

Pact Group Holdings Ltd  
ACN: 145 989 644

# Whistleblower Policy



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# 1. Introduction

## 1 Introduction

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

- (a) observing the highest standards of fair dealing, honesty, integrity and ethical behaviour in its business activities;
- (b) making sure that no person is disadvantaged or discriminated against for reporting unacceptable behaviour; and
- (c) maintaining a culture of compliance.

This policy supports the Pact Group's Code of Conduct.

## 2 Purpose of policy

- (a) The purpose of this policy is to provide an avenue for people (including employees, contractors, suppliers, associates and any relative or dependent of such people) to raise concerns about misconduct or an improper state of affairs or circumstances within the Pact Group without fear of being penalised or otherwise disadvantaged.
- (b) The Company encourages all of its people to challenge any behaviour which they have reasonable grounds to believe breaches the law or is inconsistent with the Company's policies or procedures. The Company recognises that some people may be hesitant to make a report unless they can be confident that they will be properly protected.
- (c) This policy supports and encourages an open compliance culture by clearly identifying:
  - (i) who is protected under the policy;
  - (ii) the process for reporting actual or suspected misconduct or an improper state of affairs or circumstances, including options to do so anonymously or confidentially;
  - (iii) the process for investigation, including managing and responding to reports under the policy; and
  - (iv) protections for whistleblowers, including confidentiality measures and prohibition on any retaliation against anyone who makes a report on reasonable grounds.
- (d) The protections afforded by this policy apply to all reports under this policy, including where the allegation is ultimately unfounded, provided the person has reasonable grounds to suspect the disclosed information.
- (e) This policy will be made available to every employee online, including on the Company's website, as well as in the induction pack provided to each new employee, contractor or individual associate of the Company.

# 3. Reportable matters

## 3 Reportable matters

### 3.1 Reports covered by this policy

This policy applies to a disclosure of information where the person disclosing (also known as a “whistleblower”) has reasonable grounds to suspect that the information concerns a Reportable Matter in relation to any company in the Pact Group.

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of whistleblower protections are also protected by this policy.

### 3.2 What is a Reportable Matter?

A Reportable Matter is any of the following conduct (or the deliberate concealment of such conduct):

- (a) misconduct under the *Corporations Act 2001* (Cth) (**Corporations Act**), (including fraud, negligence, default, breach of trust and breach of duties) or an improper state of affairs or circumstances;
- (b) an offence against, or a contravention of, a provision of the Corporations Act or an instrument made under it;
- (c) an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (d) conduct which represents a danger to the public or the financial system.

Examples include the following conduct:

- (a) dishonest, fraudulent or corrupt activity, including bribery and any other circumstance where an officer or employee improperly uses their position or confidential information of the Pact Group to gain an advantage for themselves or someone else, or to cause detriment to the Pact Group;
- (b) illegal conduct (such as theft, drug sale or use, violence or threatened violence, and criminal damage to property);
- (c) fraud, money laundering or misappropriation of funds;
- (d) financial irregularities;
- (e) failure to comply with, or breach of, legal or regulatory requirements;
- (f) misuse of sensitive or confidential information;
- (g) failure to comply with any legal or regulatory obligation;
- (h) engaging in or threatening to engage in conduct against a person who has made, is believed to have made, or is planning to make, a report under this policy; and
- (i) any behaviour that poses a serious risk to the health and safety at the workplace, or to public health or safety, or to the environment.



# 3. Reportable matters

## 3.3 What is not a Reportable Matter?

A Reportable Matter does not include a “personal work-related grievance”, which is a grievance about any matter in relation to the person’s employment (or former employment) having (or tending to have) implications for that person personally, and the information about the grievance:

- (a) does not have significant implications for the Pact Group unrelated to the person; and
- (b) does not concern conduct that involves an offence or contravention of law, or present a danger to the public or the financial system.

Examples of personal work-related grievances include, but are not limited to:

- (a) an interpersonal conflict between the person and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the person;
- (c) a decision relating to the terms and conditions of engagement of the discloser; and
- (d) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

For these types of complaints, speak to a Human Resources representative.

# 4. How to report

## 4 How to report

### 4.1 Who to make a report to

If you become aware of any behaviour or issue that you believe to be reportable under this policy, you should have an initial discussion about the matter with your Senior Manager, an Executive General Manager or the General Counsel, if you feel comfortable doing so.

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 4.2 of this policy.

After you have made a report, your Senior Manager, Executive General Manager, General Counsel, or the independent reporting service, will provide details of the report to the Whistleblower Contact Officer (**Contact Officer**) who is appointed by the Company to receive and action reports made under this policy.

You may also make a report directly to the Contact Officer. The Contact Officer is:

Fiona Zafirakos  
Legal Counsel & Group Manager Corporate Governance  
Fiona.Zafirakos@pactgroup.com  
+61 3 9230 5389

The Contact Officer's principal role is to receive reports, to check that the conduct which is the subject of the report properly falls within this policy and, if necessary, to refer reports properly made under this policy to an Investigations Officer to conduct an investigation (see section 5).

### 4.2 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.

### 4.3 Content of Reports and supporting documentation

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

The following information will assist the investigation of your report:

- (a) your name, organisation and contact details (unless you wish to remain anonymous);
- (b) the nature of the issue you are concerned about;
- (c) the name of the relevant business and employees involved in the relevant conduct;
- (d) the reasons why you suspect the information you are reporting relates to a Reportable Matter; and
- (e) whether you consent to the recipient of your report disclosing your identity and the information disclosed in the report to other persons, including the CEO, members of the Audit, Business Risk and Compliance Committee and the Board of Directors of the Company.

# 4. How to report

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

We recommend using the report contained at Annexure A to make any report. If you wish, the Contact Officer can assist you to complete the report.

## 4.4 Anonymous reports

You may elect to make a report anonymously, remain anonymous throughout the investigation process and after the investigation is finalised. 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 investigate the matter. Anonymous reports will still be protected under the Corporations Act.

Any anonymous report should be made to the Contact Officer or the reporting service referred to in section 4.2.

## 4.5 Other reporting avenues

While the Pact Group encourages a person to make a report in accordance with the processes set out in this policy, reports may also be made to eligible recipients in accordance with the *Corporations Act*, which include:

- a director or company secretary of the Pact Group;
- an internal or external auditor (including a member of an audit team conducting an audit) or actuary of the Pact Group;
- the Australian Securities and Investments Commission (**ASIC**); and
- the Australian Prudential Regulation Authority (**APRA**).

In addition to the protections available under this Policy, a person may be protected at law if they make a public interest disclosure or an emergency disclosure in accordance with the relevant statutory regime. See Annexure B for more information.

You must make a disclosure directly to one of the eligible recipients stated in this policy or as specified in the *Corporations Act* in order to qualify for protection as a whistleblower.



# 5. Investigating a report

## 5 Investigating a report

The Pact Group will acknowledge receipt of, and investigate, reports made under this policy as soon as practicable after the matter has been reported in accordance with this policy.

In some cases, it may not be possible or appropriate to undertake an investigation, including if the discloser is unable to be contacted or unwilling to provide the necessary information.

Investigations will be conducted by an investigating officer with the appropriate qualifications (**Investigation Officer**). In most instances, the Investigation Officer will be:

- For reports of fraud or financial irregularity – the Internal Auditor;
- For reports involving operational irregularity or product quality – the Chief Technical Officer;
- For reports of illegal acts, breach of Pact Group policies, regulatory breaches or behavioural issues (such as harassment, bullying or discrimination) – the General Counsel.

Where a report is of a sensitive nature and it is inappropriate for the Investigation Officer nominated under this policy to investigate, or it would give rise to a conflict of interest, the Investigation Officer must inform the General Counsel (or, if the Investigation Officer is, or the report involves, the General Counsel, the Chief Financial Officer), who will appoint a replacement Investigation Officer.

Where a report is of a particularly serious nature, involves a member of the Executive Leadership Team or a director, or where the Pact Group otherwise considers it appropriate, external advisers will be used to conduct investigations.

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

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

The form and process on any investigation and any subsequent report will vary depending on the nature of the subject matter and the need to provide protections to any whistleblower. The General Counsel will provide legal advice on these matters.

The Pact Group will provide a whistleblower with updates as appropriate during the investigation. Depending on the circumstances, these updates may be provided verbally or in writing.

The Pact Group will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this policy. In particular, the Investigation Officer will ensure that any employee mentioned in a report made in accordance with this policy is not unfairly treated during the course of the investigation of the matter. Employees will have the opportunity to be informed of and respond to any report of Reportable Matter made against them.

If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the Contact Officer, or such other person as nominated by the Pact Group, may notify the whistleblower of the conclusion of the investigation and any action taken.

Subject to the law, any report and related documents will be subject to appropriate confidentiality.

# 6. Protections provided under this policy

## 6 Protections provided under this policy

### 6.1 You will not be disadvantaged for reports made on reasonable grounds

- (a) If you have reasonable grounds for making a report under this policy, you will not be personally disadvantaged as a consequence of having made the report. This means that you will be protected from conduct which causes you detriment including being dismissed, demoted, altered to a position of disadvantage, harassed, intimidated, discriminated, or from damage to your property, reputation, business or financial position by reason of making the report.

This is the case even where the report is ultimately unfounded.

- (b) However, a person who does not have reasonable grounds to make a report will not receive the protections of this policy. This includes reports which are vexatious, mischievous or frivolous reports.
- (c) If following the investigation of a report, the Investigation Officer or senior management determines on credible grounds that a report has not been made on reasonable grounds, including deliberate false reporting, then the Investigation Officer will raise the matter with Human Resources, and this may lead to disciplinary measures, which can include termination of employment and, in particularly serious situations, legal action. The Company recognises that people should be protected, but at the same time cannot allow the whistleblower protection program to be abused to the unfair prejudice of others.
- (d) The making of a report under this policy will not necessarily shield a person from the consequences flowing from any involvement in the relevant conduct. A person's liability for his or her own conduct is not affected by the disclosure of the conduct under this policy. However, in some circumstances the report may be a mitigating factor when considering disciplinary or other action.
- (e) All employees, consultants and officers must honour the protections afforded to whistleblowers under this policy, which apply to a person from the time they make an eligible report. If any person deliberately seeks to dismiss, demote, harass, intimidate, cause physical or psychological harm to, victimise, discriminate against or otherwise injure in employment a person because the person has made a report under this policy, that person will be subject to disciplinary measures, which can include demotion or termination of employment, and may also be subject to criminal liability under the *Corporations Act*.
- (f) Any employee, contractor, consultant or officer who hinders or obstructs or refuses to co-operate with the investigation of the report, will be subject to disciplinary measures, which can include demotion or termination of employment.
- (g) A person who engages in detrimental behaviour towards you because you have made a report under this policy may also be subject to proceedings for a contravention of the *Corporations Act*.
- (h) If you consider that you have been retaliated against because you have made complaint under this policy, you should alert the Whistleblower Protection Officer.

# 6. Protections provided under this policy

## 6.2 Whistleblower protection officer

- (a) The Company will nominate a Whistleblower Protection Officer following a report under this policy.
- (b) The Whistleblower Protection Officer's role is to:
  - (i) seek to protect the whistleblower and their wellbeing;
  - (ii) keep in regular contact with the whistleblower;
  - (iii) maintain the confidentiality of the whistleblower (if requested);
  - (iv) to attend any discussions with the Investigation Officer, or person nominated by the Investigation Officer to investigate the whistleblower's complaint, as the whistleblower's support person if requested by the whistleblower to do so;
  - (v) to review any complaints that the whistleblower is being subjected to detriment as a result of making a complaint under the policy and report any complaints to the head of Human Resources.

## 6.3 Confidentiality

- (a) The Company recognises and accepts that one of the key ways it can ensure that a whistleblower is not disadvantaged is to protect the identity of the whistleblower.
- (b) If you have reasonable grounds to make a report under this policy, the Contact Officer, Investigations Officer and Whistleblower Protection Officer will take all reasonable steps to keep your identity confidential. This will include holding all information provided by you securely and in the strictest confidence. Such information will not be shared unless you have consented or the Company is permitted or compelled by law to share the information.
- (c) The whistleblower's report and all documents connected with the investigation will be kept securely.



# 7. Legislation

## 7 Legislation

You may have additional rights and protections under other laws, including legislation such as the Corporations Act and the *Fair Work Act 2009* (Cth). Nothing in this policy derogates from those rights and protections.

The *Corporations Act*<sup>1</sup> protects whistleblowers against certain legal actions related to making an eligible disclosure including:

- (a) criminal prosecution (and the disclosure cannot be used against the whistleblower in a prosecution, unless the disclosure is false);
- (b) civil litigation (such as for breach of employment contract); or
- (c) administrative action (including disciplinary action).

This protection does not grant a whistleblower immunity from any misconduct they were involved in that is revealed in the disclosure.

The *Corporations Act*<sup>2</sup> imposes civil and criminal sanctions on persons including:

- (a) anyone who causes detriment to the whistleblower is guilty of an offence and may be liable for damages; or
- (b) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police or where that disclosure has been made in accordance with this policy.

Additional legislative protections may also be available to eligible whistleblowers including:

- (a) compensation for loss, damage or injury suffered as a result of detrimental conduct;
- (b) an injunction to stop, prevent or remedy the effects of the detrimental conduct;
- (c) an order requiring an apology for engaging in the detrimental conduct; and
- (d) if the detrimental conduct wholly or partly resulted in the termination of an employee's employment: reinstatement to their position.

The law also states that if you make an eligible report:

- (a) in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- (b) you are not subject to any civil, criminal or administrative liability for making the disclosure; and
- (c) no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure.

You are encouraged to seek independent legal advice if appropriate.

# 8.Relevant policies

## 8 Relevant policies

You should also review the Pact Group's other relevant policies, including the Code of Conduct. 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.

## 9 Further information

If you are unsure about any aspect of this policy, please contact your Human Resources Manager, the Contact Officer or the General Counsel.

# Annexure A

Private & Confidential

## Whistleblower Report Form

If you wish to report matters under the Whistleblower Policy, you should complete this form and give it to the Contact Officer. By doing this, you invoke the whistleblower reporting mechanism and you will be entitled to the protections contained in the Whistleblower Policy provided the report is made on reasonable grounds.

### Section A – Reporter Details

Do you wish your identity to be kept confidential?

☐ yes ☐ no

If you wish your identity to be kept confidential, the Whistleblower Contact Officer will not provide your identity details to the Investigation Officer.

Name: .....

Position: .....

Practice Group/Division: .....

Office: .....

### SECTION B – DETAILS OF MISCONDUCT

What misconduct or improper state of affairs or circumstances do you believe has occurred or exists?

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Who do you believe is involved in the conduct or circumstances?

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# Annexure A

Private & Confidential

When do you believe the conduct or circumstances occurred or existed?

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Do you believe anyone else knows about the conduct or circumstances? If so, who?

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Do you believe that any policies or controls have been breached or circumvented?

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Do you have any evidence such as documents or witnesses? If so, what or who? (Please attach a copy of any relevant documents.)

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Have you made any previous reports about the conduct or circumstances? If so, when and to whom?

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## Section C – Reporter's Signature

Reporter's signature: .....

Date: ..... Reporter's signature: .....

## Section D – Office Use Only

Name of Whistleblower Contact Officer: .....

Office: ..... Telephone: .....

# Annexure B

## Public Interest Disclosure

As at the date of the policy, to qualify for public interest disclosure protection under the *Corporations Act*, a discloser:

- (a) must have made an eligible report to ASIC, APRA<sup>3</sup>;
- (b) must confirm that at least 90 days have passed since the report was made;
- (c) does not have reasonable grounds to believe that action has been or is being taken to address the matters raised in the report;
- (d) reasonably believes further disclosure is in the public interest;
- (e) has provided ASIC or APRA (whichever received the initial report) with written notification that identifies the previous report and that they intend to make a public interest disclosure;
- (f) disclose information that is not greater than necessary to inform the recipient of the misconduct, or improper state of affairs<sup>4</sup>; and
- (g) make the disclosure to:
  - (i) a member of Parliament of the Commonwealth, the Parliament of a State, or the legislature of Territory; or
  - (ii) a journalist<sup>5</sup>.

## Emergency Disclosure

As at the date of the policy, to qualify for emergency disclosure protection under the *Corporations Act*, a discloser:

- (a) must have made an eligible report to ASIC, APRA<sup>6</sup>;
- (b) reasonably believes 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) has provided ASIC or APRA (whichever received the initial report) with written notification that identifies the previous report and that they intend to make an emergency disclosure;
- (d) disclose information that is not greater than necessary to inform the recipient of the substantial and imminent danger<sup>7</sup>; and
- (e) make the disclosure to:
  - (i) a member of Parliament of the Commonwealth, the Parliament of a State, or the legislature of Territory; or
  - (ii) a journalist<sup>8</sup>.

<sup>3</sup> section 1317AA and 1317AAD of the Corporations Act.

<sup>4</sup> section 1317AAD of the Corporations Act.

<sup>5</sup> as defined by section 1317AAD(3) of the Corporations Act.

<sup>6</sup> section 1317AA and 1317AAD of the Corporations Act.

<sup>7</sup> section 1317AAD of the Corporations Act.

<sup>8</sup> as defined by section 1317AAD(3) of the Corporations Act.

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