

1 Introduction

Easton Investments Limited and its subsidiaries (**Company**) promotes and supports a culture of good corporate governance and values a workplace culture with open communication regarding the Company's business practices.

Our Whistleblower Policy (**Policy**):

- (a) has been developed to align with our values to ensure that we observe the highest standards of corporate governance, risk management and integrity; and
- (b) has been implemented to ensure our stakeholders can raise concerns regarding any wrongdoing relating to the Company safely, securely and with confidence that they will be protected and supported.

This Policy is available to officers and employees of the Company via the Company's website – <https://www.eastoninvestments.com.au/corporate-governance>

2 Purpose

This Policy aims to:

- (a) encourage Disclosers (see section 3) to report an issue if they have reasonable grounds to suspect it concerns Disclosable Conduct (see section 4);
- (b) provide details about how (and to whom) a Discloser can make a report (see section 5);
- (c) provide details about how the Company will conduct investigations (see section 6);
- (d) provide details (see section 7) on the protections available to Disclosers, and how the Company will ensure fair treatment of employees specified in a report; and
- (e) fulfil the Company's obligations under, and promote the operation of, the whistleblower laws under the Corporations Act 2001 (Cth) and the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth) (**Whistleblower Laws**).

3 Who does this Policy apply to?

This Policy applies to qualifying '**Disclosers**', being persons who are, or have been, any of the following:

- (a) 'officers' of the Company (including a director or secretary);
- (b) employees of the Company (including permanent, part time, fixed or temporary employees);
- (c) suppliers of services or goods to the Company (including employees, whether paid or unpaid, or such suppliers);
- (d) associates of the Company (for example a person whom the Company acts in concert); or

- (e) a relative, dependant or spouse of any of the above.

A person who makes a report but is not a Discloser under this Policy will not qualify for protection as a whistleblower under the Whistleblower Laws.

4 What Conduct Does This Policy Apply To?

4.1 Disclosable Conduct

A Discloser is able to make a report regarding Disclosable Conduct. Under this Policy, '**Disclosable Conduct**' is any matter/information that the Discloser has 'reasonable grounds' to suspect:

- (a) concerns misconduct or an improper state of affairs or circumstances in relation to the Company;
- (b) indicates that the Company, or any of its officers or employees, has engaged in conduct that:
 - (1) breaches the Corporations Act, ASIC Act, Banking Act, Data Collection Act, Insurance Act, Life Insurance Act, National Consumer Credit Protection Act or Superannuation Industry (Supervision) Act (or regulations made under those laws);
 - (2) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
 - (3) represents a danger to the public or the financial system; or
 - (4) is otherwise prescribed by regulation; or
- (c) may be of a serious enough nature to warrant disclosure even though it may not be in breach of particular laws (for example conduct that whilst not unlawful may indicate a 'systemic issue').

Any reports that do not relate to Disclosable Conduct are not covered by this Policy and will not qualify for protection under the Whistleblower Laws.

4.2 Examples of 'Disclosable Conduct'

For guidance on what Disclosable Conduct is, examples are where the Company, or an officer or employee of the Company, has engaged in:

- (a) dishonest behaviour or fraudulent activity;
- (b) unlawful, corrupt or irregular use of company funds or practices (including money laundering, misappropriation of funds or bribery);
- (c) illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- (d) unethical behaviour, including anything that would breach the Company's policies;

- (e) improper or misleading accounting or financial reporting practices and other financial irregularities, including tax avoidance behaviour;
- (f) behaviour that is oppressive, discriminatory or grossly negligent;
- (g) an unsafe work-practice or behaviour that poses a serious risk to the health and safety of any person at the workplace;
- (h) systemic failures within the Company; or
- (i) any other conduct which may cause loss to the Company or be otherwise detrimental to the Company's interests.

4.3 Exclusion of personal work related grievances

Generally, Disclosable Conduct does not include conduct that relates to personal work related grievances, being any matter in relation to the Discloser's own employment (or former employment) having (or tending to have) implications for the Discloser personally, for example:

- (a) an interpersonal conflict between the Discloser and another employee;
- (b) a decision in relation to the Discloser's engagement, transfer or promotion;
- (c) a decision relating to the Discloser's terms and conditions of engagement; or
- (d) a decision to suspend and terminate the Discloser's engagement, or otherwise to discipline the Discloser.

Any instances of such 'personal work related grievances' are expressly excluded from this Policy and will be managed by the Company under its workplace policies and should instead be raised with the appropriate Manager.

However, instances of 'personal work-related grievances' may still qualify as Disclosable Conduct if they also raise significant implications for the Company. For example:

- (a) if the Company's treatment of a Discloser breaks employment or other laws, or suggests systemic misconduct beyond the Discloser's own circumstances;
- (b) if the Discloser suffers, or is threatened with, detriment for reporting their own circumstances or making a report to their lawyer; or
- (c) if the Discloser makes a report about other Disclosable Conduct they have observed or been affected by.

5 How to make a report?

5.1 Form of report

A report for Disclosable Conduct under this Policy can be made at any time (including out of normal business hours) either verbally or in writing. Reports should include supporting documentation, the grounds for making the report and details of all relevant facts.

5.2 Reasonable grounds and false claims

A report made under this Policy may have serious consequences, including potential damage to the personal reputation and career prospects of the person(s) who are the subject of allegations of wrongdoing. Therefore, in reporting Disclosable Conduct, a Discloser must have reasonable grounds to suspect that the matter/information falls within the definition of Disclosable Conduct.

Where it is shown that a person has knowingly made a false report, or makes a report without reasonable grounds as to truth or accuracy, that false report is considered a serious breach of Company policy and the person responsible may be subject to appropriate disciplinary action.

5.3 Anonymity

When making a report, the Discloser can choose to do so anonymously and may request that their identity be kept confidential and claim details 'de-identified'. Any report of Disclosable Conduct that is made anonymously will still be protected under the Whistleblower Laws. A Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so the Company can ask follow-up questions or provide feedback.

5.4 Who to make a report to

Reports of Disclosable Conduct may be made to any of the following persons in order to qualify for protection. The Company encourages all Disclosers to consider making an internal report (to anyone specified in section 5.4.1) in the first instance, as this will enable the Company to identify and address any wrongdoing as early as possible.

5.4.1 Internal Reporting

In order to make a report of Disclosable Conduct, the Discloser should contact an 'Eligible Recipient', being any of the following:

- (1) the Whistleblower Protection Officer, being the Chairman of the Audit and Risk Committee, or in the event of a conflict, the Chairman of the Board (**WPO**); or
- (2) a non-executive Director of the Company; or
- (3) the Company's auditor (or a member of an audit team conducting an audit of the Company).

5.4.2 Whistleblower Protection Officer (WPO)

Any claim received by an Eligible Recipient who is not the WPO must be promptly forwarded to the WPO. Eligible Recipients will only provide the Discloser's identity where the Discloser has consented to such disclosure.

The WPO will then review the claim/report to determine whether it falls within the terms of this Policy and ensure that the Chairman of the Board is informed of the matter. The Chairman, the WPO and/or other relevant Company representatives will determine the appropriate course of action, which could include:

- referring the matter to the Whistleblower Investigation Officer (**WIO**) for investigation (see section 6); or
- determining that the claim/report is baseless and that no formal investigation is warranted (in which case the WPO (or the Eligible Recipient as the case may require) will notify the Discloser and inform them of this outcome).

The WPO will ensure that all valid claims are taken seriously and investigated fairly (see section 7.1 for further details regarding the role of the WPO).

5.4.3 External Reporting

Although the Company's preference is that a Discloser first contact an internal Eligible Recipient, alternatively, the Discloser may also choose to make a report of Disclosable Conduct directly to a 'Prescribed Body', being ASIC (including through its online 'misconduct reporting form' referred to in [ASIC Information Sheet 239](#)), APRA, the ATO (including through its online 'tip-off form' referred to in it [tax whistleblower information](#)) or any prescribed Commonwealth authority.

5.4.4 Public interest and emergency disclosures

If an external report is made to a Prescribed Body and:

- (1) after 90 days, the Discloser has reasonable grounds to believe that the Prescribed Body is not taking action to address the matters reported, the Discloser has reasonable grounds to believe that making a further disclosure of the information would be in the public interest, and the Discloser has provided the Prescribed Body with written notification that it intends to make a public interest disclosure; or
- (2) 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 and the Discloser has provided the Prescribed Body with written notification that it intends to make an emergency disclosure,

the Disclosure can make a 'public interest disclosure' or an 'emergency disclosure' (as applicable) to a Member of Parliament or a journalist (and such a disclosure will qualify for protection under the Whistleblower Laws).

The Company recommends that a Discloser should contact the WPO or an independent legal adviser to ensure they understand the criteria for making a public interest or emergency disclosure.

5.4.5 Reporting to a legal practitioner

A Discloser may make a report to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this Policy or the Whistleblower Laws in general.

6 Investigations of Disclosable Conduct

6.1 Whistleblower Investigations Officer (WIO)

Where a report is made under this Policy, and it is determined that an investigation is warranted (see section 5.4.2), the WPO will designate a Whistleblower Investigations Officer (**WIO**) to carry out (or supervise) the investigation. The WIO will be appointed on a case by case basis and may be an employee of the Company or an external person. Where necessary, the WIO may use an external investigator or expert to conduct or assist with an investigation. The WIO will report to the WPO, however the WIO will act independently of the WPO and the responsibilities of these roles do not reside with one person.

6.2 Investigation procedure

Where a formal investigation is required, the Company and the WIO will take all reasonable steps to ensure that the investigation is conducted fairly, independently, without bias, in a timely manner and in accordance with the principles of natural justice.

All reasonable efforts will be made to preserve the confidentiality of the investigation and the identity of the parties involved. However, the Company may not be able to undertake an investigation (or an investigation may be limited) if it is not able to contact the Discloser or if the disclosure is made anonymously.

Without the Discloser's consent, the Company cannot disclose information that is contained in a disclosure as part of its investigation process, unless:

- (a) the information does not include the Discloser's identity;
- (b) the Company removes information relating to the Discloser's identity or other information likely to lead to identification; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

6.3 Persons the subject of a claim

The Company recognises that individuals against whom an allegation is made must also be supported during the investigation process. Accordingly, the Company and the WIO will take all reasonable steps to treat any person who is the subject of a claim fairly, including by:

- (a) informing that person of the substance of the allegations;
- (b) offering that person a right to submit a response to the claim; and
- (c) informing that person about the substance of any adverse conclusion at the end of the investigation process.

6.4 Reporting

At the end of an investigation, the WIO must provide the WPO with a written report setting out the findings of the allegations and a summary of the evidence. The WPO will supply the report to the Board of Directors providing none of the Directors are the subject of the Disclosable Conduct, in which case it would be disclosed to the Chairman. Findings may be that an allegation of Disclosable Conduct is fully substantiated, partially substantiated, not able to be substantiated, or disproven.

The Company will take appropriate action in relation to the investigator's report, which may include requiring further investigations, recommending disciplinary action and/or notifying regulatory bodies. Any findings that relate to criminal activity will be reported to the police and/or regulators.

6.5 Updates to Discloser

The Discloser may be provided with periodic updates in relation to the status of any investigation (including that one has commenced), at such intervals and in such form to be determined by the WPO. However, it is envisaged that updates will be provided quarterly and verbally if appropriate.

To the extent permitted, the Discloser will be informed of the final findings of the investigation, however, they will not be entitled to receive a copy of the formal report. If a Discloser is not satisfied with the outcome of the Company's investigation, they may request a review (see section 6.6) or lodge a complaint with a regulator, such as ASIC or APRA.

6.6 Review of investigation findings

If the Discloser is not satisfied with the outcome of an investigation, they may request to the WPO that a review be conducted. If the WPO determines that a review should be conducted, it will be conducted by an investigator who was not involved in the handling and investigation of the original disclosure (and will otherwise be conducted in the same manner as set out in this section 6). However, the Company is not obliged to reopen an investigation and it can conclude a review if it finds that the original investigation was conducted properly, or new information is either not available or would not change the findings of the original investigation.

7 Protection of Whistleblowers

7.1 Role of Whistleblower Protection Officer

The Company has appointed a WPO who will safeguard the interests of Disclosers making reports under this Policy and will ensure the integrity of the reporting mechanism. The WPO is responsible for taking steps to safeguard the interests of the Discloser, including:

- (a) maintaining the privacy and confidentiality of the Discloser;
- (b) keeping the Discloser informed of developments, including progress and outcome of the investigation;
- (c) upon receiving a Disclosure, making an assessment of the risk to the Discloser of any detrimental treatment occurring (see section 7.4), and implementing any necessary procedures to appropriately address this risk; and
- (d) monitoring the effectiveness of protections offered under this Policy.

7.2 Anonymity of a disclosure

As stated in section 5.3, a report of Disclosable Conduct can be made anonymously. A Discloser:

- (a) can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised;
- (b) can refuse to answer questions that they feel could reveal their identity during follow-up conversations; or
- (c) may choose to adopt a pseudonym for the purposes of their disclosure, and not use their true name.

The Company, including the WPO, WIO (and other persons involved in the investigations) and Eligible Persons who receive a report of Disclosable Conduct, will not disclose the Discloser's identity or information that is likely to lead to identification unless the Discloser consents to the disclosure of their identity or the disclosure of the Discloser's identity is required by law or to a legal practitioner. It is illegal for a person to identify a Discloser, or disclose information that is likely to lead to the identification of the Discloser, outside these exceptions.

If a Discloser considers that there has been a breach of confidentiality, they can choose to lodge a complaint with the Company or with a regulator, such as ASIC or APRA, for investigation.

7.3 Confidentiality

All reports made under this Policy will be confidential. However, when a report is investigated, it may be necessary to disclose the details of the allegations to key personnel of the Company, external persons involved in the investigation process (including the WIO), to the relevant law enforcement agencies and/or as otherwise required or authorised by law. In this context, the Company will ensure that all reasonable steps are taken to reduce the risk of the Discloser being identified without consent.

All files and records created from an investigation will be retained in secure files and any unauthorised release of information will be regarded as a breach of this Policy.

7.4 Protections against detrimental treatment

The Company is committed to protecting and respecting the rights of a Discloser and will not tolerate any victimisation, detrimental treatment or retaliatory action against a Discloser or a person who may make a claim under this Policy (or against their colleagues, associates, or family). Any such treatment will be treated as serious misconduct by the Company and may result in disciplinary action.

For illustrative purposes, a Discloser must not be disadvantaged or victimised by any of the following actions occurring:

- (a) dismissal as an employee;
- (b) harm or injury of an employee (including psychological harm);
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees;
- (e) harassment or intimidation of a person; or
- (f) damage to a person's property, reputation, business or financial position.

However, the Company notes that administrative action that is reasonable to protect a Discloser from detriment (e.g. when the disclosure relates to wrongdoing in the Discloser's immediate work area) will not be considered as detrimental conduct. Further, protecting a Discloser from detriment also does not prevent the Company from managing a Discloser's unsatisfactory work performance in the normal course.

Any Discloser who feels they have been subjected to any behaviour that violates this Policy should immediately report such behaviour to the WPO. A Discloser may also seek independent legal advice or contact regulatory bodies, such as ASIC or APRA, if they believe they have suffered detriment.

7.5 Protections under the tax whistleblower regime

The Whistleblower Laws also introduced a tax whistleblower regime for Disclosers in relation to tax avoidance behaviour and other tax issues concerning the Company. In summary, the same protections will apply for a Discloser who reports such behaviour and the Discloser considers that the information will help the ATO (or the recipient) perform their duties under taxation law. The terms of this Policy will otherwise apply in full to any report by a Discloser relating to tax avoidance behaviour and other tax issues concerning the Company (including the protections described in section 7).

7.6 Compensation

Any Discloser who is subjected to detrimental conduct may be entitled to compensation for loss, damage or injury suffered because of the conduct. It is the Discloser's responsibility to bring any such action for compensation and the Company strongly encourages anyone seeking to do so to obtain

independent legal advice. A Discloser can seek compensation through a Court, or pursue other remedies (such as reinstating you to your original position or a comparable position, or an apology).

7.7 Protections against legal action

The Whistleblower Laws protect a Discloser against certain legal actions related to making a whistleblower disclosure, including criminal prosecution, civil litigation, or administrative action. If you are a Discloser, and consequently are the subject of an action for making a whistleblower disclosure, you may rely on this protection in your defence. However, this protection does not grant immunity to a person for any misconduct they were involved in that is revealed in the disclosure.

8 General

8.1 Compliance

It is a condition of any employment or engagement by the Company that all Disclosers must comply at all times with this Policy. However, this Policy does not form part of any agreement between any person and the Company, nor does it constitute terms and conditions of any person's employment or engagement with the Company. Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action.

8.2 Contacts

If you have any queries in relation to this Policy, please contact the WPO:

Mr Carl Scarcella – Chairman of the Audit and Risk Committee

Mob: 0438 020 038

Email: carl.scarcella@tandcservices.com.au

8.3 Review of the Policy

This Policy will be reviewed every two years to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation. This Policy may be amended, withdrawn or replaced from time to time at the Company's sole discretion.

Approved by the Board: **30 December 2019**

Document Control

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