



Eclipx Group Limited

Whistleblowers Policy

Date: 22 March 2019

Version: 1.4

Table of Contents

1.	Introduction	3
1.1	Background	3
1.2	Purpose	3
1.3	Definitions.....	3
2.	Scope.....	3
3.	Reporting conduct.....	3
3.1	How to report conduct	3
3.2	Whistleblower Protection Officers.....	4
3.3	Confidentiality of reported conduct	4
4.	Handling of reports	4
4.1	Timely review of reported conduct.....	4
4.2	Role of Whistleblower Protection Officer	4
4.3	Rights of person who is alleged to have acted improperly	4
4.4	Whistleblower will be kept appropriately informed	4
4.5	Confidentiality.....	4
5.	Protection of whistleblowers	5
5.1	General protections	5
5.2	Protection under the Corporations Act.....	5
5.3	Public Interest Disclosure.....	6
5.4	Emergency Disclosure	7
5.5	Personal work-related grievances.....	7
5.6	Protection under the Protected Disclosures Act.....	7
6.	Other matters	8
6.1	Distribution of Policy.....	8
6.2	Amendment of Policy.....	8
6.3	Adoption of Policy and Board review.....	8
7.	Document control	10
	Schedule 1 Definitions.....	11

WHISTLEBLOWERS POLICY

ECLIPX GROUP LIMITED (THE COMPANY)

1. Introduction

1.1 Background

The Company is committed to promoting and supporting a culture of corporate compliance and ethical behaviour. The Whistleblowers Policy (Policy) is one of a number of policies that promote a culture of compliance, honesty and ethical behaviour within the Company.

The Company is also committed to the highest standards of conduct, transparency and ethical behaviour in all of its business activities.

The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

1.2 Purpose

The purpose of this Policy is to:

- (a) encourage Whistleblowers to raise any concerns and report instances of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;
- (b) outline the mechanisms for the reporting and investigation of reported matters;
- (c) outline the measures in place to protect a Whistleblower; and
- (d) outline the additional procedures and protections that apply to Whistleblowers under the Corporations Act in relation to the reporting of possible breaches of the Corporations Act. Paragraph 5.2 of this Policy

explains these procedures and protections.

It is expected that Employees will report known, suspected or potential cases of Reportable Conduct. Failure to raise issues could result in disciplinary action.

1.3 Definitions

Capitalised terms used in this Policy are defined in the Schedule.

2. Scope

This Policy applies to all Employees who wish to report Reportable Conduct regarding the Company's activities.

This Policy applies only in connection with Reportable Conduct (defined herein). This Policy does not apply to Employee grievances or any complaints of injustice in the assessment of any Employee's performance or disciplinary procedures. The definition of Reportable Conduct is set out in Schedule 1 and should be considered prior to making a report.

This Policy does not prevent an Employee from reporting Reportable Conduct to a regulator under an applicable law or prudential standard.

3. Reporting conduct

3.1 How to report conduct

Employees can report Reportable Conduct to:

- (a) their immediate General Manager;
- (b) if the Employee feels unable to raise the Reportable Conduct with their General Manager, one of the Whistleblower Protection Officers identified in paragraph 3.2 of this Policy; or

- (c) confidentially to the Eclipx Ethics Hotline, the contact details for which are as follows:
Australia – 1800 773 902
New Zealand – 0800 004 206
www.eclipx.deloitte.com.au

3.2 Whistleblower Protection Officers

In addition to the General Managers, the current Whistleblower Protection Officers nominated by the Company are:

- (a) the Company Secretary, who is currently Matt Sinnamon and can be contacted on +61 2 8973 7118 or by email at Matt.Sinnamon@eclipxgroup.com; and
- (b) the Chief Risk Officer, who is currently Edward Ho and can be contacted on +61 2 8973 7121 or by email at Edward.Ho@eclipxgroup.com.

3.3 Confidentiality of reported conduct

Reports will be kept confidential to the extent possible, subject to legal and regulatory requirements. Reports can be made anonymously if required by sending written reports directly to a Whistleblower Protection Officer or by calling the Eclipx Ethics Hotline. If an Employee chooses to disclose Reportable Conduct anonymously, this may hinder the ability of the Company to fully investigate the matter. Disclosures that involve a threat to life or property, illegal activities or legal action against the Company may require actions that do not allow for complete anonymity.

4. Handling of reports

4.1 Timely review of reported conduct

All reports of Reportable Conduct will be investigated by a Whistleblower Protection Officer on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for:

- (a) coordinating the investigation into any report received from a whistleblower;
- (b) documenting and handling all matters in relation to the report and investigation; and
- (c) finalising all investigations.

The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Rights of person who is alleged to have acted improperly

A person who is the subject of an investigation is entitled to be:

- (a) informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation; and
- (b) given a reasonable opportunity to put their case to the Whistleblower Protection Officer who is investigating the report.

4.4 Whistleblower will be kept appropriately informed

Where possible, and assuming the Whistleblower is not anonymous, the Whistleblower will be kept appropriately informed of the progress of action taken in respect of their report. At the conclusion of the investigation, they will be informed of the outcome.

4.5 Confidentiality

The Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the Whistleblower without obtaining the Whistleblowers prior consent,

subject to any requirements of applicable law. Any such disclosure to which the Whistleblower consents will be made on a strictly confidential basis.

All files and records created from an investigation will be retained under strict security. The unauthorised release of information without a Whistleblowers consent to any person not involved in the investigation (other than the Audit & Risk Committee) is a breach of this Policy, subject to any requirements of applicable law.

The Audit & Risk Committee will receive copies of all investigation reports from Whistleblower Protection Officers.

Anonymity and confidentiality requirements will be observed by the Audit & Risk Committee.

5. Protection of whistleblowers

5.1 General protections

Whistleblowers that report a concern in good faith under this Policy must not be personally disadvantaged by:

- (a) dismissal;
- (b) injury in employment;
- (c) alteration of their position or duties to their disadvantage;
- (d) any form of harassment or intimidation;
- (e) discrimination from any other Employee;
- (f) harm or injury, including psychological harm;
- (g) damage to their property;
- (h) damage to their reputation;
- (i) damage to their business or financial position; or
- (j) any other damage.

The Whistleblower is not, however, protected from civil or criminal liability for any of his or her conduct which may be revealed by the report. However, if a Whistleblower reports such conduct and

actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact that they have made a report will be taken into account as a mitigating factor when determining actions which may be taken against them.

5.2 Protection under the Corporations Act

In Australia, the Corporations Act provides additional protections in relation to the reporting of a possible contravention of the Corporations Act and other legislation.

Qualifying disclosure

A disclosure of information by a person qualifies for protection under the Corporations Act if:

- (a) the person is an Employee ;
- (b) the person is an individual who supplies services or goods to the Company (whether paid or unpaid);
- (c) the person is a relative, dependent, or dependent of a spouse of, an individual referred to in paragraphs (a) to (b) (each an **Eligible Discloser**) and
- (d) the disclosure is made to:
 - (i) ASIC;
 - (ii) the Company's auditor, or a member of the audit team;
 - (iii) a director, secretary or senior manager of the Company; or
 - (iv) a person authorised by the Company to receive disclosures of that kind (that is, a Whistleblower Protection Officer);
- (e) the Whistleblower has reasonable grounds to suspect that the information:
 - (i) concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company;
 - (ii) indicates that there has been a contravention of any of the

following by the Company or any of its Employees:

- A. the Corporations Act;
- B. the Australian Securities and Investments Commission Act 2001 (Cth);
- C. the Financial Sector (Collection of Data) Act 2001 (Cth);
- D. the National Consumer Credit Protection Act 2009 (Cth);
- E. an offence against any other law of the Commonwealth that is punishable by imprisonment by imprisonment for a period of 12 months or more; or
- F. represents a danger to the public or the financial system.

A disclosure of information by a Whistleblower also qualifies for protection under the Corporations Act if it is made to a lawyer for the purpose of obtaining legal advice or legal representation.

The Protections

If these conditions are met, the Corporations Act provides the following protections to the Whistleblower:

- (a) The Whistleblower is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure.
- (b) No contractual or other remedy may be enforced or exercised against a Whistleblower on the basis of the disclosure, and a contract to which the Whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract.
- (c) The disclosure is not admissible in evidence against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the disclosure.

- (d) The Whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment.

Confidentiality and non-disclosure

Subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the Whistleblowers identity or information likely to lead to identification of the Whistleblower.

In addition, neither the Whistleblower nor any other person will be required:

- (a) to disclose to a court or tribunal:
 - (i) the identity of the Whistleblower; or
 - (ii) information that is likely to lead to the identification of the Whistleblower; or
- (b) to produce to a court or tribunal a document containing:
 - (i) the identity of the Whistleblower; or
 - (ii) information that is likely to lead to identification of the Whistleblower;

except where:

- (c) it is necessary to do so for the purposes of giving effect to the protections under the Corporations Act (as described in clause 5.2 of this Policy); or
- (d) the court or tribunal thinks it necessary in the interests of justice to do so.

The Company is committed to full compliance with these protective provisions.

5.3 Public Interest Disclosure

A public interest disclosure by a Whistleblower qualifies for protection under the Corporations Act if:

- (a) the Whistleblower has previously made a report regarding the same conduct, and that report qualifies for protection under clause 5.2 of this Policy;

- (b) at least 90 days have passed since the previous report was made;
- (c) the Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related;
- (d) the Whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest (**Public Interest Disclosure**);
- (e) after the end of the time period referred to above in paragraph (b), the Whistleblower gives the person to whom the previous report was made a written notification that:
 - (i) includes sufficient information to identify the previous report; and
 - (ii) states that the Whistleblower intends to make a Public Interest Disclosure;
- (f) the Public Interest Disclosure is made to a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory or a Journalist; and
- (g) the extent of the information disclosed in the Public Interest Disclosure is no greater than is necessary to inform the recipient referred to in paragraph 5.3(f) of the misconduct or the improper state of affairs or circumstances in relation to the Company or the matters set out paragraph 5.2(e).

5.4 Emergency Disclosure

An emergency report by a Whistleblower qualifies for protection under the Corporations Act if:

- (a) the Whistleblower has previously made a report regarding the same conduct, and that report qualifies for protection under clause 5.2 of this Policy;

- (b) the Whistleblower has reasonable grounds to believe that there is a substantial and imminent danger to the health to public health or safety (**Emergency Disclosure**);
- (c) the Whistleblower gives the person to whom the previous report was made a written notification that:
 - (i) includes sufficient information to identify the previous report; and
 - (ii) states that the Whistleblower intends to make an Emergency Disclosure; and
- (d) the Emergency Disclosure is made to a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory or a Journalist; and
- (e) the extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the recipient referred to in paragraph 5.4(d) of the substantial and imminent danger.

5.5 Personal work-related grievances

A report by a Whistleblower does not qualify for protection under the Corporations Act to the extent that the information disclosed:

- (a) concerns a grievance about any matter in relation to the Whistleblowers employment, or former employment, having (or tending to have) implications for the Whistleblower personally;
- (b) the information does not have significant implications for the Company that do not relate to the Whistleblower;
- (c) the information does not concern conduct, or alleged conduct, referred to in set out paragraph 5.2(e).

5.6 Protection under the Protected Disclosures Act

In New Zealand, the Protected Disclosures Act provides additional protections to Whistleblowers in relation to the reporting of

serious wrongdoing in or by a New Zealand entity of the Company.

Serious wrongdoing includes:

- (a) conduct that poses a serious risk to public health, safety, the environment or the maintenance of the law; or
- (b) any criminal offence.

A disclosure of information by a Whistleblower qualifies for protection under the Protected Disclosures Act if:

- (a) the Whistleblower is an Employee of a New Zealand entity of the Company;
- (b) the Whistleblower believes on reasonable grounds that the information is true or likely to be true;
- (c) the Whistleblower wishes to disclose the information so that the serious wrongdoing can be investigated; and
- (d) the Whistleblower wishes the disclosure to be protected; and
- (e) the report is made to:
 - (i) the Company's auditor, or a member of the audit team;
 - (ii) a director, secretary or senior manager of the Company; or
 - (iii) a person authorised by the Company to receive disclosures of that kind (that is, a Whistleblower Protection Officer).

If these conditions are met, New Zealand legislation provides the following protections to the Whistleblower for making a protected disclosure:

- (a) under the Protected Disclosures Act, no civil, criminal or disciplinary proceedings can be taken against a person for making a protected disclosure;
- (b) an Whistleblower who suffers retaliatory action by their employer for making a protected disclosure can take personal grievance proceedings under the Employment Relations Act;

- (c) it is unlawful under the Human Rights Act to treat a Whistleblower making a protected disclosure less favourably than others in the same or similar circumstances. If a Whistleblower making a protected disclosure is subjected to any detrimental conduct, the legal remedies under the Human Rights Act may be available to them.

NOTE: A Whistleblower will not be protected if the Whistleblower knows the allegations are false, the Whistleblower acts in bad faith or the information the Whistleblower discloses is protected by legal professional privilege.

If the Whistleblower makes a protected disclosure, information which identifies the Whistleblower will be kept confidential unless one of the following exceptions applies:

- (a) the Whistleblower consents to the disclosure; or
- (b) disclosure is essential to the effective investigation of the allegations;
- (c) disclosure is essential to prevent serious risk to public health or safety, or the environment; or
- (d) disclosure is essential to comply with the principles of natural justice.

The Company is committed to full compliance with these protective provisions.

6. Other matters

6.1 Distribution of Policy

This Policy is available to Employees and Eligible Disclosers of the Company through the Company's website and intranet.

6.2 Amendment of Policy

This Policy can only be amended with the approval of the Board.

6.3 Adoption of Policy and Board review

This Policy was adopted by the Board on the date specified in the table in paragraph 7,

and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically.

The Company Secretary will communicate any amendments to Employees as appropriate.

7. Document control

Version	Management Approval	Board Approval
1.0	Doc Klotz / 19 March 2015	26 March 2015
1.1	Doc Klotz / 12 August 2015	19 August 2015
1.2	Doc Klotz / 12 August 2016	19 August 2016
1.3	Doc Klotz / 29 October 2018	1 November 2018
1.4	Doc Klotz / 21 March 2019	22 March 2019

Schedule 1 Definitions

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

Company means the Company and its subsidiaries.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Eligible Discloser has the meaning given to it under paragraph 5.2.

Employee includes any director, secretary, officer, employee, former employee, volunteer, secondee or contractor (or employee of a contractor) of the Company.

Protected Disclosures Act means the New Zealand Protected Disclosures Act 2000.

Reportable Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes conduct that:

- (a) is against the law or is a failure by the Company to comply with any legal obligation;
- (b) is unethical or breaches the Company's policies or Code of Conduct;
- (c) is dishonest, fraudulent or corrupt;
- (d) is coercion, harassment, victimisation or discrimination;
- (e) is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company);
- (f) is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- (g) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company;

(h) involves any other serious impropriety; or

(i) is a protected disclosure.

For the avoidance of doubt, Reportable Conduct does not include workplace conduct that may arise from time to time which, whilst personally disagreeable to an individual, is not represented by the above categories.

Whistleblower means an Employee or Eligible Discloser who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company.

Whistleblower Protection Officer means a General Manager or other person nominated by the Company whose key responsibilities include protecting whistleblowers who report concerns under this Policy. The names and contact details of the Company's current Whistleblower Protection Officers, other than the General Managers, are identified in paragraph 3.2 of this Policy.