

IPH Limited Whistleblower Policy

ACN 169 015 838



1. Objective

IPH Limited (ABN 49 169 015 838) (**IPH**) and its related entities (each an **IPH Entity** and collectively the **IPH Group**) are committed to best practice of corporate governance and ethical behaviour in all business activities in the jurisdictions where each IPH Entity operates.

This Whistleblower Policy (this **Policy**) seeks to encourage you to report on any non-compliant conduct within, or that may affect, an IPH Entity. This Policy is a practical tool for helping the IPH Group identify non-compliant conduct that may not be uncovered unless there is a safe and secure means for disclosing such conduct. This Policy (including Appendix A) is not intended to be a summary of legal rights and obligations of specific laws on the subject matter.

This Policy provides information on the following.

Section 2	Scope and jurisdictions
Section 3	Who is eligible to be protected under this Policy?
Section 4	What non-compliant conduct should be reported under this Policy
Section 5	To whom such reports may be made and how they may be made
Section 6	How the IPH Entity will investigate such non-compliant conduct
Section 7	The protections available to eligible persons making a disclosure under this Policy
Section 8	How the IPH Entity will support eligible persons and protect them from detriment

2. Scope and jurisdictions

Appendix A sets out certain whistleblower related laws in countries where an IPH Entity operates. These laws may apply to an eligible person based in that country in addition to this Policy. To the extent this Policy is inconsistent with the relevant legislation which may apply, local whistleblower related legislation will prevail to the extent of such inconsistency.

3. Who is eligible to be protected under this Policy?

This Policy applies to all **Eligible Persons** of an IPH Entity. An **Eligible Person** is or has been any of the following:

- a) a director, officer or employee of the IPH Entity;
- b) a contractor, consultant, supplier or service provider (whether paid or unpaid) to the IPH Entity (or their respective employees or subcontractors);
- c) an associate of the IPH Entity; or
- d) a relative, dependent or spouse of any of the individuals referred to in (a) to (c).



For the purpose of this Policy, a **Whistleblower** is an Eligible Person who makes or attempts to make a disclosure of a **Disclosable Matter** (defined in Section 4) in accordance with this Policy or applicable law.

4. What conduct should be reported?

It is expected that employees, contractors and agents of an IPH Entity who become aware or suspect on reasonable grounds, potential incidences of **Disclosable Matter** will make a report under this Policy.

A **Disclosable Matter** means any non-compliant conduct or state of affairs in relation to an IPH Entity which:

- a) is dishonest, fraudulent or corrupt, including any breach of the **IPH Group Anti-Bribery Policy**;
- b) is illegal or criminal, such as theft, violence, criminal damage against property or any breach of law of any country;
- c) is improper, unethical, or constitutes misconduct, including any breach of the **IPH Group Code of Ethics and Professional Conduct**;
- d) represents a danger to the public or to the financial system, or contravenes relevant legislation or the **IPH Share Trading Policy**. In this regard, IPH is a listed company in the Australian Stock Exchange and relevant legislation in Australia includes:
 - i. the *Corporations Act 2001*;
 - ii. the *Australian Securities and Investments Commission Act 2001*;
 - iii. the *Banking Act 1959*;
 - iv. the *Financial Sector (Collection of Data) Act 2001*;
 - v. the *Insurance Act 1973*;
 - vi. the *Life Insurance Act 1995*;
 - vii. the *National Consumer Credit Protection Act 2009*; or
 - viii. the *Superannuation Industry (Supervision) Act 1993*;
- e) is improper conduct or misconduct in relation to the tax affairs of an IPH Entity (or an associate of the IPH Entity);
- f) is an offence against any law that is punishable by imprisonment for a period of 12 months or more;
- g) is unlawfully discriminatory, including any breach of the **Equal Employment Opportunity Policy** of the IPH Entity;
- h) endangers or may endanger the public or the health or safety of an individual, such as practices which are unsafe, detrimental to the environment, constitute health risks to others or abuse of the property of the IPH Entity, including any breach of the **Workplace Health & Safety Policy** of the IPH Entity;



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- i) constitutes conduct of any type of modern slavery, human trafficking or is otherwise in breach of the **IPH Group Supplier Code of Conduct**; or
 - j) is otherwise potentially damaging or detrimental to the interests of an IPH Entity, including financial or reputational loss.

Disclosable Matters do not generally include minor or “**personal work-related grievances**” (except as set out below). **Personal work-related grievances** are grievances suffered by an individual in relation to his or her employment, or other grievances having implications for the individual personally. Examples of personal work-related grievances include personal conflicts in the workplace, decisions relating to engagement, promotion and termination of employees, and ordinary workplace bullying disputes. Personal work-related grievances should be reported to the Human Resources Department of the relevant IPH Entity, rather than under this Policy.

In some circumstances, a personal work-related grievance may be a Disclosable Matter under relevant whistleblowing legislation, such that this Policy will apply. For example, if:

- a) a personal work-related grievance includes information about non-compliant conduct, or information about non-compliant conduct includes or is accompanied by a personal work-related grievance;
- b) the disclosure relates to information that suggests non-compliant conduct beyond the individual’s personal circumstances;
- c) the individual suffers from, or is threatened with, detriment for making a disclosure; or
- d) the individual seeks legal advice or legal representation about the operation of the whistleblower legislation.

Anyone making a disclosure on a Disclosable Matter should have reasonable and genuine grounds for believing the information disclosed indicates such conduct. Any reports which prove to have been made maliciously or are knowingly false will be investigated (including where the disclosure is made anonymously). A person who makes a disclosure of Disclosable Matter knowing it to be false or being reckless about whether it is false may not be protected under the relevant legislation or this Policy, may have engaged in misconduct and may be subject to disciplinary action, or may be guilty of an offence.

5. Who can I make a report to?

In order to ensure timely investigation and appropriate escalation, each IPH Entity requests that any Disclosable Matter be reported to any of the following officers, listed below:

IPH Group General Counsel

Contact Person:	Philip Heuzenroeder
Telephone:	+61 2 9393 0301
Email:	philip.heuzenroeder@iphltd.com.au

or

the **Managing Director** of the relevant IPH Entity



You may also report the Disclosable Matter to an “officer”, “senior manager”, internal or external auditor, actuary, tax agent or BAS agent of the IPH Entity. An “officer” or “senior manager” of an IPH Entity includes a director or a senior manager who makes or participates in making decisions that affect a substantial part of the business of the IPH Entity.

Under the whistleblowing legislation of some countries, you may under some circumstances report a Disclosable Matter to a public authority (see Appendix A for more information). IPH encourages you to contact the officers listed above or obtain independent legal advice before making such disclosures.

6. How do I make a report?

You may make a report in writing, by telephone or in person, inside or outside of business hours. Please provide as much detail as possible when making the report. You may choose not to reveal your identity when making the report, however, this may affect the ability to investigate the matter properly. Any disclosure made in an anonymous manner should be supported by the provision of all relevant details and evidence to substantiate the disclosure. You may also choose to adopt a pseudonym for the purposes of making a report and not use your true name.

7. Investigation of Disclosable Matter

Each disclosure of Disclosable Matter will be referred to the IPH Group General Counsel. The Group General Counsel will conduct a preliminary review of the Disclosable Matter and determine whether the allegations will be formally investigated.

If the allegations are to be formally investigated, an independent **Investigation Officer** will be appointed. The Investigation Officer will be an impartial individual and will not be any individual who is implicated in the Disclosable Matter described in the report.

All formal investigations will be conducted in strict confidence and in a fair and objective manner, or as is appropriate and reasonable having regard to the nature of the Disclosable Matter and the circumstances. To ensure fair treatment of individuals who are implicated in the disclosure, where appropriate, the individual concerned may be informed of the allegations in the Disclosable Matter and provided with the opportunity to respond. Matters involving potential criminal conduct may be referred immediately to the police or the regulators.

If the Disclosable Matter was not disclosed in an anonymous manner, the Investigation Officer may contact the Whistleblower to find out further information, discuss the investigation process or any other matters as are relevant to the investigation.

If the Disclosable Matter was disclosed in an anonymous manner, the Investigation Officer will conduct the investigation based on the information provided.

8. What protection is available to Whistleblowers?

The IPH Group is committed to the protection of Whistleblowers who make reports of Disclosable Matter. Such protections include the following:

- a) **Protection under relevant legislation**



The IPH Group is committed to comply with relevant legislation that provides protection for Whistleblowers in the jurisdictions in which IPH Entities operate. Relevant legislation in such jurisdictions is set out in Appendix A. However, the countries listed in Appendix A may not be exhaustive, nor is the whistleblowing legislation, as this area of law is continually evolving.

b) Protection of identity and confidentiality

Subject to compliance with legal requirements, the identity of a Whistleblower who submitted a report on Disclosable Matter will be kept confidential, unless the Whistleblower has consented to his or her identity being disclosed, or in certain other situations.

During investigation of the Disclosable Matter, the IPH Entity may disclose information that may lead to the identification of the Whistleblower, but it will take reasonable steps to reduce this risk. Any necessary disclosures of the identity of the Whistleblower or information that may likely reveal the identity of the Whistleblower for the purposes of investigating the matter will be made on a strictly confidential basis.

c) Protection from detriment

The IPH Group strictly prohibits all forms of retaliation against a Whistleblower as a result of making a disclosure within the scope of this Policy or applicable legislation.

Each IPH Entity will take reasonable steps to ensure Whistleblowers are protected from detriment resulting from retaliation due to the disclosure of Disclosable Matter. These include protection from termination of employment, disciplinary action, performance management, alteration of the Whistleblower's duties to his or her disadvantage, harassment, intimidation, bullying, harm or injury (including reputation and psychological harm) to the Whistleblower or the Whistleblower's property, or his or her financial position, or unlawful discrimination.

A Whistleblower who considers himself or herself at risk of retaliation, has been retaliated against, or is concerned about how this Policy applies to his or her disclosure should first raise this with the person within the IPH Entity to whom he or she disclosed the Disclosable Matter, or with the Group General Counsel of IPH Limited.

d) Protection of files and records

Each IPH Entity will keep all files, records and information relating to the Disclosable Matter or created from the investigation of the disclosure strictly confidential and secure.

e) Support

The IPH Group recognises that reporting on Disclosable Matter may be stressful. A Whistleblower who is the employee or former employee of an IPH Entity may liaise with the person to whom the Disclosable Matter was disclosed to access support services, including independent counselling services, funded by the IPH Entity.

9. How this Policy may be accessed

Each IPH Entity will publish this Policy on their intranet and IPH Limited will publish this Policy on its website.

If you have any questions or comments regarding this Policy, you can contact the [Group General Counsel of IPH Limited](#) via the following methods.



Company: IPH Limited ABN 49 169 015 838
Contact Person: Philip Heuzenroeder, Group General Counsel
Postal Address: Level 22, Tower 2, Darling Park
201 Sussex Street
Sydney NSW 2000 Australia
Telephone: +61 2 9393 0301
Facsimile: +61 2 9261 5486
Email: philip.heuzenroeder@iphltd.com.au

10. Review

This Policy will be reviewed every 12 months.

Revision history / version	Date	Summary of changes	Author
1.0	October 2019		PMH
2.0	May 2022	General update	SAM
3.0	August 2022	Updated to include reference to multiple jurisdictions	SAM



Appendix A

This Appendix A sets out the whistleblowing related laws in jurisdictions where an IPH Entity may operate. The countries listed below are not exhaustive, nor are the relevant whistleblowing related laws.

ANZ	Australia New Zealand
Asia	China Hong Kong Indonesia Malaysia Singapore
North America	Canada

ANZ

Australia

The Australian *Corporations Act 2001 (Cth)* (the **Act**) may provide protection to “**Protected Disclosures**” (as defined under the Act), in addition to this Policy.

In addition, there may be protection under certain circumstances under the *Taxation Administration Act 1953 (Cth)* (the **TAA**).

a) Protected Disclosures

To be protected under the Act, a Protected Disclosure must be in relation to a Disclosable Matter (such as those set out under Section 4 of this Policy) and disclosed to an eligible recipient (such as those set out under Section 5 of this Policy).

Personal work-related grievances generally do not qualify for protection under Australian whistleblowing legislation but may be protected under other legislation, such as the Australian *Fair Work Act 2009*.

b) Eligible Recipients

In addition to the recipients identified in Section 5, under the Australian whistleblowing legislation, you may also disclose Disclosable Matter directly to:

- i. a law enforcement body, a regulator (such as, the Australian Securities & Investment Commission (ASIC) or the Australian Prudential Regulation Authority (APRA)), or another prescribed government agency in accordance with relevant law;



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- ii. a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblowing legislation;
 - iii. a Member of an Australian Parliament or a professional journalist, if the disclosure is a “**Public Interest Disclosure**” or an “**Emergency Disclosure**” as follows:

A **Public Interest Disclosure** may be made to a Member of an Australian Parliament or a professional journalist where:

- at least 90 days have passed since a Whistleblower made a disclosure to ASIC, APRA or another Australian Commonwealth government agency;
- the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- the Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- the Whistleblower has provided written notice to ASIC, APRA or the relevant Australian Commonwealth government agency before making the Public Interest Disclosure.

An **Emergency Disclosure** may be made to a Member of an Australian Parliament or a professional journalist where:

- a Whistleblower has previously made a disclosure of information to ASIC, APRA or another Australian Commonwealth government agency;
- the Whistleblower 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; and
- the Whistleblower has provided written notice to ASIC, APRA or the relevant Australian Commonwealth government agency before making the Emergency Disclosure.

IPH encourages you to contact the IPH officers listed in Section 5 or obtain independent legal advice before making any Public Interest Disclosures or Emergency Disclosures under the Australian whistleblowing legislation.

c) Protection under legislation

In Australia, the Act and the TAA give protection to disclosures of Disclosable Matter, provided certain conditions are met in the relevant legislation. Broadly, such protection includes:

- i. the Whistleblower will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- ii. no contractual or other right or remedy may be enforced or exercised against the Whistleblower based on the disclosure;
- iii. under some circumstances, the information disclosed may not be admissible against the Whistleblower in criminal proceedings or in proceedings concerning penalties for corporate misconduct (other than proceedings that are concerned with whether the information is false);



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- iv. a person who causes or threatens to cause detriment to the Whistleblower in the belief or suspicion that he or she has made, may have made or proposes to make a disclosure of Disclosable Matter, may be guilty of an offence or liable for damages;
 - v. under the TAA, unless the Whistleblower has acted unreasonably, a Whistleblower cannot be ordered to pay costs in any proceedings in relation to the disclosure of Disclosable Matter;
 - vi. the identity of the Whistleblower does not need to be disclosed to a court or tribunal, unless the court or tribunal considers it necessary;
 - vii. the identity of the Whistleblower will be kept confidential when the Disclosable Matter is reported to ASIC, APRA, the police or a lawyer for the purpose of obtaining legal advice or representation in relation to the Disclosable Matter;
 - viii. the person receiving the report of Disclosable Matter commits an offence if he or she discloses the identity of the Whistleblower, or any information that is likely to identify the Whistleblower, without the consent of the Whistleblower, to any person or entity except to ASIC, APRA, the police or a lawyer for the purpose of obtaining legal advice or representation in relation to the Disclosable Matter;
 - ix. the Whistleblower can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the relevant entity failed to prevent a person from causing such detriment; and
 - x. if the conditions set out above are met with respect to Public Interest Disclosures and Emergency Disclosures, the Whistleblower who has made such disclosures will be protected under the Australian whistleblowing legislation.

The protection granted by the Act, TAA and other related legislation is not absolute and is subject to specific requirements as per the Act, the TAA and the relevant legislation.

New Zealand

The New Zealand *Protected Disclosures Act 2000* (the **PDA**) may provide protection to eligible disclosures under the PDA in addition to this Policy.

a) Protected Disclosures

To be protected under the PDA:

- i. the disclosure must be done in accordance with this Policy, in relation to “serious wrongdoings” (such as those set out under Section 4 of this Policy) and disclosed to recipients set out in Section 5 of this Policy;
- ii. the Whistleblower must reasonably believe that the information is true or likely to be true; and
- iii. the Whistleblower would like to have the matter investigated.

The PDA does not apply where the Whistleblower has made an allegation which he or she knows to be false or otherwise in bad faith. However, if the Whistleblower believes on reasonable grounds about the serious wrongdoing by the organisation, but the belief is mistaken, protection may still be available under the PDA.



In certain circumstances, disclosure of information may be made to an appropriate authority as prescribed by the PDA. IPH encourages you to contact the IPH officers listed in Section 5 or obtain independent legal advice before making such disclosures.

b) Protection under legislation

In New Zealand, the PDA gives protection to disclosures of Disclosable Matter, provided certain conditions are met in the relevant legislation. Broadly, such protection includes:

- i. personal grievance claims under the *Employment Relations Act 2000* if the Whistleblower is an employee and has suffered retaliatory action from the employer or former employer;
- ii. immunity from civil and criminal proceedings for making the disclosure; and
- iii. the identity of the Whistleblower must be kept confidential by the best endeavours of the information recipient, unless the Whistleblower has provided written consent, or otherwise allowed by the PDA.

The protection granted by the PDA and related legislation is not absolute and is subject to specific requirements as per the PDA and the relevant legislation.

Asia

China

There are no overarching laws with respect to whistleblowing in China. In addition to this Policy, the disclosure under this Policy may be protected under some Chinese laws, to the extent applicable, these may include the following:

- *Personal Information Protection Law*

The protection granted by the above legislation is not absolute and is subject to specific requirements as per the relevant legislation.

Hong Kong

There are no overarching laws with respect to whistleblowing in Hong Kong. In addition to this Policy, the disclosure under this Policy may be protected under some Hong Kong laws, to the extent applicable, these may include the following:

- *Prevention of Bribery Ordinance*
- *Employment Ordinance*
- *Various Discrimination Ordinance, including with respect to sex, disability, family status and race*
- *Securities and Future Ordinance*
- *Competition Ordinance*
- *Drug Trafficking (recovery of Proceeds) Ordinance*



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- *Serious Crimes Ordinance*
 - *United National (Anti-Terrorism Measures) Ordinance*
 - *Personal Data (Privacy) Ordinance*

The protection granted by the above legislation is not absolute and is subject to specific requirements as per the relevant legislation.

Indonesia

There are no overarching laws with respect to whistleblowing in Indonesia. In addition to this Policy, the disclosure under this Policy may be protected under some Indonesian laws, to the extent applicable, these may include the following:

- *Employment Law No. 13 of 2003 (as amended by Job Creation Law No. 11 of 2020)*
- *Witness and Victims Protection Law No. 13 of 2006*
- *Guideline on Prevention of Sexual Harassment at Workplace (Circular Letter of the Ministry of Manpower No. SE03/MEN/IV/2011)*

The protection granted by the above legislation is not absolute and is subject to specific requirements as per the relevant legislation.

Malaysia

The Malaysian *Whistleblower Protection Act 2010* (the **WPA**) may provide protection to eligible disclosures under the WPA in addition to this Policy. Protection under the WPA generally covers the following areas:

- **Confidentiality of information.** For example, information on identity, occupation, residential address, place of employment, etc.;
- **Immunity from civil or criminal action that are imposed on the Whistleblower.** For example, a Whistleblower cannot be sued or prosecuted by the party of whose improper conduct he or she has disclosed; and
- **Protection against detrimental action.** For example, if a Whistleblower has given information about a corrupt employer, he or she is protected under the WPA against dismissal from work by the employer.

The protection granted by the WPA and related legislation is not absolute and is subject to specific requirements as per the WPA and the relevant legislation.

Singapore

There are no overarching laws with respect to whistleblowing in Singapore. In addition to this Policy, the disclosure under this Policy may be protected under some Singapore laws, to the extent applicable, these may include the following:

- *Companies Act 1967*



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- *Prevention of Corruption Act 1960*
 - *Corruption, Drug Trafficking and other Serious Crimes (Confiscation of Benefits) Act 1992*
 - *Terrorism (Suppression of Financing Act) 2002*
 - *Misuse of Drugs Act 1973*
 - *Personal Data Protection Act 2012*

The protection granted by the above legislation is not absolute and is subject to specific requirements as per the relevant legislation.

North America

Canada

There are no overarching laws with respect to whistleblowing in Canada. In addition to this Policy, the disclosure under this Policy may be protected under some Canadian laws, to the extent applicable, these may include the following:

- *Criminal Code*, R.S.C., 1985, c. C-46
- *Competition Act*, RSC 1985, c C-34, ss, 66.1, 66.2
- Provincial Occupational Health and Safety laws, including the *Occupational Health and Safety Act* (Ontario), *Act Respecting Occupational Health and Safety* (Quebec), *Occupational Health and Safety Act* (Alberta) and the *Workers Compensation Act* (B.C.)
- Provincial Human Rights Legislation, including the *Ontario Human Rights Code* (Ontario), *Charter of Human Right and Freedoms* (Quebec), *Alberta Human Rights Act* (Alberta) and the *Human Rights Code* (B.C.)

The protection granted by the above legislation is not absolute and is subject to specific requirements as per the relevant legislation.





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