



QUALITAS

Whistleblower Policy

Qualitas Group

1. Introduction and Purpose

Qualitas is committed to creating and maintaining a culture of risk management, corporate compliance and ethical behaviour in which its staff members act with responsibility, accountability, honesty and integrity in the conduct of business activities.

Qualitas seeks to promote a culture that expects and encourages the disclosing of 'Disclosable Matters'.¹

The *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Tax Administration Act 1953* (Cth) (**Tax Administration Act**) provide for protections for whistleblowers (**Whistleblower Protection Scheme**).

The purpose of this policy is to set out information relating to the Whistleblower Protection Scheme, including information about:

- (a) the types of disclosures that qualify for protection;
- (b) the protections available to 'Eligible Whistleblowers'²;
- (c) who disclosures can be made to and how they can be made;
- (d) how Qualitas will support Eligible Whistleblowers and protect them from detriment;
- (e) how Qualitas will investigate disclosures;
- (f) how Qualitas will ensure fair treatment of employees who are the subject of or are mentioned in disclosures; and
- (g) how this Policy is to be made available to officers and employees of Qualitas.

This Policy is available on the Qualitas intranet under 'Policies and Procedures'.

2. Scope - what disclosures are protected?

A disclosure will 'qualify' for protection under the Whistleblower Protection Scheme if:

- (a) it is a disclosure by an Eligible Whistleblower to:
 - (i) ASIC, APRA, the Commissioner of Taxation (in relation to tax matters), a prescribed Commonwealth authority or a legal practitioner (to obtain legal advice or legal representation about the operation of the Whistleblower Protection Scheme); or
 - (ii) an 'Eligible Recipient'³; and
- (b) the Eligible Whistleblower has 'reasonable grounds' to 'suspect' that the disclosed information concerns a 'Disclosable Matter'.

Public interest and emergency disclosures also qualify for protection – see Annexure A for more detail.

¹ Refer to Section 5 for a definition of 'Disclosable Matters'.

² Refer to Section 3 for a definition of 'Eligible Whistleblowers'.

³ Refer to Section 7 for a definition of 'Eligible Recipient'.



3. Who can make a disclosure?

Under the Whistleblower Protection Scheme:

- (a) employees or officers (including, but not limited to, employees who are permanent, part-time, fixed-term or temporary);
- (b) individuals who supplied paid or unpaid goods and services (including contractors);
- (c) employees of a person that supplied paid or unpaid goods or services; and
- (d) individuals who are an associate;

of an Australian based company within the Qualitas group (**Eligible Whistleblower**), are able to make a disclosure. An Eligible Whistleblower also includes an individual who previously held any of the above positions or functions or who is a relative of the individuals set out above or a dependent of one of those individuals or of the spouse of such an individual.

Whilst this policy applies to all entities within the Qualitas group, because Qualitas may operate in foreign countries, with different laws, this Policy is subject to applicable local laws. If any local laws are in any way inconsistent with this Policy, or impose a higher level of protection than this Policy, the approach set out in the Policy may be adapted to take account of those local laws.

4. Responsibility to disclose

Qualitas has a culture of honest and ethical behaviour. Qualitas will not tolerate conduct that is reportable under this Policy. It therefore expects that any of its employees, contractors or officers who become aware of Disclosable Matters, will make a disclosure.

5. What information will be a 'Disclosable Matter'?

Issues that are not about 'Disclosable Matters' are not covered by this Policy and do not qualify for protection under the Whistleblower Protection Scheme. However, such disclosures may be protected under other legislation, such as the *Fair Work Act 2009* (Cth) (for example personal work-related grievances – see below) and may be managed under separate mechanisms and policies including Qualitas' human resources policies and Qualitas' 'Work Health and Safety Policy'. Qualitas will determine if it is appropriate for the disclosure to be dealt with under one of these policies.

Under the Whistleblower Protection Scheme, a 'Disclosable Matter' is information that:

- (a) concerns misconduct or an improper state of affairs or circumstances relating to Qualitas or one of its related bodies corporate (including in relation to tax affairs);
- (b) indicates Qualitas, a related body corporate, or one of their officers or employees has engaged in conduct that:
 - constitutes an offence against, or a contravention of, the Corporations Act, Australian Securities and Investments Commission Act 2001 (Cth), Banking Act 1959 (Cth), Financial Sector (Collection of Data) Act 2001 (Cth), Insurance Act 1973 (Cth), Life Insurance Act 1995 (Cth), National Consumer Credit Protection Act 2009 (Cth), Superannuation Industry (Supervision) Act 1993 (Cth), or any instrument made under these acts;

- constitutes an offence against or a contravention of any other law of the Commonwealth that is punishable by imprisonment for 12 months or more;
- represents a danger to the public or financial system; or
- is prescribed by regulation.

By way of example, Qualitas considers the following types of matter fall within the scope of this Policy:

- (a) dishonest behaviour;
- (b) fraudulent activity;
- (c) unlawful, corrupt or irregular use of Qualitas' or its clients' funds;
- (d) unlawful, corrupt or irregular practices, including offering or accepting bribes;
- (e) illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against Qualitas or its employees, contractors or officers (or their property));
- (f) unethical behaviour, including anything that could constitute a material breach of Qualitas' code of conduct;
- (g) improper or misleading accounting or financial reporting practices; or
- (h) any other conduct which may cause loss to Qualitas and/or its clients, or be otherwise detrimental to the interests of Qualitas and/or its clients.

Matters that are Disclosable Matters do not necessarily involve a contravention of a law. For example, *'misconduct or an improper state of affairs or circumstances'* could involve conduct that, whilst not unlawful, indicates a systemic issue of concern that the relevant regulator should know about to properly perform its functions. Also, 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.

An Eligible Whistleblower who makes a disclosure must have *'reasonable grounds to suspect'* the information to qualify for protection. This means that even if a disclosure turns out to be incorrect, the protections will still apply provided the Eligible Whistleblower had *'reasonable grounds to suspect'*.

6. Personal work-related grievances

A disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that the information disclosed:

- (a) concerns a personal work-related grievance of the Eligible Whistleblower; and
- (b) does not concern a contravention, or an alleged contravention of the detriment provisions referred to in Section 10(a) of this Policy.

A disclosure is a *'personal work-related grievance'* if:

- (a) the information concerns a grievance about a matter relating to the Eligible Whistleblower's employment, or former employment, having (or tending to have) implications for the Eligible Whistleblower personally; and
- (b) the information:
 - does not have significant implications for Qualitas, or another regulated entity, that do not relate to the Eligible Whistleblower; and
 - does not concern conduct, or alleged conduct, referred to in Section 5 of this Policy.

Examples of personal work-related grievances include:

- (a) an interpersonal conflict between the Eligible Whistleblower and another employee;
- (b) a decision relating to the employment, transfer or promotion of the Eligible Whistleblower;
- (c) a decision relating to the terms and conditions of employment of the Eligible Whistleblower;
- (d) a decision to suspend or terminate the employment of the Eligible Whistleblower, or otherwise to discipline the Eligible Whistleblower.

However, a personal work-related grievance may still qualify for protection if:

- (a) it relates to a Disclosable Matter and a personal work-related grievance (i.e. if it is a mixed disclosure);
- (b) the Eligible Whistleblower seeks legal advice or legal representation about the operation of the protections under the Whistleblower Protection Scheme.

7. Procedure for making a disclosure

For the protections under the Whistleblower Protection Scheme to apply, a disclosure must be made directly to an Eligible Recipient – their role is to receive disclosures that qualify for protection. These people are detailed below. An Eligible Whistleblower's disclosure qualifies for protection from the time it is made to an Eligible Recipient, regardless of whether the Eligible Whistleblower or the Eligible Recipient recognises that the disclosure qualifies for protection at that time.

If the Eligible Whistleblower is unsure about how to make a disclosure, or the Eligible Whistleblower would like additional information before formally making a disclosure to an Eligible Recipient, the Eligible Whistleblower can contact one of Qualitas' Whistleblower Protection Officers.

There are several avenues for making a disclosure.

Eligible Recipients within Qualitas

Qualitas encourages the Eligible Whistleblower to make a disclosure internally to the persons set out below (referred to as **Authorised Recipients**) – each of whom has relevant experience to deal with such matters.

Authorised Recipients can be contacted in the following ways:

- Global Head of Investment and Funds Risk, Tim Johansen, by email: Tim.Johansen@qualitas.com.au;
- Chair of the Audit, Risk & Compliance Committee, Mary Ploughman, by email: maryploughmantate@gmail.com; or
- Chair of the Trustee Board, Lewis Bearman, by email: lbearman64@gmail.com.

If a disclosure involves all Authorised Recipients, a disclosure should be made to the Chair of Qualitas' Board, Andrew Fairley, who is also authorised to receive disclosures. Andrew may be contacted through any of the following methods:

- by email: andrew@boroko.au; or
- by telephone: **+61 419 514 713**.

Where the Eligible Whistleblower does not consider it to be appropriate, or where the Eligible Whistleblower does not feel comfortable making an internal disclosure, the disclosure can be made using Qualitas' external, independent whistleblower service, **Your Call**.

A disclosure to Qualitas' external, independent whistleblower service may be made through any of the following methods:

- by phone: **1300 790 228**;
- by website: <https://www.whistleblowing.com.au/>; or
- by website (via the direct link): <https://secured1.yourcall.com.au/>.

A disclosure to Your Call may be made anonymously, if desired, using any of these methods. However, this may impact Qualitas' ability to investigate the matters in the disclosure.

Your Call will be available to receive calls **between 9am and midnight, seven days per week, excluding national public holidays**. Calls are not recorded.

The operators taking the call on this dedicated hotline are not associated with Qualitas. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Eligible Whistleblowers will be provided with a confidential reference number by the call operator.

The call operator will prepare a report which details the matter disclosed by the Eligible Whistleblower. All **Your Call** reports will be forwarded to the Whistleblower Protection Officer (**WPO**), subject to applicable confidentiality requirements. Your Call will only pass on the information and/or identity of the Eligible Whistleblower with the prior consent of the Eligible Whistleblower.

Disclosures should describe the grounds for the disclosure and provide as much detail as possible of all relevant facts and supporting documentation (if available).

If the Eligible Whistleblower does not feel comfortable raising their disclosures with an Authorised Recipient, or through Your Call, a disclosure may also be made (in person or in writing) to any of the following people:

- (a) any Qualitas group member's officers or senior managers (for example, this includes the CEO, CFO etc); or

- (b) any Qualitas group member's internal or external auditors or actuaries (including a member of an audit team conducting an audit).

Disclosure to external regulatory bodies, legal practitioners and journalists/members of Parliament

While Qualitas encourages Eligible Whistleblowers to make disclosures internally, an Eligible Whistleblower may choose to make disclosures to external parties in certain circumstances. See Annexure A for more information about this.

8. Anonymous Disclosures

An Eligible Whistleblower can choose to make a disclosure anonymously and to remain anonymous over the course of the investigation and after the investigation is finalised. For example, they may do so because of concerns about their identity becoming known. This could include not answering questions that they feel could reveal their identity.

If such concerns exist, an Eligible Whistleblower may prefer to adopt a pseudonym for the purposes of their disclosure (not their true name) – or to create an anonymous email address to submit their disclosure to an Authorised Recipient. Regardless, anonymous disclosures are still capable of being protected under the Whistleblower Protection Scheme.

Making a disclosure anonymously may hinder our ability to fully investigate a matter. For this reason, we encourage anonymous disclosers to maintain ongoing two-way communication with us (such as via an anonymous email address), so that we can ask follow-up questions or provide feedback.

9. Investigating a disclosure

Where a disclosure is made to an internal Eligible Recipient or to Your Call, the disclosure will be handed to either the Global Head of Investment and Funds Risk or the Chair of the Audit, Risk & Compliance Committee (each being a whistleblower protection officer or **WPO**), unless it relates to one of those individuals in which case it will be handed to the Chair of Qualitas' Board (also a **WPO** in those circumstances).

The WPO will acknowledge receipt of a disclosure within a reasonable period, assuming the 'Eligible Whistleblower' can be contacted (including through anonymous channels or through YourCall). The WPO will assess disclosures to determine whether:

- (a) they fall within the Whistleblower Protection Scheme; and
- (b) an investigation is required – and if so, how that investigation should be carried out, the nature and scope of the investigation, who should lead it (including whether an external investigation is appropriate), the nature of any technical, financial or legal advice that may be required to support the investigation and the anticipated timeframe for the investigation. Each investigation will be different which will impact the applicable timeframe. However, Qualitas' intent is to complete an investigation as soon as practicable.

If deemed necessary, the WPO will hand the disclosure to the Whistleblower Investigation Officer (**WIO**) who will be responsible for any investigation of the disclosure. Where the WIO deems necessary, the WIO may use an appropriate, independent external party to investigate, either in conjunction with the WIO or independently.

Where practicable, Qualitas will keep the Eligible Whistleblower informed of the steps taken or to be taken (or if no action is to be taken, the reason for this), including when the investigation

has begun, and provide appropriate updates (at least monthly) while the investigation is in progress and after the investigation has been finalised. The frequency and timeframe of any updates may vary depending on the nature of the disclosure. Qualitas will also have regard to confidentiality considerations when providing updates. However, the extent of the information provided, or whether it will be provided at all, will be subject to applicable confidentiality considerations, legal obligations and any other factors Qualitas considers relevant in the particular situation.

Qualitas may not be able to undertake an investigation, or provide information about the process etc, if it is not able to contact the discloser, for example, if a disclosure is made anonymously and has not provided a means of contact.

Where appropriate, Qualitas will report any findings from an investigation to its Audit, Risk & Compliance Committee. The method for documenting and reporting the findings of an investigation will depend on the nature of the disclosure – but may include a summary report of the findings. Any reporting of findings will have regard to applicable confidentiality obligations. There may be circumstances where it may not be appropriate to provide details of the outcome to the Eligible Whistleblower.

10. Protection of Whistleblowers

Important protections relating to confidentiality and detriment apply to Eligible Whistleblowers who report Disclosable Matters (including those who make an anonymous disclosure) in accordance with the Whistleblower Protection Scheme outlined in this Policy. The protections apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

Qualitas takes contraventions of these protections very seriously and will take disciplinary action against anyone for doing so. If an Eligible Whistleblower has any particular concerns about this, they can raise them with a WPO.

Civil and criminal sanctions also apply for breaches of these protections.

(a) No detrimental treatment or threats

Qualitas is committed to ensuring that an Eligible Whistleblower who makes a disclosure will not suffer detriment, including if the disclosure is subsequently determined to be incorrect or unsubstantiated.

The protections make it unlawful for a person to engage in conduct against another person that causes or will cause a detriment:

- (i) in circumstances where the person believes or suspects that the other person or a third person made, may have made, proposes to make or could make a qualifying disclosure; and
- (ii) if the belief or suspicion held by that person is the reason or part of the reason for their conduct.

Threats of detriments will also be unlawful if the person making the threat intended to cause fear that a detriment would be carried out or was reckless as to whether the person against who it was directed would fear the threatened detriment being carried out.

Threats may be express or implied, conditional or unconditional. An Eligible Whistleblower (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out. **Qualitas will not tolerate, and is committed to taking all reasonable steps to ensure that an Eligible Whistleblower will not be subject to, any form of victimisation or detriment. Any staff member who retaliates, victimises or causes detriment to an Eligible Whistleblower may be subject to disciplinary action which may include termination of employment.**

Examples of victimisation or detrimental treatment include actual or threatened: dismissal, injuring an employee in their employment, altering an employee's position or duties to their disadvantage, discriminating between an employee and other employees, harassing or intimidating a person, harming or injuring a person, damaging a person's property, reputation, business or financial position, or any other damage to a person.

It may be necessary during the course of an investigation to take reasonable administrative action to protect an Eligible Whistleblower from detriment (e.g. changing the Eligible Whistleblower's reporting line if the disclosure relates to a manager). Such conduct will not be detrimental conduct. A disclosure will also not prohibit Qualitas from managing (in the ordinary way) any separate performance issues that may affect the work of an Eligible Whistleblower.

An Eligible Whistleblower may be subject to disciplinary action if, in the course of investigating a disclosure, Qualitas determines that the Eligible Whistleblower was complicit in the misconduct or improper state of affairs or has otherwise acted in an improper way.

An Eligible Whistleblower who considers that they have been victimised, or suffered detriment, as a result of making a disclosure under this Policy should raise this immediately with the WPO, or a regulator such as ASIC or APRA for investigation.

(b) Confidentiality

Strict confidentiality obligations apply in respect of any disclosures that qualify for protection under the Whistleblower Protection Scheme.

Unless the Eligible Whistleblower consents, it is against the law for a person to disclose an Eligible Whistleblower's identity or any information that may lead to their identification (subject to the exceptions set out below).

If an Eligible Whistleblower's disclosure qualifies for protection set out in this Policy, it is likely that Qualitas will ask the Eligible Whistleblower to consent to the disclosure of their identity - or information that may lead to their identification. This would be to facilitate any investigation and/or resolution of the matter. If consent is withheld, it may not be possible to adequately investigate and respond (if at all) to the disclosure.

If an Eligible Whistleblower does not consent to their identity being disclosed, it will still be lawful to disclose their identity to:

- (i) ASIC, APRA, the AFP or the Commissioner of Taxation (in relation to tax matters);
- (ii) a legal practitioner for the purposes of obtaining legal advice or legal representation about the disclosure; or
- (iii) to any body prescribed by the Corporations Regulations.

It will also be lawful to disclose information without the Eligible Whistleblower's consent if this is reasonably necessary for the purpose of investigating the disclosure (provided that the information does not include the Eligible Whistleblower's identity and Qualitas takes all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as a result of the disclosure).

ASIC, APRA or the AFP can disclose the identity of an Eligible Whistleblower, or information that is likely to lead to their identification, to a Commonwealth, State or Territory authority to help the authority in the performance of its functions or duties

If there is a breach of confidentiality, an Eligible Whistleblower can lodge a complaint with a WPO or a regulator such as ASIC or APRA or the ATO (where relevant) for investigation.

(c) Civil, criminal and administrative liability protection

An Eligible Whistleblower is protected from any civil liability, criminal liability, administrative liability (including disciplinary action) for making a qualifying disclosure in accordance with the Whistleblower Protection Scheme, and no contractual or other remedy may be enforced or exercised, against the Eligible Whistleblower on the basis of a qualifying disclosure.

However, the protections do not grant immunity for any misconduct which an Eligible Whistleblower has engaged in that is revealed in their disclosure.

(d) Court Orders

Courts are given broad scope to make orders remedying a detriment or threatened detriment suffered by an Eligible Whistleblower or any other employee or person. These include injunctions, compensation orders (including against individual employees and their employer), reinstatement, exemplary damages and the making of apologies. Civil and criminal sanctions also apply to breaches of the Whistleblower Protection Scheme.

An Eligible Whistleblower, or any other employee or person, can seek these remedies if a third party causes them to suffer loss, damage or injury because of a disclosure and Qualitas failed to take reasonable precautions and exercise due diligence to prevent such conduct in circumstances where it had a duty to do so.

Qualitas encourages Eligible Whistleblowers to seek independent legal advice in regards to seeking compensation or other remedies.

(e) Are there any other protections that are available?

Disclosures may also amount to the exercise of a workplace right by an employee or contractor. Qualitas is prohibited under the *Fair Work Act 2009* (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights

11. Qualitas resources dedicated to management of the Policy

Qualitas' Board, through the Audit, Risk & Compliance Committee, is responsible for the ultimate decision-making power regarding disclosures under this Policy.

(a) Whistleblower Protection Officer (WPO)

The Global Head of Investment and Funds Risk, the Chair of the ARCC and the Chair of the Trustee Board are Qualitas' designated WPOs (or if a disclosure relates to these individuals, then the WPO will be the Chair of Qualitas' Board), who will safeguard the interests of Eligible Whistleblowers and will ensure the integrity of the reporting mechanism. Disclosures under this Policy will be directed to one or both of the WPOs, who will review the disclosure, be the point of contact for the Eligible Whistleblower, and refer any disclosures that require further investigation to the WIO.

The identity of the person making the disclosure will not be provided to the WPO or WIO unless the person making the disclosure has provided their consent to do so. The WPOs report directly to the Group Managing Director and the Audit, Risk & Compliance Committee.

The WPOs also have access to independent advisors as and when required.

The WPOs are responsible for establishing a framework to support regular communication and reinforcement of this Policy.

Qualitas' executive management team and senior directors are responsible for ensuring that their teams are aware of and comply with this Policy, and notifying the WPOs of concerns regarding compliance with this Policy.

(b) Whistleblower Investigations Officer (WIO)

The Director – Group Compliance is Qualitas' designated WIO, who will carry out or supervise the investigation of disclosures made under the Policy.

The WPOs and WIO will act independently of each other.

12. Support

Qualitas understands that making a disclosure, being the subject of a disclosure or being involved in the investigation of a disclosure, can be difficult. Qualitas is committed to supporting all parties involved in a disclosure. Qualitas is also committed to protecting Eligible Whistleblowers from detriment.

When a qualifying disclosure under the Whistleblower Protection Scheme is made, Qualitas will reiterate the requirements of this Policy to relevant individuals to ensure the protections (including in relation to confidentiality) are not undermined.

In practice, it is important to recognise that an Eligible Whistleblower's identity may still be determined if the Eligible Whistleblower has previously mentioned to other people that they are considering making a disclosure, the Eligible Whistleblower is one of a very small number of people with access to the information or the disclosure relates to information that an Eligible Whistleblower has previously been told privately and in confidence.

To avoid jeopardising any investigation and to ensure fair treatment of individuals named in the disclosure, the Eligible Whistleblower who has made a disclosure under this Policy is required to maintain confidentiality about the fact that a disclosure has been made, subject to any legal requirements which may compel disclosure by that individual to appropriate individuals.

If the disclosure mentions or relates to employees of Qualitas other than the Eligible Whistleblower, Qualitas will take steps to ensure that those individuals are treated fairly.

Typically, this would include giving those persons an opportunity to respond to the subject matter of the disclosure having regard to principles of procedural fairness. In addition, action would only be taken against such a person if there is cogent evidence of wrongdoing. Of course, in some instances Qualitas may need to suspend one or more parties during an investigation, but will consider this carefully before doing so.

Qualitas encourages officers and employees involved in a disclosure (including those named in any disclosure) to contact Benestar, Qualitas' external assistance program, which enables employees to seek confidential support from qualified third-party counsellors. Benestar can be contacted through one of the following methods:

- by website: www.benestar.com;
- by app: **BeneHub**; or
- by phone: **1300 360 361 (Australia); 0800 360 364 (New Zealand); International (+61 2 8295 2292).**

Qualitas may also implement a range of other matters to protect an Eligible Whistleblower from detriment and to protect their identity. These may include:

- (a) where practicable, assessing at the start of an investigation what (if any) risks may exist for detrimental conduct against an Eligible Whistleblower;
- (b) limiting access to information and documents, redacting documents where appropriate and/or applying a password to protect documents;
- (c) taking steps to assist the Eligible Whistleblower by providing support services such as counselling services and access to resources for strategies to manage stress, time or performance impacts resulting from the investigation;
- (d) reducing the risk of detrimental conduct by allowing the Eligible Whistleblower (where appropriate) to perform their duties from another location or reassigning the Eligible Whistleblower to another role of the same level or making other modifications to the workplace or the way the Eligible Whistleblower performs their duties; and/or
- (e) where necessary, undertaking specific interventions to protect an Eligible Whistleblower where detriment has already occurred including disciplinary action, extended leave for the Eligible Whistleblower and alternative career development and training.

13. Disclosures to other bodies

In certain circumstances, Qualitas may have a legal obligation to make a disclosure to a statutory body or government department.

If an employee of Qualitas is uncertain or unclear in this regard, the WPOs will provide guidance about these reporting obligations.

14. Training and awareness

Qualitas will provide training on this Policy throughout the year and this will be included in all new-starter inductions. Whilst the online training material is available throughout the year, online assessments are performed annually, with the results maintained in training records. Training will occur from time to time for eligible recipients.



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15. What happens if a vexatious or deliberately false disclosure is made?

Qualitas will treat all disclosures seriously and endeavour to protect anyone who raises concerns in line with this Policy. An Eligible Whistleblower can still qualify for protection under this Policy where their disclosure turns out to incorrect.

If a vexatious or deliberately false disclosure is made, Qualitas will view it very seriously. The protections in this Policy will not extend to vexatious or deliberately false disclosures.

Qualitas may take appropriate action against a person who makes a vexatious or deliberately false disclosure. This may include disciplinary action, up to and including dismissal.

16. Breach of this Policy

Failure to comply with this Policy may result in substantial fines and penalties being imposed upon Qualitas and may expose Qualitas and/or its staff members to civil or criminal liability or other financial or reputational damage. It may put Qualitas' Australian Financial Services Licences and other business licences at risk.

Qualitas takes any breach of this Policy seriously and reserves the right to counsel or conduct disciplinary action against its employees and officers, as appropriate.

It is a condition of any Qualitas employment or similar contractual arrangement (including directorship, board or committee membership and contractors), that all Qualitas employees, contractors and officers must comply with this Policy at all times. However, this Policy does not constitute terms and conditions of any employee's, contractor's or officer's employment or engagement with Qualitas.

Annexure A – External Disclosures

1. Regulatory bodies

A disclosure by an Eligible Whistleblower about a Disclosable Matter made to the Australian Securities and Investment Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Commissioner of Taxation (relating to tax affairs only) or a prescribed Commonwealth authority will be protected.

2. Legal practitioners

A disclosure of a Disclosable Matter will also be protected if it is to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

3. Public Interest and Emergency Disclosures

It is important for Eligible Whistleblowers to understand the criteria for making a public interest disclosure or an emergency disclosure. An Eligible Whistleblower may want to contact an independent legal adviser before making a public interest or an emergency disclosure.

A public interest disclosure may be made by an Eligible Whistleblower to a journalist or member of Parliament in the following strict circumstances:

- a qualifying disclosure has been made to ASIC, APRA or a prescribed Commonwealth authority;
- at least 90 days has passed since the qualifying disclosure was made;
- the Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the qualifying disclosure related;
- the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- after the 90 days have passed, the body to which the original disclosure was made to (eg, ASIC, APRA or the Commonwealth authority) must be given written notification by the Eligible Whistleblower that includes sufficient information to identify the original disclosure and states that the Eligible Whistleblower intends to make a 'public interest disclosure' to a journalist or member of Parliament;
- a 'public interest disclosure' is made to a journalist or member of Parliament; and
- the extent of the information disclosed in the disclosure is no greater than is necessary to inform the journalist or member of Parliament:
 - of the misconduct or an improper state of affairs or circumstances relating to Qualitas; or
 - that Qualitas or an officer or employee of Qualitas has engaged in conduct that is in breach of the Corporations Act or other specified financial services legislation, is an offence against a Commonwealth law that is punishable by imprisonment for 12 months or more or represents a danger to the public or financial system.

An emergency disclosure may be made by an Eligible Whistleblower to a journalist or member of Parliament in the following strict circumstances:

- a qualifying disclosure has been made to ASIC, APRA or a prescribed Commonwealth authority;
- the Eligible Whistleblower has reasonable grounds to believe that the disclosure concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- the body to which the original disclosure was made (eg, ASIC, APRA or the Commonwealth authority) must be given written notification by the Eligible Whistleblower that includes sufficient information to identify the original disclosure and states that that the Eligible Whistleblower intends to make an 'emergency disclosure' to a journalist or member of Parliament; and
- the extent of the information disclosed in the disclosure to the journalist or member of Parliament is no greater than is necessary to inform them of the substantial and imminent danger.