



# Whistleblower Policy Pact Group Holdings Ltd

ACN 145 989 644

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# 1 Commitment

## 1 INTRODUCTION

Pact Group Holdings Ltd (the **Company**) and its wholly owned subsidiaries (**PACT Group**) is committed to:

- (a) observing the highest standards of ***fair dealing, honesty and integrity*** in its business activities; and
- (b) making sure that employees are ***not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.***

This policy supports the Pact Group's Code of Conduct and is designed to promote and reinforce the Pact Group's culture of honest and ethical behaviour.

## 2 PURPOSE

The purpose of this policy is to encourage employees to raise concerns about misconduct, malpractice, irregularities or any other behaviour which is dishonest, corrupt, illegal or inconsistent with any of the Pact Group's values or policies. A person who makes a report about this type of conduct is generally known as a "whistleblower".

The policy also sets out how the Pact Group intends to make sure that whistleblowers are not being personally disadvantaged or discriminated against for reporting unacceptable behaviour.

## 3 OVERVIEW

|                            |                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Encourage reporting</b> | <ul style="list-style-type: none"><li>• This policy aims to encourage the reporting of matters that may cause financial or non-financial loss to the Pact Group or damage to the Pact Group's reputation</li></ul>                                                                                                                                    |
| <b>Reporting Procedure</b> | <ul style="list-style-type: none"><li>• If you wish to make a report, you should follow the procedures set out in this policy</li><li>• Those procedures will enable the Pact Group to effectively deal with reports in a way that will protect the identity of whistleblowers and maintain the confidentiality of the information provided</li></ul> |
| <b>Protection</b>          | <ul style="list-style-type: none"><li>• There are procedures in place to protect whistleblowers from victimisation, harassment or discriminatory treatment</li></ul>                                                                                                                                                                                  |
| <b>Corporations Act</b>    | <ul style="list-style-type: none"><li>• There are special protections available to whistleblowers who report about suspected breaches of the Corporations Act</li></ul>                                                                                                                                                                               |

# 4 Application

## 4 APPLICATION

All directors, officers, employees of, and, contractors and consultants to, the Pact Group are required to comply with this policy (**Employees**).

## 5 MATTERS THAT SHOULD BE REPORTED

It is not possible to provide a full list of the activities that should be reported (**Reportable Conduct**) for the purposes of this policy. However, Reportable Conduct includes any conduct of any person connected with the Pact Group, which an Employee honestly believes is likely to cause financial or non-financial loss to the Pact Group or damage the Pact Group's reputation or is a breach of the Code of Conduct or any of the Pact Group's policies or procedures.

|                                |                                                                                                                                                                                                                                                           |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| EXAMPLES OF REPORTABLE CONDUCT | 1. Dishonest, fraudulent, corrupt or illegal conduct (including theft, drug sales/ use, violence or threatened violence and criminal damage against property)                                                                                             |
|                                | 2. Misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting practices                                                                                              |
|                                | 3. Breaches of commonwealth or state legislation like the <i>Privacy Act 1988</i> (Cth), the <i>Corporations Act 2001</i> (Cth) (Corporations Act), the <i>Competition and Consumer Act 2010</i> (Cth) or the <i>Income Tax Assessment Act 1936</i> (Cth) |
|                                | 4. Unethical behaviour (this may represent a breach of Pact's Code of Conduct or be unethical behaviour generally)                                                                                                                                        |
|                                | 5. Serious or improper behaviour                                                                                                                                                                                                                          |

## 6 RESPONSIBILITY TO REPORT

The Pact Group relies on its Employees to help maintain and grow a culture of honest and ethical behaviour.

The Pact Group will not tolerate Reportable Conduct and if you become aware of known, suspected or potential cases of Reportable Conduct you must make a report of that conduct.

# 7 Points to consider before reporting

## 7 POINTS TO CONSIDER BEFORE REPORTING

It is very important that if you make a report under this policy you do so in good faith (i.e. honestly and with a proper intention). You must also have reasonable grounds for believing that Reportable Conduct has in fact occurred.

The Pact Group takes all reports made under this policy very seriously. If you make a false report maliciously, with an ulterior motive, or for personal gain, the Pact Group reserves the right to take appropriate action against you, including disciplinary action.

## 8 HOW TO REPORT

### 8.1 Who to make a report to

If you become aware of any behaviour or issue that you believe to be Reportable Conduct, you should have an initial discussion about the matter with your Senior Manager, an Executive Manager or the General Counsel.

Alternatively, you may prefer to make a report through the independent reporting service. Further information about how to make a report through this service is set out in section 8.2 of this policy.

The person who receives your report will need to obtain your consent before disclosing the report to others, including those responsible for investigating the reports.

If you make a report to a Senior Manager, Executive Manager or the General Counsel, that person will discuss the issue with an Investigations Officer, who will assess the appropriate action to be taken in response to the report, provided you consent to this.

An Investigations Officer will also receive the reports made through the independent reporting service. Further information about the circumstances in which reports can be disclosed or forwarded to others is set out in section 8.3 and in sections 9 and 10, which explains circumstances where the Pact Group may need to disclose information to government agencies even without your consent.

### 8.2 How to make a report to the independent reporting service

You can make a report to the independent reporting service by phoning the Reporting Service Helpline on:

- 1300 306 433 - Australia
- 0800 587 228 - New Zealand (dial 0011-81 first)

### 8.3 Content of Reports and supporting documentation

While the Pact Group does not expect you to have absolute proof or evidence of Reportable Conduct, a report should show the reasons for your concerns and make full disclosure of the relevant details and supporting documentation.

The following information will assist the Pact Group and the Investigations Officers to investigate your report:

# 9 Investigating a report

- your name, organisation and contact details (unless you wish to remain anonymous);
- the nature of the issue you are concerned about;
- the name of the relevant business and employees involved in the potential breach;
- whether you are seeking whistleblower protection under the Corporations Act (if applicable; see section 10 below);
- the reasons why you suspect the information you are reporting indicates the Pact Group or an Employee, has or may have breached the Corporations Act or other legislation or Code of Conduct or policy; and
- whether you consent to the recipient of your report disclosing your identity and the information disclosed in the report to other persons, including the Pact Group's external legal advisers, the CEO, members of the Audit, Business Risk and Compliance Committee and the Board of Directors of the Company.

The Pact Group's values and appreciates all genuine reports from whistleblowers, even if those reports are not confirmed or substantiated by subsequent investigations.

## 8.4 Anonymous reports

You may elect to make a report anonymously. The Pact Group will respect your right to not identify yourself. However, if you choose to make a report anonymously, this may hinder the Pact Group's ability to fully investigate the matter. Further, it may prevent you from accessing additional protection at law.

## 9 INVESTIGATING A REPORT

### 9.1 Investigations generally

The Pact Group will investigate all reports made under this policy as soon as practicable after the matter has been reported in accordance with this policy.

In most instances, investigations will be conducted by an Investigations Officer. There may be occasions where external advisers or experts are used to conduct investigations.

During any preliminary or formal investigation process, all Employees are expected to cooperate with the directions of Investigation Officers, the General Counsel, and any external advisor or expert assisting in the investigation process.

All investigations will be conducted in a thorough, fair and independent way and in accordance with best practice.

To avoid jeopardising an investigation, a whistleblower must keep confidential the fact that a report has been made (subject to any legal requirements).

In order to preserve confidentiality to the maximum extent possible, the Investigation Officers should ensure the number of Employees who are aware of any investigation at the early stages should be kept to a minimum.

The Pact Group will endeavour to investigate reports in a timely manner, and will, where appropriate keep you updated about the process of the matter. Once the investigation is completed, the Pact Group will advise you of the outcome of the investigation and any further actions that will be required. If you believe that the investigation process and resolution has not been satisfactory, you may contact the Pact Group's Chief Executive Officer in writing seeking a review.

# 9 Investigating a report

## 9.2 Preliminary investigations

Investigation Officers, and anyone charged by the Investigation Officers with the responsibility of investigating a report, should follow the guidelines set out below in conducting their investigations:

- Immediately acknowledge reports (either during the phone call from you or by way of email or fax).
- Record the report in the report register and give the report a unique report investigation number.
- Retain a file on the report including dates, actions taken and outcomes.
- Conduct a preliminary investigation of the reported breach, gathering sufficient detail about the report in order to properly investigate and respond.
- Consult with others if appropriate.
- Always communicate clearly and professionally with the person making the report.

If, after conducting the preliminary investigation into the report, the Investigation Officer considers further investigation is warranted, a formal investigation may be commenced.

## 9.3 Formal investigations

The formal investigation process is designed to be more rigorous and comprehensive than preliminary inquiries and is typically used for reports concerning matters of an extremely serious nature.

The Investigation Officer will conduct a formal investigation process in consultation with the General Counsel and the supervisor or manager of the relevant Employee.

The Investigation Officer will identify, as far as possible:

- the scope and means of the alleged breach or reported conduct;
- the Employees involved;
- any loss to the Pact Group; and
- the availability of evidence to support the report.

## 9.4 Internal reporting requirements

All reports must be formally reported by Senior Managers, Executive Managers and Investigation Officers to the General Counsel (regardless of whether or not a formal investigation is carried out). The General Counsel will report, where appropriate, to relevant Senior Executives and the Audit, Business Risk & Compliance Committee.

On completion of a formal investigation, a report of the matter may be produced. Generally, the report should identify:

- how the conduct was revealed;
- the timeframe in which the improper conduct was committed;
- the nature and extent of the conduct;
- the loss involved (if known);
- how the improper conduct was committed;
- who committed the improper conduct;
- the actions taken or being taken to stop the improper conduct re-occurring; and

# 10 Protection for Employees

- the action taken or anticipated to recover the losses incurred.

The circulation of the report will be strictly controlled. However, it will be issued, at a minimum and as appropriate, to the Chief Executive Officer (who will brief the Chairman of the Board); the Chief Financial Officer; the Head of Internal Audit & Risk Management; the General Counsel; the General Manager Human Resources and the General Manager of the relevant business.

## 9.5 Reports that qualify as a protected disclosure under the Corporations Act

A person who receives a report, including an Investigations Officer, from a whistleblower that concerns a suspected breach of the Corporations Act must not disclose:

- (a) the information disclosed in the report that is a “protected disclosure” (see section 10 below);
- (b) the identity of the whistleblower; and
- (c) information that is likely to lead to the identification of the whistleblower,

without the whistleblower’s prior consent to such disclosure (unless the disclosure is made by the recipient to Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Australian Federal Police (**AFP**). The Pact Group may not be able to perform an investigation into the matters disclosed in the protected disclosure if the whistleblower withholds such consent.

The person who receives the protected disclosure may need to contact the whistleblower to confirm that the whistleblower consents to the recipient disclosing the identity of the whistleblower and the information disclosed in the protected disclosure to other persons, including the Pact Group’s external legal advisers, the CEO, members of the Audit, Business Risk and Compliance Committee and the Board of Directors of the Company.

The Pact Group will treat all other types of reports (i.e. those that do not concern a suspected breach of the Corporations Act) in a confidential manner, as described in this policy.

## 10 PROTECTION FOR EMPLOYEES

Wherever possible, your calls, notes, emails and other communications relating to a report will be dealt with confidentially. You have the Pact Group’s commitment that, wherever possible, your privacy will be protected where you make a report under this policy. You should be aware that the Pact Group may need to disclose the information received from your report to appropriate regulatory authorities, such as ASIC, APRA or the AFP. The Pact Group may need to do this to meet certain legal and regulatory requirements.

If you make a genuine and appropriate report under this policy you will be treated fairly. The Pact Group will ensure that measures are taken to protect you against reprisals as a result of making a report under this policy, even if the report is subsequently determined to be incorrect or is not substantiated.

It is a breach of the Code of Conduct and of this policy for an employee to cause disadvantage to or discriminate against an employee for making a report under this policy.

Examples of disadvantage and discrimination include:

- reprisals, harassment or victimisation;
- demotion or dismissal or loss of opportunity for promotion; and



# 11 Special protection under the Corporations Act

- current or future bias.

The protection that the Pact Group will make available to protect whistleblowers will vary depending on the circumstances, but may include:

- ensuring confidentiality in the investigation and protecting the whistleblower's identity;
- monitoring and managing the behaviour of other Employees;
- offering a leave of absence while a matter is investigated;
- relocating Employees (which may, but will not necessarily, include the whistleblower) to a different working group or department; and
- rectifying any detriment a whistleblower has suffered.

Any use of the information reported by you in a manner other than as set out in this policy or the release of any information that may lead to your identification to a person outside of the investigation will be regarded as a serious disciplinary matter.

The Pact Group will also take reasonable steps to protect other employees who have been requested to assist in an investigation from any reprisals.

## 11 SPECIAL PROTECTION UNDER THE CORPORATIONS ACT

### 11.1 Overview

The Corporations Act gives special protection to disclosures about breaches of the Corporations legislation (as defined in the Corporations Act), provided certain conditions are met.

The Pact Group is committed to fully complying with the protective provisions contained in the Corporations Act. A summary of these protective provisions is below.

### 11.2 Who is protected?

The following persons (**Reporting Person**) can make protected disclosures under the Corporations Act provided they identify themselves as:

- (a) an officer or employee of the Company (**Relevant Entity**); or
- (b) a contractor, or the employee of a contractor, who has a current contract to supply goods or services to a Relevant Entity.

Anonymous reports are not protected under the Corporations Act.

### 11.3 What kinds of reporting are protected?

To be protected by the Corporations Act:

- (a) the Reporting Person must have reasonable grounds to suspect that the information they are reporting indicates that the Relevant Entity or an officer or employee of the Relevant Entity, has or may have breached the Corporations Act), and make the report in good faith; and
- (b) the report is made to:

# 12 Relevant Policies

- (i) ASIC;
- (ii) the auditor for the Relevant Entity, or a member of an audit team conducting an audit of the Relevant Entity; or
- (iii) a director, secretary or senior manager of the Relevant Entity;
- (iv) an Investigations Officer.

If these requirements are satisfied, the report will be what is known as a “protected disclosure”.

## 11.4 How are whistleblowers protected?

If you make a protected disclosure, there are certain protections available to you under the Corporations Act – those protections are set out below.

|                                                             |                                                                                                                                                                                                                 |
|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>WHISTLEBLOWER PROTECTIONS UNDER THE CORPORATIONS ACT</b> | You will be protected from civil or criminal liability for making the disclosure                                                                                                                                |
|                                                             | A court may reinstate your employment if you lost your job because you made a protected disclosure                                                                                                              |
|                                                             | Anyone who victimises or threatens you and causes detriment (or threatens to cause detriment) to you because you made the protected disclosure may face penalties (including damages or criminal liability)     |
|                                                             | The person receiving your protected disclosure must not disclose the information, your identity, or information likely to lead to your identification (unless you consent or the disclosure is required by law) |

## 12 RELEVANT POLICIES

You should also review the Pact Group’s other relevant policies. Copies of these policies are available on the Pact Group’s intranet. Each employee must be familiar with and comply with each of these policies.

## 13 FURTHER INFORMATION

If you are unsure about any aspect of this policy, please contact your HR Manager, the Compliance Manager or the General Counsel.



# Version Control Page

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|                                       |                         |
|---------------------------------------|-------------------------|
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