

Whistleblower Policy

McMillan Shakespeare Group of Companies



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1. Introduction

McMillan Shakespeare Limited (MMS) is a company listed on the Australian Stock Exchange, and has responsibilities to its shareholders, employees, directors, clients and regulators to comply with applicable laws and legislation. One of the responsibilities of the Board includes oversight of compliance with regulatory, ethical and prudential requirements.

This Whistleblower Policy has been adopted to ensure that people can raise concerns regarding actual or suspected improper states of affairs or circumstances or improper conduct or malpractice by an employee or employees of MMS without fear of reprisal or feeling threatened by doing so.

This policy is available to all employees of the MMS Group and can be accessed via the MMS Group intranet.

This policy aims to:

- Encourage employees to report an issue if they have reasonable grounds to suspect improper conduct or malpractice or an improper state of affairs or circumstances;
- Outline how MMS will deal with all reported suspected cases of misconduct or malpractice or an improper state of affairs or circumstances; and
- Assist in ensuring that serious misconduct or malpractice or an improper state of affairs or circumstances is identified and dealt with appropriately.

2. Scope

This policy applies to all business units of MMS, including all subsidiary companies and joint ventures.

3. Who does this policy apply to?

This Policy applies to all persons employed by or representing the McMillan Shakespeare Group (MMSG), whether full time, part time or casual. This policy is also applicable to all MMSG directors, officers, employees and contractors.

The Board and Management of MMSG encourages its staff to report any reasonably suspected improper conduct or malpractice or an improper state of affairs or circumstances as it gives MMSG an opportunity to take corrective measures to remedy it.

The Board reiterates that any employee, who raises a concern where they have reasonable grounds, will not be discriminated against in their employment with MMSG.

4. Who is a Whistleblower

A Whistleblower can be:

- any current or former officer, employee, associate or contractor (or their employee) of MMS or its subsidiaries: or
- someone who is a relative, dependent or spouse, of the people listed above,

who has reasonable grounds to suspect an improper state of affairs or circumstances in relation to the MMSG or misconduct or dishonest or illegal activity has occurred within the MMSG.

5. What sort of concerns should be reported?

All employees are encouraged to report any reasonably suspected improper state of affairs or circumstances or matters or behaviours of serious misconduct or malpractice. This can include contravention of MMSG's Code of Conduct, Frameworks, Policies or the law.

For the purposes of making a report under this Policy, matters may include any actual or reasonably suspected;

- Improper state of affairs or circumstances;
- Conduct or practices which breach a law;
- Corrupt activities;
- Theft, fraud or misappropriation;
- Significant mismanagement or waste of funds or resources;
- Activity that poses a serious harm to public health, safety or environment;
- Activity that represents a danger to the public or the financial system;
- Any action taken against, or harm suffered by an employee as a result of making a report under this policy.

6. Who can you make a report to?

Internally

If you become aware of any matter or behavior which you think contravenes the MMSG Code of Conduct, frameworks, policies or the law or which gives rise to an improper state of affairs or circumstances, then you have the option of reporting it internally, including to one of the designated senior management of MMSG whom you are comfortable reporting this to. Refer **Annexure A**.

Externally

Alternatively you can report this externally to **Your-Call Disclosure Management Services** which is an external and independent agency appointed by the MMS Board to assist you in reporting your concerns. Refer to **Annexure B**.

You can also raise a report about misconduct or an improper state of affairs or circumstances with an auditor or member of an audit team who is conducting an audit of MMSG or any business unit or subsidiary.

7. Internal reporting procedure

Internal reporting of a suspected improper state of affairs or circumstances or malpractice can be made to any one of the people referred to below:

- (1) report the matter to an officer or to a designated senior manager of MMSG; or
- (2) report it to the Chairman of the MMS Board - Mr. Timothy Poole.

Refer to **Annexure A** for contact details.

8. External reporting procedure

In the event you are not comfortable raising the report internally with one of the designated employees or people referred to above, you can confidently and easily report it to the company's external independent Whistleblower **Your-Call Disclosure Management Services**, at a time convenient to you, without fear of identification, retribution or reprisal.

Reporting to **Your-Call Disclosure Management Services** can be done by logging in to their website www.whistleblowing.com.au or www.your-call.com.au and clicking on the "Click here to Make a Secure Report" button on the right hand side of the screen. This will direct you to <https://www.whistleblowing.com.au/report>. Simply follow the prompts after entering the MMSG unique identifier code **MCMS0000**. You will be asked to report the information on an electronic form which is entirely between you and Your-Call. Your identity, information and privacy will be protected by secure 256-bit encryption and you will be able to upload documentation and/or other evidence that you may have to support your information.

To protect the confidentiality of the information you can either.

- (1) remain completely anonymous; or
- (2) disclose your identity only to Your-Call Disclosure Management Services and they will not disclose your identity to MMSG until they have your permission or until required by law; or
- (3) disclose your identity to both Your-Call Disclosure Management Services and to MMSG.

Refer to **Annexure B** for details on how to log onto Your-Call Disclosure Management Services website to report the matter.

9. What happens to you as a Whistleblower?

If you do not want to reveal your identity, you can report anonymously. Once a report is made your identity will remain confidential and provided you have reasonable grounds to suspect the matters in the report you cannot be discriminated against or victimised or disadvantaged in your employment with MMSG.

A report or disclosure of information will qualify for the protection under the law if:

- the disclosure is made by a Whistleblower;
- the disclosure is made to one of the people or organisations referred to in this Whistleblower Policy; and
- you have reasonable grounds to suspect the information you are disclosing as it relates to misconduct or an improper state of affairs or circumstances or a breach of certain laws or it represents a danger to the public or the financial system.

Whistleblowing is not about airing a grievance which is solely about a personal workplace grievance. It is about reporting a real or perceived malpractice, misconduct or an improper state of affairs or circumstances where you have reasonable grounds to suspect that these circumstances exist. If your report is found to be malicious, deliberately misleading or frivolous and that you did not have reasonable grounds to suspect the information disclosed, you may be subject to disciplinary action including dismissal.

10. Consent and Confidentiality

MMSG may have to disclose the information you have provided as well as your identity or information likely to lead to your identification, to regulatory authorities (The Australian Securities and Investment Commission and the Australian Prudential Regulation Authority), Commonwealth and State Authorities or the Australian Federal Police without your consent.

11. What happens after a report is made?

In the event you have made a report to Your-Call Disclosure Management Services, they will analyse the report, upload it to the MMSG area of their website along with a suggested course of action, within one business day of them receiving the complaint. This will be viewed by an authorised MMSG employee who will then investigate the complaint internally.

The investigation and resolution of the suspected improper conduct or malpractice or improper state of affairs or circumstances, may have to be delegated to another employee of the company in which case you consent to the report and any information contained therein being revealed to the person who will carry out the investigation. In case you object to this, it may not be possible for MMSG to conduct the investigation.

Any MMSG employee related to the allegation will be specifically excluded from conducting the investigation. All reports will be the subject of a thorough investigation with the objective of locating evidence that either substantiates or refutes the claims made by you. Investigations will be fair and independent.

Once the investigation is completed, and if you have chosen to identify yourself as the Whistleblower, feedback will be provided to you as to the outcome of the investigation.

Once the report has been received by MMSG, a copy will be forwarded to the Audit Committee. The Audit Committee must be kept informed of the progress of the investigation and the final outcome. Once the investigation is complete, the Audit Committee will review this incident and consider remedial action in relation to MMSG's regulatory obligations. Their recommendations will be then forwarded to the Board for review and implementation.

Annexure A – Contact details for Senior Management to whom Whistleblower complaints can be made:

Name	Designation	Direct Telephone Number	Email id
Mr. Timothy Poole	Chairman of the MMS Board	(03) 9097 3955	Tim.Poole@mmsg.com.au
Mr. Mark Blackburn	Chief Financial Officer	(03) 9097 3364	mark.blackburn@mmsg.com.au
Ms. Suzanne Shepherd	Group Executive, Human Resources	(03) 9097 3183	suzanne.shepherd@mmsg.com.au
Ms. Susan Paprica	Group General Counsel	(03) 9097 3773	susan.paprica@mmsg.com.au

Annexure B – Contact details of Your Call Disclosure Management Services to whom Whistleblower complaints can be made:

Name	Description
Website	www.whistleblowing.com.au or www.your-call.com.au
Login Name	MCMS0000