

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

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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 **MMSG**) 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 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. MMSG encourages individuals to report all matters of actual or suspected misconduct, or state of affairs or circumstances, pursuant to this Policy.

MMSG expects all officers and employees of MMSG to read and familiarise themselves with this Policy.

The aim of this 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 MMSG handles disclosures of such matters; and
- assist in ensuring that any misconduct or improper state of affairs or circumstances are identified and dealt with appropriately by MMSG.

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 MMSG handles disclosures; and
- how MMSG 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 MMSG. Specifically, this Policy applies to the following persons:

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

- someone who is a relative, dependent or spouse, of any of the people listed above.

The Board and Management of MMSG 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 MMSG 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 MMSG.

3. What sorts 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 MMSG Code of Conduct, each of MMSG'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 MMSG, 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 a designated MMS Director or one of the designated people 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 MMSG 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 staff of MMSG outlined in **Annexure A**; or
- report the matter to the Chair of the MMS Board - Mr. Timothy Poole; or
- report to the Chair of the ARCC or another designated Director.

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 or www.your-call.com.au and clicking on the “*Make a 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 MMSG’s 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 MMSG 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 MMSG.

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 you as a whistleblower 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

MMSG 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 MMSG 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.

MMSG 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):

- MMSG 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 MMSG, potentially in conjunction with a qualified external stakeholder(s) where appropriate, who may be made aware of the confidentiality of the Discloser's identity;
- MMSG will ensure that any documents or electronic documents will be handled in accordance with MMSG'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
- MMSG 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 MMSG 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, MMSG 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 MMSG who may seek the involvement of other individuals in MMSG to assist in the investigation and may obtain the advice or participation of external and internal experts, as required.

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

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

- the nature and scope of the investigation;
- the person(s) within and/or outside of MMSG 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).

MMSG may investigate a disclosure in a number of ways, including the following:

- MMSG may ask the Discloser for consent to a limited disclosure to other persons within MMSG (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, MMSG may investigate the disclosure, even if MMSG cannot get in contact with the Discloser (provided MMSG has been given sufficient information and if MMSG 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. MMSG will not disclose the Discloser's identity without their prior consent. MMSG will also not disclose information where it is likely the Discloser's identity will be disclosed. However, MMSG 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 MMSG to contact them).

If the Discloser is able to be contacted, MMSG 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, MMSG 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, MMSG 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, MMSG 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, Risk and Compliance Committee (ARCC), who will review the incident and the report and consider remedial action, including any remedial action in relation to MMSG's regulatory obligations. A copy of the report and the recommendations of the ARCC 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 MMSG 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 MMSG employee who will then investigate the matter internally. The investigation and resolution of the matter may have to be delegated to another employee of MMSG in certain circumstances (rather than the authorised MMSG 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 MMSG protect Disclosers from detriment and ensure fair treatment of Disclosers?

MMSG 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.

MMSG 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, MMSG 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 MMSG's support services, as set out below at Part 11 below.

MMSG 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 MMSG believes is appropriate where such conduct is identified.

MMSG 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 MMSG's support services, as set out below at Part 11;
- MMSG 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;
- MMSG 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;
- MMSG 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 a person who is not involved in investigating the complaint; and
- MMSG will implement interventions to protect the Discloser if detriment has already occurred – for example, MMSG 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 MMSG's free confidential counselling service **Assure**, which forms part of MMSG 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. MMSG 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, MMSG Human Resources (**HR**) may approve extra counselling sessions at no charge - if an MMSG 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**.

12. Board Reporting

All Whistleblower complaints reported must be reported to the Board. The Board is to be kept updated of any developments and resolution of complaints.

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

Name	Designation	Direct Telephone Number	Email
Mr. Timothy Poole	Chair of the MMS Board	(03) 9097 3995	tim.poole@mmsg.com.au
Ms. Kathy Parsons	Chair of the ARCC	(03) 9097 3380	kathy.parsons@mmsg.com.au
Mr. Ashley Conn	Chief Financial Officer	(03) 9097 3364	ashley.conn@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

Annexure C – Contact details for Assure:

Name of services	Contact details
Assure programs	www.assureprograms.com.au
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