



# **Whistleblower Policy**

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FDC Group Holdings Pty Limited  
ABN 68 615 183 358

# Whistleblower Policy



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## 1. Introduction and Purpose of this Policy

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- (a) This Policy applies to FDC Group Holdings Pty Limited, a company incorporated in Australia (the Company) and its subsidiaries (collectively, the Company).
- (b) This Policy sets out the Company's policy for reporting concerns of past, present or future instances of unethical or unlawful behaviour relating to the Company and applies to all employees, directors, officers, contractors (including employees of contractors), suppliers and consultants of all entities within the Company (Personnel).
- (c) As part of its responsibilities, the Board is responsible for ensuring that a confidential and anonymous process exists whereby persons can report on concerns in relation to the Company. Accordingly, in order to carry out its responsibilities, the Board has adopted this Policy.
- (d) The purpose of this Policy is to:
  - (i) encourage disclosure by Personnel of past, present or future instances of unethical or unlawful behaviour relating to the Company;
  - (ii) assist deter wrongdoing, in line with the Company's risk management and governance framework;
  - (iii) ensure Personnel who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
  - (iv) ensure disclosures are dealt with appropriately and on a timely basis;
  - (v) provide transparency around the Company's framework for receiving, handling and investigating disclosures;
  - (vi) support the Company's values as outlined in the Code of Conduct;
  - (vii) support the Company's long-term sustainability and reputation;
  - (viii) meet the Company's legal and regulatory obligations.
- (e) This Policy forms part of the Company's risk management framework.

## 2. Reporting process

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### 2.1 Who does this Policy apply to?

- (a) An Eligible Whistleblower is an individual who is, or has been, any of the following in relation to the Company or a related body corporate of the Company:
  - (i) *an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);*
  - (ii) *a supplier of services or goods to the entity (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);*
  - (iii) *an associate of the Company or member of the Company; and*
  - (iv) *a relative, dependant or spouse of an individual of a person listed at paragraph 2.1(a)(i) to 2.1(a)(iii) above.*
- (b) A discloser qualifies for protection as a whistleblower under the Corporations Act 2001 (Cth) (Corporations Act) if they are an Eligible Whistleblower and:
  - (i) *they have made a disclosure of information relating to a 'Disclosable Matter' directly to an 'Protected Disclosure Officer' or to ASIC, APRA or another Commonwealth body prescribed by regulation;*
  - (ii) *they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or*
  - (iii) *they have made an 'emergency disclosure' or 'public interest disclosure' to a journalist or parliamentarian.*

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(c) Note that there is an additional whistleblower protection regime under Part IVD of the *Taxation Administration Act 1953* (Cth) (Tax Administration Act) specific to concerns about tax matters. More information about the Tax Administration Act whistleblower regime is set out at Schedule 3 of this Policy.

2.2 What matters does this Policy apply to?

(a) Disclosable Matters

(i) An Eligible Whistleblower may make a report under this Policy if he/she has reasonable grounds to suspect that a director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with the Company has engaged in conduct with respect to the Company (Disclosable Matters) which:

(A) is dishonest, fraudulent, corrupt, including offering or accepting a bribe, money laundering, misappropriation of funds or other activity in breach of this Policy;

(B) is illegal activity (e.g. theft, dealing in, or use of illicit drugs, violence or threatened violence, harassment or intimidation, criminal damage to property, breach of human rights, instances of modern slavery (as defined in the Modern Slavery Act 2018 (Cth)), or other breaches of state or federal law);

(C) constitutes an offence against, or contravenes any provision of any of the following:

(I) the Corporations Act;

(II) the Australian Securities and Investments Commission Act 2001 (Cth);

(III) the Banking Act 1959 (Cth);

(IV) the Financial Sector (Collection of Data) Act 2001 (Cth);

(V) the Insurance Act 1973 (Cth);

(VI) the Life Insurance Act 1995 (Cth);

(VII) the National Consumer Credit Protection Act 2009 (Cth);

(VIII) the Superannuation Industry (Supervision) Act 1993 (Cth);

(IX) an instrument made under an Act referred to in paragraphs 2.2(a)(i)(C)(I) to 2.2(a)(i)(C)(VIII); and

(X) any other law administered by the Australian Securities and Investments Commission (ASIC) and/or Australian Prudential Regulation Authority (APRA);

(D) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

(E) engages in or threatens to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or planning to make a disclosure;

(F) is unethical or in breach of the Company's policies (e.g. dishonestly altering company records or data, adopting accounting practices that are questionable or wilfully breaching the Company's Code of Conduct or other policies or procedures);

(G) amounts to an abuse of authority or position;

(H) amounts to financial irregularities;

(I) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company's interests;

(J) is potentially damaging to the Company, an employee of the Company or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources;

(K) represents a danger to the public or the financial system;

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- (L) involves any misconduct or improper state of affairs or circumstances which may cause loss to the Company or be otherwise detrimental to the interests of the Company including any breach of the Company's Code of Conduct, negligence, default, breach of trust and breach of duty, in relation to any Company entity; or
- (M) involves any other conduct that is prescribed by relevant regulations.

(ii) Disclosable Matters include conduct that may not involve a contravention of a particular law. Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is a Disclosable Matter, even if it does not involve a breach of a particular law.

(iii) An Eligible Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect.

(iv) Eligible Whistleblowers who become aware of actual Disclosable Matters or suspect, on reasonable grounds, potential cases of Disclosable Matters are encouraged to make a report under this Policy.

(b) Matters that are not covered by this Policy

(i) Disclosures that are not relating to Disclosable Matters do not qualify for protection under the Corporations Act. (However, such disclosures may be protected under other legislation, such as the Fair Work Act 2009 (Cth) (Fair Work Act)).

(ii) Disclosures relating to personal work-related grievances do not normally qualify for protection. 'Personal work-related grievance' include the following:

- (A) an interpersonal conflict between the discloser and another employee;
- (B) a decision that does not involve a breach of workplace laws;
- (C) a decision about the engagement, transfer or promotion of the discloser;
- (D) a decision about the terms and conditions of engagement of the discloser; or
- (E) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

(iii) A personal work-related grievance may still qualify for protection if:

- (A) the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances, such as the Company or a related body corporate of the Company breaching employment or other laws punishable by imprisonment for a period of 12 months or more, or engaging in conduct that represents a danger to the public; or
- (B) the discloser suffers from or is threatened with detriment for making a disclosure; or
- (C) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

(iv) If you have a grievance that is not a Disclosable Matter, and therefore not covered under this Policy, you may still report the grievance to your manager under the Company's Staff Information Handbook (as updated from time to time). We encourage employees to seek legal advice about their rights and protections under employment or contract law, and to resolve their personal work-related grievance.

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## 2.3 Who can receive a report?

(a) You may contact any of the people listed below, being a Protected Disclosure Officer of the Company, either prior to making a report in order to obtain additional information, or in order to make a disclosure that qualifies for protection:

Name of Protected Disclosure Officer	Position	Contact details (telephone, post, email)
Andrew Kearney	Chief Operating Officer	m 0488 104 142 e <a href="mailto:andrewk@fdcbuilding.com.au">andrewk@fdcbuilding.com.au</a>
Andrew Smith	National HSEQ Systems Manager	m 0434 130 015 e <a href="mailto:andrewsmi@fdcbuilding.com.au">andrewsmi@fdcbuilding.com.au</a>

The Company also has

A Whistleblower policy standard form attached to this policy.

(b) We encourage Eligible Whistleblowers to make a disclosure to one of the Company's internal or external Protected Disclosure Officers in the first instance.

(c) You can also make a disclosure directly to a regulatory body, or other external parties, about a Disclosable Matter and qualify for protection under the Corporations Act without making a prior disclosure to Company. For example:

- (i) Any disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected under the Corporations Act.
- (ii) Disclosures of information regarding a Disclosable Matter can be made to ASIC, APRA or another Commonwealth body prescribed by regulation and qualify for protection under the Corporations Act. (Please refer to whistleblower information provided by ASIC Information Sheet 239 [How ASIC handles whistleblower reports](#)).
- (iii) 'Public interest disclosures' and 'emergency disclosures' made to a journalist or parliamentarian will also be protected under the Corporations Act. Further information about 'public interest disclosures' and 'emergency disclosures' are set out at Schedule 1 of this Policy.

## 2.4 How do I make a disclosure?

(a) Where a report is made by email or letter, the subject of the email or letter should make it clear that it is a report under this Policy, so that its confidentiality can be maintained.

(b) The communication should also indicate whether the reporting person consents to the recipient of their report disclosing their identity to other persons, which may include a designated investigation team (if one is established), Company officers and the Company's external legal advisors.

(c) If you make a report you will be taken to consent to your identity being shared to these limited persons unless you positively indicate you wish to remain anonymous. Anonymity can also be specified (i.e. "*I do consent to you sharing my identity with an external investigator but not to employees or officers of the Company*" or "*I wish to remain anonymous. Please use a pseudonym when dealing with my disclosure*").

(d) If you elect to remain anonymous we will respect your right not to identify yourself, however, it may mean that our investigation will be limited. You can refuse to answer questions that you feel will reveal your identity at any time.

(e) We do not expect an initial disclosure to include absolute proof of the Disclosable Matter. Where possible your disclosure could include:

- (i) the name, job title and workplace address of the person the subject of the disclosure;
- (ii) details of the misconduct including dates and places;
- (iii) names of anyone who may substantiate the disclosure; and/or
- (iv) any other evidence that supports the disclosure such as emails or other documents.

These details will assist the Company in deciding how best to deal with the disclosure. Not all information is required as part of an initial disclosure. For example, you may decide to contact a Protected Disclosure Officer with high level information in relation to the Disclosable Matter and then follow up with further detail later.

### 3. Protection for Eligible Whistleblowers

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#### 3.1 Legal protection for disclosures

As an Eligible Whistleblower, you are entitled to the following protections under the Corporations Act:

- (a) identity protection (confidentiality);
- (b) protection from detrimental acts or omissions;
- (c) compensation and remedies; and
- (d) civil, criminal and administrative liability protection.

Please see Schedule 2 of this Policy for further details about the legal protections available to Eligible Whistleblowers.

#### 3.2 Support and practical protection for disclosers

The Company is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer detriment. The Company will provide support and practical protections for Eligible Whistleblowers, such as:

- (a) protecting the confidentiality of a discloser's identity; and
- (b) protecting disclosers from detrimental acts and/ or omissions.

Please see Schedule 2 of this Policy for further details about the support and practical protections that the Company will provide Eligible Whistleblowers.

### 4. How is a report investigated?

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#### 4.1 Handling and investigating a disclosure

- (a) The Company will investigate all matters reported under this Policy as soon as practicable after the matter has been reported to determine whether:
  - (i) the disclosure is made by an Eligible Whistleblower about a Disclosable Matter and qualifies for protection under either the Corporations Act; and
  - (ii) the process and degree of formality for investigating the matter, taking into account the nature of the information provided, the need for specialist advice to support the investigation and the severity of allegations made.
- (b) All investigations will be conducted in a way that is thorough, objective and fair, and will have regard to any conflict of interests and other factors that require confidentiality.
- (c) The Protected Disclosure Officer will keep you informed of the outcome of the investigation arising from your report (if any), subject to the considerations of the privacy of anyone who is the subject of the matter you have reported and other legal confidentiality requirements.

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## 4.2 Investigating a disclosure

(a) The key steps involved in investigating a disclosure is as follows:

- (i) Step 1: the discloser makes a report to a Protected Disclosure Officer.
- (ii) Step 2: the Protected Disclosure Officer will assess the seriousness of the report and will:
  - (A) determine if the discloser is an Eligible Whistleblower;
  - (B) determine if the matter is a Disclosable Matter; and
  - (C) within 1 week of receiving the report, the Protected Disclosure Officer must determine who will conduct the investigation:
    - (I) (Internal Investigation) if the nature of the conduct is not a particularly sensitive or serious, the Protected Disclosure Officer and internal investigation staff, such as human resources, will conduct the investigation; or
    - (II) (Independent Investigation) if the nature of the conduct being investigated is sufficiently serious, the Company may appoint an external auditor or independent whistleblowing investigator to conduct the investigation.
- (iii) Step 3: the investigator will conduct investigations into the Disclosable Matter, which may include conducting interviews, reviewing relevant documents, and searching emails and telephone records. The investigator must complete its investigation within [4 weeks] of being appointed (Investigation Period). The Investigation Period may be extended by [4 additional 2 week periods] if the investigator reasonably believes that it does not have sufficient information to hand down a report.
- (iv) Step 4: after the expiry of the Investigation Period or at the completion of the investigation, the investigator must provide a written report to the management of the Company providing a summary of the findings of the investigation and the outcomes that will be taken as a result of the investigation.
- (v) Step 5: after the expiry of the Investigation Period, or at the completion of the investigation, whichever is earliest, the investigator will also provide a written report summarising the findings of the investigation, and the outcomes that will be taken as a result of the investigation, to the Eligible Whistleblower (subject to considerations of the privacy of those against whom allegations are made).
- (vi) Step 6: the Company must implement any outcomes suggested by the investigator and may take any further reasonable steps that the Company's senior management determines, such as notifying Personnel.

(b) The process set out at 4.2(a) above may vary depending on the nature of the disclosure and the people against whom allegations are made.

## 4.3 Conducting an investigation where the Eligible Whistleblower wishes to remain anonymous

(a) Without an Eligible Whistleblower's consent, we cannot disclose information that is likely to lead to the identification of the Eligible Whistleblower as part of the Company's investigation process – unless:

- (i) the information does not include the Eligible Whistleblower's identity;
- (ii) we remove information that is likely to lead to the identification of the Eligible Whistleblower (e.g. the Eligible Whistleblower's position title); and
- (iii) it is necessary for investigating the issues raised in the disclosure.

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- (b) We may not be able to undertake an investigation if we are not able to contact the Eligible Whistleblower (e.g. if a disclosure is made anonymously and the discloser has refused to provide, or has not provided, a means of contacting them). In this situation the Company may:
  - (i) investigate a disclosure by asking the Eligible Whistleblower for consent to a limited disclosure (e.g. disclosure of the Eligible Whistleblower's identity to a Protected Disclosure Officer);
  - (ii) investigate a disclosure by conducting a broad review on the subject matter or the work area disclosed; or
  - (iii) investigate an anonymous disclosure, even if it cannot get in contact with the Eligible Whistleblower, if the Eligible Whistleblower has provided sufficient information to the entity.

## 4.4 Keeping a discloser informed

- (a) The Company will endeavour to provide regular updates regarding the progress and/or outcome of the investigation to the Eligible Whistleblower (subject to consideration of the privacy of those against whom allegations are made).
- (b) If the report is not anonymous, a Protected Disclosure Officer or external investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.
- (c) Where a report is submitted anonymously, and the discloser has provided a means of communication (such as a non-identifying email address) the Company will use that means of communication to discuss the investigation process.
- (d) The frequency and timeframe in which we contact a discloser may vary depending on the nature of the disclosure.
- (e) There may be circumstances where it may not be appropriate to provide details of the outcome to the discloser at all.

## 4.5 How will investigations be documented, reported internally and communicated

- (a) The findings of an investigation will be documented in the form of a written report.
- (b) Depending on the nature of the disclosure, and the outcomes that are suggested by the investigator, the Company may choose to publish some or all of the report to Personnel.
- (c) The findings of the investigation may be subject to considerations of privacy and as such, there may be circumstances where it may not be appropriate to provide details of the outcome to Personnel.

## 4.6 Review of investigation process

- (a) If an Eligible Whistleblower is dissatisfied with the findings of the investigation, you may request a review of the investigation process by an external investigator, or if the initial investigation was conducted by an external investigator, by a different external investigator.
- (b) If you make a request for review under clause 4.6(a) above, you must provide reasons for why you believe the investigation was not satisfactory (for example, if new information has become available since the conclusion of the investigation).
- (c) A Protected Disclosure Officer will assess your request for review and determine whether a review of the investigation is necessary. It is at the discretion of the Company and the Protected Disclosure Officer to proceed with a review, and the Company is not obliged to re-open an investigation.

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## 5. Fair treatment of individuals mentioned in a disclosure

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- (a) In order to protect all persons involved, including individuals that are named in a disclosure, the Company will ensure that:
  - (i) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
  - (ii) each disclosure will be assessed carefully as to whether and how it should be investigated;
  - (iii) the objective of any investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
  - (iv) when an investigation needs to be undertaken, the process will be objective, fair and independent;
  - (v) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation; and
  - (vi) an employee who is the subject of a disclosure may contact the Company's support services.
- (b) The Company may determine the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided that they inform the individual before making any adverse finding against them.

## 6. Accessibility of this Policy and Training

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### 6.1 Accessibility

- (a) This Policy will be made available to the Company and its Personnel upon the start of their employment or engagement with the Company and will be placed on the Company's website.
- (b) We will ensure that all persons affected by the Policy will be updated if there has been any amendment to this policy.

### 6.2 Training

- (a) The Company will provide regular training to its Personnel about this Policy and their rights and obligations under it.
- (b) The Company will also provide special training of its managers and Protected Disclosure Officers who may receive whistleblower reports about how to respond to them.

## 7. General

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- (a) It is a condition of any employment or engagement by the Company that all Personnel must comply at all times with this Policy.
- (b) However, this Policy does not form part of any agreement between any Personnel and any Company, nor does it constitute terms and conditions of any Personnel's employment or engagement with a Company.

## 8. Amendment

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This Policy cannot be amended without approval of the Company's Board and will be periodically reviewed to ensure that it remains effective and meets best practice standards and the needs of the Company.

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## 9. Questions

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- (a) Any questions about this Policy can be directed to the Company's Finance Director.
- (b) Specific questions about whistleblower protection issues can be directed to the Protected Disclosure Officers whose contact details can be found in paragraph 2.3(a).

## 10. Date of Policy

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- (a) This Policy is dated 14<sup>th</sup> January 2026.

A handwritten signature in black ink, appearing to read 'R Grady'.

Russell Grady  
Managing Director

## Schedule 1 – ‘Public Interest Disclosures’ and ‘Emergency Disclosures’

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Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection. You should seek independent legal advice on the criteria for protection before making a public interest disclosure or an emergency disclosure.

### 1. Public Interest Disclosures

A ‘public interest disclosure’ is the disclosure of information to a journalist or a parliamentarian, where:

- (a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) before making the public interest disclosure, the discloser has given written notice to the body in paragraph 2.4(b)(i) (i.e. the body to which the previous disclosure was made) that:
  - (i) includes sufficient information to identify the previous disclosure; and
  - (ii) states that the discloser intends to make a public interest disclosure.

### 2. Emergency Disclosures

An ‘emergency disclosure’ is the disclosure of information to a journalist or parliamentarian, where:

- (a) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the discloser has reasonable grounds to believe 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) before making the emergency disclosure, the discloser has given written notice to the body in 2.4(c)(i) (i.e. the body to which the previous disclosure was made) that:
  - (i) includes sufficient information to identify the previous disclosure; and
  - (ii) states that the discloser intends to make an emergency disclosure; and
  - (iii) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

## Schedule 2 – Legal Protections for Eligible Whistleblowers and Support and Practical Protection for disclosers

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1. Identity protection
  - (a) Legal protections
    - (i) The Company has legal obligations to protect the confidentiality of an Eligible Whistleblower's identity.
    - (ii) It is illegal for a person to identify an Eligible Whistleblower, or disclose information that is likely to lead to the identification of the discloser unless a person discloses the identity of the Eligible Whistleblower:
      - (A) to ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the Australian Federal Police Act 1979 (Cth));
      - (B) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
      - (C) to a person or body prescribed by regulations; or
      - (D) with the consent of the discloser.
    - (iii) An Eligible Whistleblower can lodge a complaint with the Company about a breach of confidentiality using the procedure as follows:
      - (A) Step 1: in person during a meeting with a Protected Disclosure Officer;
      - (B) Step 2: by email or other written communication to a Protected Disclosure Officer;
      - (C) Step 3: by completing the Whistleblower policy standard form available at the end of this document.
    - (iv) A discloser may also lodge a complaint with a regulator such as ASIC, APRA or the ATO, for investigation.
  - (b) How the Company puts this into practice – careful disclosure
    - (i) If the Company needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk. These reasonable steps include:
      - (A) redacting all personal information or reference to the discloser, and referring to the discloser in gender neutral terms; and
      - (B) undertaking secure record keeping practices and ensuring that access to information relating to the disclosure will be only limited to those directly involved in investigating the disclosure.
    - (ii) Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.
    - (iii) In particular, the Company will take whatever action that is possible consistently with this Policy to ensure that you are not personally disadvantaged for making a report.
    - (iv) However, in practice, other people may be able to guess the discloser's identity even when limited information is shared, and this is out of the control of the Company.
  - (c) How the Company puts this into practice – security of records
    - (i) All files and records created from an investigation will be retained securely.
    - (ii) Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this Policy.
    - (iii) Eligible Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under the Company's disciplinary procedures.

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2. Protection from detrimental acts or omissions
  - (a) Legal protections
    - (i) A person cannot engage in conduct that causes detriment to a discloser (or another person), in relation to a disclosure, if:
      - (A) the person believes or suspects that the discloser (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
      - (B) the belief or suspicion is the reason, or part of the reason, for the conduct.
    - (ii) Examples of detrimental conduct that are prohibited under the law include the following:
      - (A) dismissal of an employee;
      - (B) injury of an employee in his or her employment;
      - (C) alteration of an employee's position or duties to his or her disadvantage;
      - (D) discrimination between an employee and other employees of the same employer;
      - (E) harassment or intimidation of a person;
      - (F) harm or injury to a person, including psychological harm;
      - (G) damage to a person's property;
      - (H) damage to a person's reputation;
      - (I) damage to a person's business or financial position; or
      - (J) any other damage to a person.
    - (iii) Examples of actions that are not detrimental conduct include the following:
      - (A) administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
      - (B) managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.
  - (b) How the Company provides practical protection
    - (i) The Company will not tolerate any detrimental conduct against Eligible Whistleblowers who ask questions or report concerns under this Policy.
    - (ii) If you are subjected to detrimental treatment as a result of making a report under this Policy you should inform a Protected Disclosure Officer, or other officer or senior manager of the Company
    - (iii) Any employee of the Company engaging in detrimental conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). The Company may refer any person that has engaged in detrimental conduct to law enforcement authorities for further investigation.
3. Compensation and other remedies
  - (a) A discloser (or any other employee or person) can seek compensation and other remedies through the courts if:
    - (i) they suffer loss, damage or injury because of a disclosure; and
    - (ii) the entity failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.
  - (b) We encourage disclosers to seek independent legal advice about compensation and other remedies through the courts.

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4. Civil, criminal and administrative liability protection
  - (a) A discloser is protected from any of the following in relation to their disclosure:
    - (i) civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
    - (ii) 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
    - (iii) administrative liability (e.g. disciplinary action for making the disclosure).
  - (b) Note that the protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

# Whistleblower Policy



## Schedule 3 – Special protections under the Taxation Administration Act

### 1. Taxation Administration Act 1953 (Cth) (TAA)

A comprehensive whistleblower protection regime has been inserted into the TAA. If you make a disclosure regarding breaches of tax laws or misconduct in relation to an entity's tax affairs, you will be protected. The amendments will apply retrospectively, in relation to disclosures you make from 1 July 2018 onwards.

### 2. Criteria for protection

The following criteria must be met in order for you to be protected:

Criteria	Requirement
Type of disclosure	You will qualify for protection in relation to a disclosure that you make about an entity or an associate of an entity, by reference to your current or former relationship with the entity. An entity can be an individual, company, partnership, trusts and superannuation entities.
Eligible Whistleblower	You can be a current or former: (a) officer of the entity; (b) employee of the entity; (c) individual who supplies services or goods to the entity (whether paid or unpaid); (d) individual who is an associate (within the meaning of section 318 of the <i>Income Tax Administration Act 1936</i> (Cth)) of the entity; (e) spouse or a child of any individual referred to above; (f) dependent of an individual referred to above or a dependant of the individual's spouse; and (g) individual prescribed by the regulations in relation to the entity.
Subject matter of the disclosure	In order to be an eligible disclosure, your disclosure must assist the Commissioner of Taxation to perform his or her functions or duties under taxation law in relation to the entity about which the disclosure is made. A 'taxation law' is an Act of which the Commissioner has general administration, a legislative instrument made under such Act of the <i>Tax Agent Services Act 2009</i> (Cth) (TASA) or regulations made under the TASA.
Eligible recipient	You must make the disclosure to an eligible recipient. An eligible recipient is someone who is in the position to take some action in relation to the issues raised in a disclosure. An eligible recipient may be: (a) an auditor or member of an audit team conducting an audit, of the financial or tax affairs of an entity; (b) a registered tax agent or BAS agent who provides services to the entity; (c) a person authorised by the entity in relation to the operation of the whistleblower regime; (d) a person or body prescribed in the regulations; (e) if the entity is a body corporate, a director, secretary or senior manager of the body corporate or other employee or officer who has functions or duties in relation to the entity's tax affairs; (f) if the entity is a trust, a trustee of the trust or a person authorised by the trustee to receive whistleblower disclosures; or (g) if the entity is a partnership, a partner or a person authorised by the partner to receive whistleblower disclosures.

# Whistleblower Policy



Criteria	Requirement
Reasonable grounds	You must have reasonable grounds to suspect that the information indicates misconduct or an improper state of affairs or circumstances, in relation to the tax affairs of the entity, and may assist that eligible recipient to perform their functions or duties in relation to that tax affair.
Your disclosure must be in relation to tax affairs of an entity	Your disclosure must be in relation to a tax affair. A 'tax affair' is an affair relating to all taxes imposed by or under, or assessed or collected under, all laws administered by the Commissioner. Such information may include details of non-compliance by the entity.

### 3. Protection under the TAA

Types of protection under the TAA include:

(a) Confidentiality of identity

It is an offence to disclose your identity or to disclose information that is likely to lead to your identification if you are eligible for protection under the TAA. This is designed to protect you from victimisation, career damage or other harm.

Disclosure of your identity is not an offence in the following limited circumstances:

- (i) if it is made to the ATO or AFP;
- (ii) if it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the tax whistleblower regime;
- (iii) if it is made to a person or body prescribed by regulation; or
- (iv) if it is made with the consent of the whistleblower.

(b) Whistleblower immunities

The TAA ensures that you are entitled to a number of immunities if you are eligible for protection under the TAA, including the following:

(i) Disclosure that qualifies for protection is not actionable

You will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure, and no contractual or other remedy may be enforced against you on the basis of any eligible disclosure.

(ii) Information provided in disclosure is not admissible against the whistleblower

Potentially incriminating information that is part of disclosure is prevented from being admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty. This immunity only applies to disclosures made to the Commissioner.

However, the information may be used in evidence against you in proceedings in respect of the falsity of the information.

(iii) Qualified privilege

You are not, in the absence of malice, liable to an action for defamation in respect of the disclosure.

(iv) Contracts may not be terminated for disclosure

You are protected from termination of your employment or of another contract to which you are a party.

# Whistleblower Policy



(c) **Victimisation of whistleblowers prohibited**

It is an offence for a person to victimise you or another person by engaging in conduct that causes detriment where the conduct is based on a belief or suspicion a person has made, may have made or proposes to make or could make a disclosure that qualifies for protection.

'Detiment' is defined broadly, and includes:

- (i) dismissal of an employee;
- (ii) injury of an employee in his or her employment;
- (iii) alteration of an employee's position or duties to his or her disadvantage;
- (iv) discrimination between an employee and other employees of the same employer;
- (v) harassment or intimidation of another person;
- (vi) harm or injury to a person, including psychological harm;
- (vii) damage to a person's property;
- (viii) damage to a person's reputation;
- (ix) damage to a person's business or financial position; and
- (x) any other damage to a person.

(d) **Compensation and other remedies**

Compensation and other remedies are available for you or other individuals who are victimised as a result of or in relation to a disclosure qualifying for protection. A person can seek compensation for loss, damage or injury suffered because of the conduct of a person where:

- (i) the first person engages in conduct that causes any detriment to another person or constitutes the making of a threat to cause detriment to another person (the second person);
- (ii) when the first person engaged in the conduct, the first person believed or suspected that the second person or any other person made, may have made, proposes to make, or could make, a qualifying disclosure; and
- (iii) the belief or suspicion is the reason, or part of the reason for the conduct.

Orders that can be made include:

- (iv) order that requires the first person to compensate the person that has suffered the victimising conduct;
- (v) where the first person is engaged in victimising conduct in connection with his or her position as an employee:
  - (A) requiring the first person and the first person's employer to compensate the person for loss, damage or injury;
  - (B) requiring the first person and the first person's employer jointly to compensate;
  - (C) requiring the first person's employer to compensate the person.
- (vi) an order granting an injunction to stop, prevent or remedy the victimising conduct;
- (vii) an order requiring the first person to apologise;
- (viii) where the victimising conduct consists of termination of employment (wholly or partly), that the person be reinstated;
- (ix) order requiring the first person to pay exemplary damages; and/ or
- (x) any other order that the court thinks is appropriate.

# Whistleblower Policy



## FDC Whistleblower Policy Standard Form

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1. I declare that:
  - (a) I have read and understood the terms of the FDC Group Holdings Pty Limited Whistleblower Policy (Policy) and that it is confidential;
  - (b) this report is made pursuant to the Policy; and
  - (c) this report is about a Disclosable Matter as defined by the Policy.

2. In making this report, I wish to remain anonymous;<sup>1</sup>

Yes  
 No

3. If you ticked no:

- (a) please advise your name, job title and workplace address:

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- (b) I consent to the recipient of this report disclosing my identity to other persons including a designated investigation team (if one is established), the company's officers and the company's external legal advisors.

Yes  
 No

4. Please advise the name of the person who is the subject of this report and accordingly, the Disclosable Matter:

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5. Please advise the job title of the person who is the subject of this report and accordingly, the Disclosable Matter:

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6. Please advise the workplace address of the person who is the subject of this report and accordingly, the Disclosable Matter:

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7. Please outline the details of the misconduct, including dates and places:

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<sup>1</sup> If you wish to remain anonymous, the investigation may be limited. If you tick yes to this question, you should tick no to 3(b).

# Whistleblower Policy



8. Please advise the names of anyone who may substantiate the above allegations:

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9. Please provide any supporting documentation regarding the Disclosable Matter.

These details will assist the company in deciding how best to deal with the disclosure.

They will be referred to a Protected Disclosure Officer.

Not all information is required as part of an initial disclosure. For example, you may decide to contact a Protected Disclosure Officer with high level information in relation to the Disclosable Matter instead.