

# **WHISTLEBLOWER POLICY**

## **Effective 4 December 2019**

MAINSTREAM GROUP HOLDINGS  
LIMITED

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## INTRODUCTION AND PURPOSE

Mainstream Group Holdings Limited (Mainstream, the Company) prides itself on creating an environment that promotes adherence to compliance and legislative requirements, encourages ethical and professional behaviour and enables individuals to raise issues and concerns without fear of retribution.

The purpose of this Policy is to encourage the disclosure of wrongdoing while ensuring individuals who disclose wrongdoing can do so safely with confidence they will be supported and protected.

In the event where an individual raises a concern, Mainstream will:

- › Treat whistleblower reports seriously
- › Take all practicable action to ensure a whistleblower is not disadvantaged by having made a report. This includes protection from:
  - › Any form of harassment or discrimination;
  - › Current or future bias; and
  - › Dismissal or demotion if they are an employee.

This Policy is to be read in conjunction with the Mainstream Code of Conduct.

## SCOPE

The Mainstream Whistleblower Policy provides details on the reporting and handling of any disclosure of wrongdoing. The Policy applies to individuals who could be directors, employees and contractors of Mainstream and its subsidiaries as well as others with a connection to Mainstream such as suppliers.

# DEFINITIONS

## Discloser(s)

Discloser(s) refers to the persons eligible to make a disclosure protected by Whistleblower Laws.

These persons include:

- (a) A current or former officer or employee
- (b) A supplier or service provider
- (c) An associate of Mainstream
- (d) A relative, dependant or spouse of an individual listed above

## Disclosable Matter(s)

Disclosable Matter(s) refers to the types of matters which are protected by Whistleblower Laws and the terms of this Policy where the Discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or its related bodies corporate. These types of Disclosable Matters would include concerns that the Company, its related bodies corporate or employees or officers of the Company or its related bodies corporate, have engaged in conduct that:

- › Is dishonest, unethical, fraudulent, corrupt, negligent or constitutes a breach of trust or a breach of duty;
- › Fails to comply with or breaches regulations or laws;
- › constitutes a contravention of the *Corporations Act 2001*, the *ASIC Act*, the *Superannuation Industry (Supervision) Act 1993*, the *Banking Act 1959* or any insurance or life insurance statutes;
- › constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- › Represents a danger to the public or the financial system.

The disclosure of information related to a personal work-related grievance is not generally protected by Whistleblower Laws. Therefore, this Policy does not cover the disclosure of a personal work-related grievance where:

- (a) the information concerns a grievance in relation to the Discloser's employment or former employment which has implications for the Discloser personally; and
- (b) the information does not have significant implications for the Company that do not relate to the Discloser.

Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.

## **Whistleblower Laws**

Whistleblower Laws refers to the protections contained in Part 9.4AAA of the *Corporations Act 2001*.

## **Whistleblowing Officer**

The Company's Whistleblowing Officers are the Head of Risk and Compliance and the Head of HR.

# **WHISTLEBLOWER REPORTING**

## **Who can a Disclosable Matter be reported to?**

In order to be protected by Whistleblower Laws, the disclosure must be made to an eligible recipient listed below:

- (a) Australian Securities and Investments Commission (ASIC) or Australian Prudential Regulation Authority (APRA);
- (b) a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws;
- (c) an officer or senior manager of the Company or its related bodies corporate;
- (d) an auditor or member of an audit team conducting an audit on the Company or its related bodies corporate; and/or
- (e) a Whistleblowing Officer.

## **How do I report a Disclosable Matter under the Mainstream whistleblower program?**

To make a disclosure under the Mainstream whistleblower program an email should be sent to [whistleblower@mainstreamgroup.com](mailto:whistleblower@mainstreamgroup.com). This email address is accessed by the Head of Risk and Compliance and the Head of HR as the designated Whistleblowing Officers. You should provide as much information as possible to support your disclosure. This may include:

- › what/how you believe the Disclosable Matter has occurred;
- › names of people you believe are involved in the suspected Disclosable Matter; and
- › when the suspected Disclosable Matter occurred.

Should the person reporting the Disclosable Matter wish to remain anonymous, a letter outlining the concerns should be addressed to:

***Chair of Audit and Risk Committee***  
**Mainstream Group Holdings Limited**  
**Level 1, 51-57 Pitt St**  
**Sydney NSW 2000**

An email can be sent to the Chair of the Audit and Risk Committee at [auditchair@mainstreamgroup.com](mailto:auditchair@mainstreamgroup.com)

It is important to note that an anonymous whistleblower report may preclude the Company's ability to properly investigate the matter and prevent feedback being provided to you with respect to the outcome of the investigation.

## **Confidentiality**

Where a disclosure is made under this Policy Mainstream will not disclose the identity of the Discloser or release information that is likely to lead to the identification of the Discloser.

Mainstream may only disclose the identity of a Discloser with the Discloser's consent or to ASIC, APRA, the Australian Federal Police (AFP) or a legal practitioner for the purposes of obtaining legal advice about the Whistleblower Laws.

The existence of a Disclosable Matter will be disclosed to the below people to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser's identity could be discovered:

- › the Chief Executive Officer or the Chief Financial Officer;
- › the Chair of the Audit and Risk Committee;
- › HR team members or other managers to make inquiries or to conduct investigations or order external investigations as is deemed appropriate; and
- › to respondents to complaints to ensure that the person/s against whom allegations are made are given the opportunity to respond to any allegations.

# **INVESTIGATIONS**

The Company will refer Disclosable Matters to its Whistleblowing Officers for investigation to determine whether misconduct or some other improper state of affairs exists.

The designated Whistleblowing Officer will investigate the relevant matters in a manner that is objective, fair and compliant with the confidentiality obligations outlined in this Policy.

The Whistleblowing Officer may alternatively:

- › appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
- › refer the disclosure directly to ASIC, APRA or the AFP.

Whilst every investigation process will differ according to the relevant circumstances, the Whistleblowing Officers will ordinarily ensure that appropriate enquiries are made to determine:

- (a) whether the allegations are substantiated;
- (b) the nature and scope of the investigation;
- (c) whether responsive action needs to be taken in order to address any established misconduct or other improper state of affairs;
- (d) the nature of any external advice that may be required to support the investigation; and
- (e) the timeframe for the investigation.

The Whistleblowing Officers will keep the Discloser informed of the progress and outcome of the investigation as appropriate.

If Mainstream concludes that a Discloser has deliberately made a false disclosure, they will be subject to disciplinary or legal action.

## **SUPPORTING WHISTLEBLOWERS, PROVIDING FAIR TREATMENT AND PROTECTION FROM DETRIMENT**

Mainstream will support Disclosers making disclosures and put in place procedures to promote fair treatment of Disclosers and protect them from detriment.

In circumstances where a Discloser consents, Mainstream will appoint an appropriate senior manager or human resources officer to monitor the Discloser's treatment in the workplace for relevant periods to ensure no victimisation takes place.

If a Discloser makes a disclosure protected by Whistleblower Laws, the Discloser cannot be subject to any civil or criminal liability for making the disclosure and cannot be subject to any contractual breach or other civil claim on the basis of the disclosure.

No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.

Whistleblower Laws prohibit any person or company from:

- (a) engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws; or
- (b) carrying out any threats to cause detriment to any person (whether express or implied threats) because the that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws.

Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.

Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.

## **POLICY COMPLIANCE**

### **Reporting and monitoring**

The Whistleblowing Officers will provide periodic reporting to the Company's Audit and Risk Committee with respect to any Disclosable Event(s) and the outcomes from any Discloser education and training.

If a Discloser who reports a Disclosable Event considers that their disclosure has not been dealt with in accordance with this Policy, or that they have been subject to retribution or other detriment as a result of making the disclosure, should escalate the matter to the Whistleblowing Officers in the first instance or otherwise to the Chair of the Audit and Risk Committee. The Whistleblowing Officers, in



consultation with the Chair of the Audit and Risk Committee, will determine the most appropriate course for handling the matter, which may include informal resolution options or a formal investigation.

Any matters of a criminal nature will be reported by the Whistleblowing Officers, in consultation with the Chair of the Audit and Risk Committee, to the police and, if appropriate, other appropriate regulatory authorities.

## **Non-compliance**

This Policy sets out the minimum standards required for Disclosers.

Persons who cause, or threaten to cause, detriment to a whistleblower, or who directly or indirectly cause the identity of a whistleblower to be made known, may be subject to disciplinary action up to and including termination of employment or engagement. Such persons may also be found to be civilly or criminally liable.

## **ACCESS TO THIS POLICY**

This Policy will be made available to all the Company's employees and officers via the Company intranet. This Policy will also be available on the Company's website.

All of the Company's employees are required to undergo annual training on the Company's whistleblowing program.

For further information regarding this Policy and Mainstream's whistleblower program please contact the Company's Whistleblowing Officers at [whistleblower@mainstreamgroup.com](mailto:whistleblower@mainstreamgroup.com).