

## 1. Purpose

- 1.1 Perilya Limited ("**the Company**") is committed to developing a culture where all staff are encouraged to raise concerns about poor or unacceptable practice and misconduct, and can do so safely and without fear of retribution.
- 1.2 The purpose of this policy is to:
- promote responsible whistleblowing about issues where the interests of others, including the public, or of the Company itself, are at risk;
  - encourage the reporting of Disclosable Matters with the Company;
  - set out avenues for Eligible Whistleblowers to report Disclosable Matters;
  - outline how the Company will handle, investigate and resolve reports of Disclosable Matters made in accordance with this policy; and
  - protect and support Eligible Whistleblowers who make disclosures about Disclosable Matters.

## 2. Who this policy applies to

- 2.1 This policy applies to the following individuals (**Eligible Whistleblowers**) related to the Company:
- an officer or employee;
  - an individual, or an employee of a person, who provides goods or services (whether paid or unpaid);
  - an associate (including directors or secretaries of the Company or its related bodies corporate); and
  - a relative, dependant, or spouse of the above named individuals.
- 2.2 An Eligible Whistleblower who makes a disclosure relating to a Disclosable Matter directly to an Eligible Recipient or Other Recipient qualifies for protection under the *Corporations Act 2001* (Cth) or where relevant the *Taxation Administration Act 1953* (Cth) in relation to that disclosure, provided that disclosure is based on reasonable grounds and is made in accordance with this policy (**Protected Disclosure**).

## 3. Matters the policy applies to

- 3.1 An Eligible Whistleblower is encouraged to disclose information in accordance with this policy if the Eligible Whistleblower has reasonable grounds to suspect that information they hold concerns the following types of wrongdoing in relation to the Company (**Disclosable Matters**):
- an offence against, or a contravention of the listed Commonwealth legislation:
    - the *Corporations Act*;
    - the *Australian Securities and Investments Commission Act 2001*;
    - The *Banking Act 1959*;
    - The *Financial Sector (Collection of Data) Act 2001*;
    - The *Insurance Act 1973*;
    - The *National Consumer Credit Protection Act 2009*; and
    - The *Superannuation Industry (Supervision) Act 1993*
  - an offence against any other law of the Commonwealth that is punishable by imprisonment by a period of 12 or more months;
  - misconduct, or an improper state of affairs concerning the Company; or
  - a danger to the public or financial systems.
- 3.2 Examples of Disclosable Matters may include, but are not necessarily limited to:

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- financial irregularities;
- corrupt conduct;
- criminal conduct;
- failure to comply with any legal or regulatory obligation;
- misconduct in relation to the Company's tax affairs;
- unethical or other serious improper conduct, including breaches of the Company's policies and procedures.

3.3 Disclosures that are not about Disclosable Matters are not Protected Disclosures and therefore do not qualify for protection under the Corporations Act or this policy.

### Personal work-related grievances

3.4 Matters which are not covered by this policy include Personal Work-Related Grievances.

3.5 A Personal Work-Related Grievance refers to any information concerning a grievance about any matter in relation to the discloser's employment, or former employment, with the Company having (or tended to have) implications for the discloser personally.

3.6 Examples of these kind of grievances include:

- interpersonal conflicts between the discloser and another employee;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or other disciplinary against the discloser.

## 4. Who may receive a disclosure

4.1 The disclosure must only be made to an Eligible Recipient or Other Recipient, who are the following:

- an officer or senior manager of the Company, or an internal or external auditor or actuary of the Company (**Eligible Recipient**); or
- external third parties such as ASIC, APRA or the ATO, or a legal practitioner for the purposes of obtaining legal advice about whistleblower protections (**Other Recipient**).

4.2 The Company wishes to identify and address any wrongdoing as early as possible. The Company encourages Eligible Whistleblowers to make a disclosure to the Company's Eligible Recipients in the first instance.

## 5. Reporting Procedure

5.1 Individuals are encouraged to report a Disclosable Matter at any time and are encouraged to make every attempt to report and resolve the Disclosable Matter internally where possible and appropriate.

5.2 Disclosures may be made verbally or in writing to the following Eligible Recipients at the Company:

- Chief Executive Officer – [Paul.Arndt@perilya.com.au](mailto:Paul.Arndt@perilya.com.au)
- Chief Financial Officer – [Eric.Zeng@perilya.com.au](mailto:Eric.Zeng@perilya.com.au)

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- General Counsel – [Paul.Marinko@perilya.com.au](mailto:Paul.Marinko@perilya.com.au)
- Company Secretary – [Lynn.Carstairs@perilya.com.au](mailto:Lynn.Carstairs@perilya.com.au)

5.3 When making a report, the discloser should clearly outline:

- the issue or concern;
- all relevant individuals involved;
- their reasons for believing that the Disclosable Matter has occurred; and
- the nature and whereabouts of any further evidence that would substantiate their allegation.

5.4 If the whistleblower does not wish to be identified, they should say this at the first possible opportunity so that appropriate arrangements can be made.

5.5 If an Eligible Whistleblower is external to the Company, they may still report the Disclosable Matter to any of the above Eligible Recipients or Other Recipients.

## 6. Procedures following disclosure

6.1 Following a disclosure, the relevant Eligible Recipient will be responsible for:

- assessing whether the disclosure is a disclosure relating to a Disclosable Matter. If the disclosure does not relate to a Disclosable Matter, the report will be dealt with in accordance with any other procedures appropriate to the subject matter of the disclosure;
- coordinating an investigation into any Protected Disclosure received (provided it is appropriate to do so);
- making and keeping proper documents and records of the steps taken under this policy and any subsequent investigation, or causing the same to be made and kept;
- keeping the Eligible Whistleblower properly informed of the progress and final outcome of the investigation, and the actions taken or to be taken. This is subject to the considerations of the privacy of those about whom a report has been made; and
- providing support to the Eligible Whistleblower who has made the disclosure as necessary.

6.2 If an investigation is warranted, an investigator must be appointed. The appointed investigator may be internal or external to the Company and, if internal, where possible should be someone other than the Eligible Recipient in the matter. The investigator will be required to:

- take all reasonable steps to ensure the investigation is conducted in accordance with procedural fairness and is timely;
- provide communication of the status of the investigation and the outcome of the investigation to the Chief Executive Officer, provided there is no conflict of interest; and
- draft and deliver a written report containing the findings of the investigation to the Chief Executive Officer who will determine the appropriate response as a separate and independent decision maker. This could include taking disciplinary action up to dismissal or termination of engagement with the Company, but will depend on the severity, nature and circumstance of the Disclosable Matter.

## 7. Whistleblower Protection

7.1 Eligible Whistleblowers who make a Protected Disclosure are protected from any civil, criminal or administrative liability (including disciplinary action) from making that disclosure.

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- 7.2 Eligible Whistleblowers will, so far as in lies the Company's power, not be subjected to detrimental acts or omissions for the act of making a report. This could include dismissal, injury in their employment, alteration of position or duties, discrimination between employees, harassment or intimidation, harm (including psychological harm) or injury, damage to property, damage to reputation, damage to business or financial position, or any other damage.
- 7.3 Any detrimental conduct towards an Eligible Whistleblower under this policy will be treated by the Company as serious misconduct and may result in disciplinary action up to and including termination of the engagement being taken.
- 7.4 Any person who believes they have been subject to detrimental conduct as a consequence of making the Projected Disclosure should immediately report such detriment to the General Counsel.
- 7.5 The Company understands that the whistleblowing process can be difficult for the discloser involved. All staff have access to the Company's employee assistance program, Perilya LifeWorks. The information discussed with Perilya LifeWorks is confidential and can be accessed via <https://login.lifeworks.com> and entering the username: perilya and password: lifeworks.
- 7.6 Eligible Whistleblowers may be able to seek compensation and other remedies through the courts if they suffer loss, damage or injury because of making a disclosure and the Company's failure to take reasonable precautions and exercise due diligence to prevent the Eligible Whistleblower suffering detriment. Eligible Whistleblowers should seek independent legal advice in these circumstances.

## 8. When is protection not available?

- 8.1 Not all reports are protected at law. The protection described in part 7 is not available where the report is:
- a Personal Work-Related Grievance or does not relate to a Disclosable Matter;
  - trivial or vexatious in nature with no substance. This will be treated in the same manner as a false report and may itself constitute misconduct; and/or
  - an unsubstantiated allegation that is found to have been malicious or knowingly false. This will be viewed seriously and may be subject to disciplinary action.
- 8.2 Reporting a Disclosable Matter does not permit or excuse an Eligible Whistleblower from their own connection or involvement in the Disclosable Matter they report. This may include criminal proceedings or disciplinary action. However, the Eligible Whistleblower's conduct in making the report may be taken into consideration by the Company in determining what disciplinary action (if any) is appropriate.

## 9. Fair Treatment of individuals subject to a Protected Disclosure

- 9.1 The Company recognises that an individual who is the subject of the report of a Disclosable Matter made may also require support during the investigation process. The Company will treat any individual fairly who is the subject of a report.
- 9.2 Generally, where an investigation is conducted, the individual who is the subject of the report will be:
- informed of the substance of the allegations;

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- given a fair and reasonable opportunity to respond to the allegations before the investigation is finalised; and
  - informed about the substance of any adverse conclusions in the investigator's findings that affects them.
- 9.3 Where adverse conclusions are made by the investigator about an individual, that individual has the right to respond to those conclusions before any action being taken by the Company that concerns them.
- 9.4 The individual who is the subject of a Disclosable Matter will have access to the Company's support services, Perilya LifeWorks, at all times by accessing <https://login.lifeworks.com> and entering the access code: perilya and password: lifeworks.

### 10. Confidentiality and privacy protection

- 10.1 Anonymous reports of Disclosable Matters are accepted under this policy.
- 10.2 However, anonymous reports can have significant limitations which may remove the ability to conduct any investigation at all. Practical limitations of anonymous reports include removal of targeted support mechanisms for the person who made the anonymous report, an inability to gather further information to commence or assist the investigation and an inability to provide feedback on the outcome of the Company's investigation.
- 10.3 As a result, any person who reports a Disclosable Matter anonymously needs to be aware that such anonymity may make it less likely that the Disclosable Matter could be substantiated in any subsequent investigation.
- 10.4 The Company also recognises that an Eligible Whistleblower may not wish to be identified during the course of an investigation. A Eligible Whistleblower's identity will not be disclosed by the Company, unless:
- the use or disclosure is required or authorised by or under an Australian law or court/tribunal order, or otherwise permitted under privacy laws;
  - the use or disclosure is made with the individual's express or implied consent;
  - disclosure is necessary to prevent or lessen a serious threat to a person's health and safety; and/or
  - disclosure is necessary to protect or enforce the Company's legal rights or interests, or to defend itself against any claims.
- 10.5 During an investigation, it may be necessary to disclose other personal information which could inadvertently lead to the identification of the Eligible Whistleblower. In these circumstances, the Company will take reasonable steps to reduce the risk of the Eligible Whistleblower being identified. For example, where appropriate, the Company will:
- redact any personal information or references to the Eligible Whistleblower;
  - refer to the Eligible Whistleblower in a gender-neutral context;
  - contact the Eligible Whistleblower to help identify certain aspects of their Protected Disclosure which could inadvertently identify them;
  - ensure disclosures are handled and investigated by qualified staff.
- 10.6 The Company will ensure that any records relating to the Disclosable Matter are stored securely and are able to be accessed by authorised individuals only.
- 10.7 Subject to the above, unauthorised disclosure of the identity of the Eligible Whistleblower or information from which the identity of the Eligible Whistleblower could be inferred is illegal. This may be regarded as a

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- disciplinary matter and dealt with in accordance with the Company's disciplinary procedures.
- 10.8 All parties involved in the Protected Disclosure, including the Eligible Whistleblower and the individual who is subject to the Protected Disclosure, are required to maintain confidentiality on their own account and refrain from discussing the matter with any unauthorised persons (being a person other than an Eligible Recipient or a person engaged by the Company to investigate the disclosure).
- 10.9 Eligible Whistleblowers who wish to lodge a complaint about breach of confidentiality should contact the General Counsel.

### **11. Policy**

- 11.1 This policy is available on the Company's website.
- 11.2 A copy of the policy will also be provided to all Workers as part of the Company's on-boarding process.
- 11.3 Any questions in relation to this Policy should be directed by email to the General Counsel.