

# Whistleblower Policy

McMillan Shakespeare Group of Companies



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**Explanatory Note**

This policy has been prepared by McMillan Shakespeare Limited and is available on the McMillan Shakespeare Group website at <https://www.mmsg.com.au/overview/#governance>. It is also available to employees on the intranet.

More information about whistleblowing and the whistleblowing protection regime in Australia is available on the Australian Securities and Investments Commission (**ASIC**) website: [www.asic.gov.au](http://www.asic.gov.au).

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## 1. Purpose of this Policy

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

MMS and McMillan Shakespeare Group including each of its subsidiaries and joint ventures (the **MMS Group**) is committed to fostering a supportive environment for its employees and creating positive and open relationships with all internal and external stakeholders. This Whistleblower Policy (**Policy**) has been adopted to ensure that people feel comfortable and supported in coming forward with a disclosure and to raise any concerns of any actual or suspected misconduct, or any improper state of affairs or circumstances, without fear of reprisal or feeling threatened by doing so. It is also important that Disclosers are aware of and understand the legal protections available to them. The MMS Group encourages individuals to report all matters of actual or suspected misconduct, or state of affairs or circumstances, pursuant to this Policy.

The MMS Group expects all officers and employees of the MMS Group to read and familiarise themselves with this Policy.

The aim of this whistleblowing Policy is to:

- encourage and support the disclosure of any actual or suspected misconduct, or any improper state of affairs or circumstances, by providing assurance to Disclosers that it is safe to do so;
- provide information about how the MMS Group handles disclosures of such matters; and
- assist in ensuring that any misconduct or improper state of affairs or circumstances is identified and dealt with appropriately by the MMS Group.

This Policy provides information about:

- the protections available to Disclosers under this Policy;
- the types of disclosures that qualify for specific protections under the law;
- how and to whom disclosures can be made;
- how the MMS Group handles disclosures; and
- how the MMS Group supports Disclosers and ensures the fair treatment of any employee or officer.

## 2. Scope - who does this Policy apply to?

This Policy applies to all business units of MMS and the MMS Group. Specifically, this Policy applies to the following persons:

- any current or former officer, employee, associate or contractor (or their employee) of the MMS Group;
- any person who supplies goods or services to the MMS Group (such as current and former contractors, consultants, service providers and business partners) (whether paid or unpaid)

and their employees;

- an associate of the MMS Group; and
- someone who is a relative, dependent or spouse, of any of the people listed above.

The Board and Management of the MMS Group encourage all individuals that satisfy the criteria under this Part 2 (**Disclosers**) to disclose any actual or suspected misconduct, or any improper state of affairs or circumstances, as this provides the MMS Group an opportunity to take corrective measures to remedy it, in the most expeditious manner possible.

The Board reiterates that any employee who raises a concern of actual or suspected misconduct or of any improper state of affairs or circumstances will not be discriminated against in their employment with the MMS Group.

### 3. What sort of concerns should be disclosed?

All Disclosers are encouraged to make a disclosure if they have reasonable grounds to suspect or are aware of any misconduct or an improper state of affairs or circumstances. This includes any actual or suspected wrongdoing, illegal, unacceptable or undesirable conduct, and also includes any contravention of the MMS Group Code of Conduct, each of the MMS Group's policies or the law.

A disclosure of concern does not need to involve any actual or suspected contravention of a particular law. Additionally, information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a matter that should be disclosed, even if it does not involve a breach of a particular law.

The following are examples of matters that may be disclosed:

- 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; and
- any action taken against, or harm suffered by, a whistleblower as a result of making a disclosure under this Policy.

Although the scope of reporting a matter of concern is broad, whistleblowing is **not** about airing a grievance which is solely about a personal workplace grievance and does not have a significant implication for the MMS Group, or relate to any conduct, or alleged conduct, about the concerns mentioned above.

An example of a personal workplace grievance is an interpersonal conflict between two employees.

However, a personal workplace grievance may qualify for protection under the whistleblower protection regime if it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (i.e. a mixed report).

If a disclosure by an employee is found to be malicious, deliberately misleading or frivolous, the employee may be subject to disciplinary action.

#### 4. Who can a disclosure be made to?

##### Internally

Disclosers who become aware of any matter or behaviour which they think should be disclosed have the option of reporting it internally to the Chairman of MMS or one of the designated senior managers of the MMS Group listed in **Annexure A**.

##### Externally

Alternatively, Disclosers can disclose externally to **Your-Call Disclosure Management Services** which is an external and independent agency appointed by the MMS Board to assist individuals in reporting concerns. Refer to **Annexure B**.

Disclosers can also disclose to an auditor or member of an audit team who is conducting an audit of the MMS Group or any part of it.

##### Legal practitioners

Whistleblower information can be disclosed to a legal practitioner for the purpose of obtaining legal advice or legal representation for protection under whistleblower law, even if the legal practitioner concludes that the disclosure is not a protected disclosure under whistleblower law.

##### ASIC and APRA

Disclosers may make a disclosure to ASIC, the Australian Prudential Regulation Authority (**APRA**), the Australian Taxation Office (**ATO**) if it relates to tax or to another Commonwealth Body that is prescribed by the relevant whistleblower regulations (presently nil).

##### Journalists and Parliamentarians

Under certain circumstances, a Discloser may disclose directly to a journalist or parliamentarian if it is a 'public interest disclosure' or an 'emergency disclosure'.

It is important that Disclosers understand the criteria for making a 'public interest disclosure' or an 'emergency disclosure'. This includes, for example, the following criteria:

- that the disclosure has previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which disclosure was made. In the case of a public interest disclosure, the written notice must include sufficient information to identify the previous disclosure and it must state that the Discloser intends to make a public interest disclosure, and

- in the case of the public interest disclosure, at least 90 days has passed since the previous disclosure to ASIC, APRA or a prescribed body.

Disclosers can contact a legal practitioner before making a 'public interest disclosure' or an 'emergency disclosure'.

## 5. Internal reporting procedure

Internal disclosure can be made to any one of the people referred to below:

- report the matter to one of the designated senior managers of the MMS Group outlined in Annexure A; or
- report the matter to the Chairman of the MMS Board - Mr. Timothy Poole.

They will not disclose your identity without your permission or until required by law (see Parts 7 and 8 below).

Please refer to **Annexure A** for contact details for each of the individuals referred to above.

## 6. External reporting procedure

Disclosers can make a disclosure to an external independent entity **Your-Call Disclosure Management Services**, at a time convenient to them, 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](http://www.whistleblowing.com.au) or [www.your-call.com.au](http://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 the Discloser to <https://www.whistleblowing.com.au/report>. The Discloser will then need to follow the prompts after entering the MMS Group unique identifier code **MCMS0000**. The Discloser will be asked to report the information on an electronic form which is entirely between the Discloser and **Your-Call Disclosure Management Services**. The identity, information and privacy of the Discloser will be protected by secure 256-bit encryption and the Discloser will be able to upload documentation and/or other evidence that they may have to support your information.

To protect the confidentiality of the information, a Discloser can either:

- remain completely anonymous; or
- disclose their identity only to **Your-Call Disclosure Management Services** which they will not disclose to the MMS Group until they have the Discloser's permission or until required by law; or
- disclose their identity to both **Your-Call Disclosure Management Services** and to the MMS Group.

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

## 7. What happens to whistleblowers and what protections are available?

The following section applies to any Discloser who makes a disclosure which qualifies for protection under the law.

Disclosers who make a protected disclosure have specific protections from detrimental acts or omissions under the law (e.g. dismissal of employee). These are as follows:

- the disclosing individual's identity will remain confidential;
- information will not be disclosed if it is likely to lead to the identification of the disclosing individual as this is illegal (there are legal exceptions to this if the identity needs to be disclosed to ASIC, APRA, a member of the Australian Federal Police or a legal practitioner);
- the disclosing individual is protected from any detriment being suffered; and
- the disclosing individual is protected from threats (express or implied) of any detriment being suffered by them.

Disclosers who make a protected disclosure may seek compensation and other remedies through the courts if:

- they suffer loss, damage or injury because of a disclosure; and
- MMS Group failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Disclosers should seek legal advice if they wish to seek compensation and other remedies through the courts.

Disclosers who make a protected disclosure have civil, criminal and administrative liability protection, which includes as follows:

- civil liability (e.g. any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of the Discloser for unlawfully releasing information, or other use of the disclosure against the Discloser in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

Please be aware that the above protections do not grant immunity for any misconduct that the Discloser has engaged in that is revealed during the disclosure or its investigation.

A Discloser can or may still qualify for protection even if the disclosure turns out to be incorrect.

## 8. Consent and Confidentiality

The MMS Group is under a legal obligation to protect the confidentiality of a Discloser's identity where the disclosure is a protected disclosure under law, and it is illegal for a person to identify a Discloser, or disclose information that is likely to lead to the identification of a Discloser, apart from limited exceptions.

Exceptions arise if the MMS Group discloses the information provided as well as the identity of the Discloser or information likely to lead to the identity of the Discloser, to regulatory authorities (ASIC or APRA), a legal practitioner (for the purpose of obtaining legal advice about the whistleblower obligations under the Corporations Act) or the Australian Federal Police which it can do without the Discloser's consent.



The MMS Group will protect the confidentiality of a Discloser's identity where the disclosure qualifies for protection under the law by the following measures, which are intended to reduce the risk that the Discloser will be identified from the information contained in a disclosure (where applicable):

- the MMS Group will use all reasonable endeavours to not disclose any information in connection with the disclosure where it is likely that the identity of the Discloser will be ascertainable, including by redacting the Discloser's personal information or any reference to the Discloser specifically in any report that is generated;
- the matter will be handled and investigated by a senior member of the MMS Group, potentially in conjunction with a qualified external stakeholder(s) where appropriate, who may be made aware of the confidentiality of the Discloser's identity;
- the MMS Group will ensure that any documents or electronic documents will be handled in accordance with the MMS Group's practises for secure record-keeping, and access to information relating to the disclosure will be limited to those directly involved with managing and/or investigating the disclosure or assisting those persons; and
- the MMS Group will ensure that only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of the Discloser's identity (subject to the Discloser's consent) or information that is likely to lead to the Discloser's identification.

Disclosers can lodge a complaint with the MMS Group about a breach of confidentiality and may also lodge a complaint with a regulatory body such as ASIC, APRA, or the ATO for investigation.

## 9. What happens after a disclosure is made?

### Internally

Disclosers can make a disclosure internally at a time convenient to them, without fear of identification, retribution or reprisal.

An internal disclosure will be assessed and if applicable, subject to investigation which will commence as soon as practicable after the matter has been disclosed, but in any event within 20 business days of disclosure. As part of this preliminary investigation, MMS will assess each disclosure to determine whether:

- it qualifies for protection; and
- a formal investigation is required.

All disclosures which are the subject of an investigation will be investigated thoroughly with the objective of locating evidence that either substantiates or refutes the claims made in the disclosure.

Investigations will be fair and independent. While the process and timelines may vary depending on the nature of the disclosure, MMS will aim to finalise its investigation of an internal disclosure within 90 days of the initial disclosure.

This investigation will be coordinated by a senior member of the MMS Group who may seek the involvement of other individuals in the MMS Group to assist in the investigation and may obtain the advice or participation of external and internal experts, as required.

Any MMS Group employee related to the allegation will be specifically excluded from conducting the investigation.

In the course of handling and investigating the report, the MMS Group will determine:

- the nature and scope of the investigation;
- the person(s) within and/or outside of the MMS Group that should lead the investigation;
- the nature of any technical, financial or legal advice that may be required for the investigation;
- the timeframe for the investigation; and
- whether in the circumstances it is appropriate or necessary for the investigation to be undertaken jointly with an external investigation firm (e.g. when additional specialist skills or expertise are necessary).

The MMS Group may investigate a disclosure in a number of ways, including the following:

- the MMS Group may ask the Discloser for consent to a limited disclosure to other persons within the MMS Group (such as to the senior member who will coordinate the investigation);
- conducting a broad review of the subject matter or the work area disclosed; and
- in the event of an anonymous disclosure, the MMS Group may investigate the disclosure, even if the MMS Group cannot get in contact with the Discloser (provided the MMS Group has been given sufficient information and if the MMS Group removes information that is likely to lead to the Discloser's identification).

Information disclosed by individuals under this Policy may be revealed to other people involved in the investigation. The MMS Group will not disclose the Discloser's identity without their prior consent. The MMS Group will also not disclose information where it is likely the Discloser's identity will be disclosed. However, the MMS Group may not be able to undertake an investigation if it is not able to contact the Discloser (for instance, if the disclosure is made anonymously and is unclear and the Discloser has refused to provide, or has not provided, a means for the MMS Group to contact him or her).

If the Discloser is able to be contacted, the MMS Group will provide them with regular updates during the key stages, such as when the investigation has begun, when the investigation is in progress, and after the investigation has been finalised. In doing so, the MMS Group will ensure that the Discloser's anonymity is not compromised. Please be aware that the frequency and timeframes will vary depending on the nature of the disclosure.

If the Discloser is able to be contacted, the MMS Group may provide them with the outcome of the findings of its investigation within a reasonable time after it has finalised its investigation. However there may be circumstances where it may not be appropriate to provide the Discloser with details about the outcome of the investigation.

While the method for documenting and reporting the findings of an investigation will depend upon the nature of the disclosure, once the investigation is complete, a report will be prepared which will document the findings from the investigation. In order to preserve confidentiality, the MMS Group will not disclose information within the report where it is likely that the Discloser's identity will be disclosed.

A copy of this report will be provided to the Audit Committee, who will review the incident and the report and consider remedial action, including any remedial action in relation to the MMS Group's regulatory obligations. A copy of the report and the recommendations of the Audit Committee will then be forwarded to the Board for review and if appropriate, implementation.

### Externally

Where a disclosure is made externally to **Your-Call Disclosure Management Services**, they will analyse the disclosure and upload it to the MMS Group area of their website along with a suggested course of action within one business day of their receipt of the disclosure. This will be viewed by an authorised MMS Group employee who will then investigate the matter internally. The investigation and resolution of the matter may have to be delegated to another employee of the MMS Group in certain circumstances (rather than the authorised MMS Group employee who views the disclosure via the **Your-Call Disclosure Management Services** website).

At this point, the process outlined above in respect of internal disclosures will apply to the disclosure, as if the disclosure had been made internally.

## 10. How will the MMS Group protect Disclosers from detriment and ensure fair treatment of Disclosers?

The MMS Group is committed to ensuring the fair treatment of any Discloser who makes a disclosure which qualifies for protection under the law and it strictly prohibits any form of conduct which could be detrimental against an officer or employee who makes such a disclosure. Conduct which could cause detriment could include the following;

- causing damage to the officer's or employee's reputation;
- terminating the officer or employee's employment;
- causing the officer or employee to suffer personal or financial disadvantage;
- unlawful discrimination;
- causing the officer or employee to suffer harm or injury, including psychological harm;
- harassing or bullying or intimidating the officer or employee; or
- any other conduct that could be considered detrimental to the officer or employee.

The MMS Group will ensure fair treatment of any Discloser who makes a disclosure that qualifies for protection via the following measures (where applicable):

- disclosures will be handled confidentially when it is practical and appropriate in the circumstances;
- each disclosure will be assessed and may be the subject of an investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- when an investigation needs to be undertaken, the MMS Group will take steps to ensure that the process is conducted in an objective, fair and independent manner; and
- an employee (or the partner of a current employee) may access MMS Group's support services, as set out below at Part 11 below.

The MMS Group will take all reasonable steps to protect Disclosers who make a disclosure which qualifies for protection under the law from conduct which could be detrimental and will take such action as the MMS Group believes is appropriate where such conduct is identified.

The MMS Group will protect a Discloser who makes a disclosure that qualifies for protection from detrimental conduct via the following measures (where applicable):

- employees (or the partner of a current employee) may access the MMS Group's support services, as set out below at Part 11;
- the MMS Group will ensure that it has processes in place to minimise the risk of detriment, such as working with employees to develop mutually agreed strategies to help manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- the MMS Group will take appropriate action to protect the Discloser from risk of detriment – for example, by making suitable modifications to their workplace or the way they perform their work duties;
- the MMS Group will assist the Discloser to lodge a complaint if they have suffered detriment, and will implement processes to investigate a complaint objectively, for example, by having a complaint investigated by an officer or senior manager who is not involved in investigating the complaint; and
- the MMS Group will implement interventions to protect the Discloser if detriment has already occurred – for example, the MMS Group may investigate and address the detrimental conduct, such as by taking disciplinary action or other appropriate measures.

Disclosers may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment.

## 11. Available support

Current employees (or the partner of a current employee) can access the MMS Group's free confidential counselling service **Assure**, which forms part of the MMS Group Employee Assistance Program.

All appointments are entirely confidential and can be for work or personal issues.

Assure offer four free counselling sessions for any two discreet matters presenting concerns per year. MMS Group employees can therefore potentially access up to eight free sessions per year. These sessions are designed to be short term and solutions focused. Assure use only certified psychologists with at least five years' experience.

In some circumstances, the MMS Group Human Resources (**HR**) may approve extra counselling sessions at no charge - if an MMS Group employee is accessing the counselling service and feels they may need more than four sessions, they are encouraged to talk to their manager or a HR contact.

Assure also offers a Manager Support Program to help leaders support the well-being for their teams, and a phone-based Well-being Coaching service to help employees maximise their personal and professional potential through financial, dietary and legal coaching - employees can access four free one-hour sessions per year. Assure also offers SMS Counselling and Indigenous Cultural Assist and Response for Employees (**I-Care**) services.

Please refer to **Annexure C** for details on how to contact Assure.

### Annexure A – Contact details for Senior Management to whom whistleblower disclosures can be made:

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

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

Name	Description
Website	<a href="http://www.whistleblowing.com.au">www.whistleblowing.com.au</a> or <a href="http://www.your-call.com.au">www.your-call.com.au</a>
Login Name	MCMS0000

### Annexure C – Contact details for Assure:

Name of services	Contact details
Assure programs	<a href="http://www.assureprograms.com.au">www.assureprograms.com.au</a>
Counselling services	1800 808 374
Manager Support Program	1800 505 015
SMS Counselling	0439 449 876
Wellbeing Coaching	1800 692 387
I-Care services	1800 671 561