 - (c) report to the Risk & Internal Audit Committee and/or Board of the fact that a Whistleblower complaint has been received and the outcome of the investigation; and/or
 - (d) report to any of the following as relevant:
 - i. ASIC
 - ii. APRA
 - iii. a Commonwealth authority prescribed under the Corporations Act in relation to the Company.

6.3 This Policy is to be available to all Officers, employees and contractors using the corporate intranet tool and Director only communications tool.

6.4 All Officers, employees and contractors are to receive training on this Policy.

8. Policy owner and administrator

Policy owner

Company Secretary

Approval and revision frequency and history
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This policy will be reviewed every 36 months and may be updated or reissued by eftpos at any time.

This policy was last approved by the Board on: 26 November 2019.

Revision history

Date	Revision details
1 June 2010	Initial policy
6 August 2013	Formatting and change of titles
29 July 2015	Formatting and change of titles and approval body now the FR&AC
3 February 2016	Added General Counsel to list of Protection Disclosure Officers
24 May 2017	Reviewed – no change
28 June 2017	Put to FR&AC for approval
1 August 2018	Amended for changes in law – put to Board 4 October 2018
4 October 2018	Approved by Board
11 November 2019	Amendments for changes in law – to be put to Board 26 November 2019
26 November 2019	Approved by Board

Attachment 1

Legislation in relation to which disclosure by a Whistleblower will attract protection:

- (i) the Corporations Act;
- (ii) the ASIC Act;
- (iii) the Banking Act 1959;
- (iv) the Financial Sector (Collection of Data) Act 2001;
- (v) the Insurance Act 1973;
- (vi) the Life Insurance Act 1995;
- (vii) the National Consumer Credit Protection Act 2009;
- (viii) the Superannuation Industry (Supervision) Act 1993;
- (ix) an instrument made under an Act referred to in any of subparagraphs (i) to (viii)
- (x) Part IVD of the Taxation Administration Act 1953