

# FINEOS Corporation Holdings PLC Whistleblowers Policy

26 July 2019

# Whistleblowers Policy

## FINEOS Corporation Holdings PLC (ARBN 633 278 430) (the Company) and its subsidiaries

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### 1. Introduction and Purpose

#### 1.1 Background

The Company is committed to promoting and supporting a culture of corporate compliance and ethical behaviour.

This policy is consistent with and supports the Company's values as referred to on its website.

#### 1.2 Purpose

The purpose of this Whistleblowers Policy (**Policy**) is to:

- (a) encourage **Workers** (being any permanent and fixed-term employees, consultants, contractors, volunteers/interns, trainees, work experience students, interns, part-time, full-time and casual workers and temporary agency workers of the Company) to raise any concerns and report instances of Reportable Conduct (as defined below) 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 Worker who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company (**Whistleblower**); and
- (d) outline the additional procedures and protections that apply to whistleblowers under the Protected Disclosures Act 2014 (**the Act**).

Paragraph 5.2 of this Policy explains these procedures and protections.

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

#### 1.3 Reportable Conduct

**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 obligations;
- (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) involves unethical or dubious accounting practices, actions or transactions;

- (f) 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);
- (g) is potentially damaging to the Company, a Worker or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- (h) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company; or
- (i) involves any other serious impropriety.

## **2. Scope**

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

This Policy does not deal with staff grievances which do not constitute Reportable Conduct (it is noted that separate procedures exist to deal with staff grievances).

## **3. Reporting conduct**

### **3.1 How to report conduct**

Workers can report Reportable Conduct to any Whistleblower Officer.

### **3.2 Whistleblower Protection Officers**

The Company's Whistleblower Officers are:

<b>Whistleblower Officers</b>
Chief People Officer
Company Secretary
Chair of the Audit and Risk Committee

Any or all of the above Whistleblower Officers may undertake the responsibilities of the Whistleblower Officer in respect of an instance of Reportable Conduct unless the Reportable conduct involves a Whistleblower Officer, in which case that Whistleblower Officer will be excluded from participating as a Whistleblower Officer in relation to that Reportable Conduct.

### **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 Officer. If a Worker chooses to disclose Reportable Conduct anonymously, this may hinder the ability of the Company to fully investigate the matter. Further, it may in certain circumstances prevent the Whistleblower from accessing additional protection at law (refer paragraph 5.2 of this Policy). 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.

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## **4. Handling of reports**

### **4.1 Timely review of reported conduct**

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

### **4.2 Role of Whistleblower Officer**

The Whistleblower 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 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 Officer who is investigating the report.

### **4.4 Whistleblower will be kept appropriately informed**

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 identify the Whistleblower without obtaining the Whistleblower's prior consent (unless it is essential for the effective investigation of the allegations in question; it is essential to prevent a serious risk to public health safety or the environment; or it is necessary in the public interest or to comply with the 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 Whistleblower's consent to any person not involved in the investigation (other than the Audit & Risk Management Committee) is a breach of this Policy, subject to any requirements of applicable law.

The Audit & Risk Management Committee will receive copies of all investigation reports from Whistleblower Officers. Anonymity and confidentiality requirements will be observed by the Audit & Risk Management Committee.

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## **5. Protection of Whistleblowers**

### **5.1 General protections**

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

- (a) dismissal;
- (b) demotion;
- (c) any form of harassment;
- (d) discrimination; or
- (e) current or future bias.

A 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 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 Act**

#### Protection from dismissal and penalisation

The Act provides that a Worker must not be dismissed or penalised as a result of having made a "protected disclosure". Penalisation means any act or omission which has a detrimental impact on the Worker concerned and includes:

- (a) demotion or loss of opportunity for promotion;
- (b) suspension or lay-off;
- (c) transfer of duties, change of location of place of work, reduction in wages or changes in working hours;
- (d) being disciplined, reprimanded or subjected to a penalty;
- (e) coercion, intimidation or harassment;
- (f) discrimination, disadvantage or unfair treatment;
- (g) injury, damage or loss; or
- (h) threat of reprisal.

#### Disclosures which are protected

A Worker will qualify for protection under the Act where the following conditions are met in respect of a disclosure of information made to their employer:

- (i) The disclosed information came to the Worker's attention in connection with their employment.
- (j) The Worker reasonably believes that the disclosure of information tends to show one or more of the following categories of wrongdoing:

- (i) the commission of an offence;
- (ii) non-compliance with a legal obligation (excluding an obligation arising under the worker's contract);
- (iii) a miscarriage of justice;
- (iv) endangerment of health and safety;
- (v) damage to the environment;
- (vi) misuse of public funds;
- (vii) mismanagement of a public body; or
- (viii) concealing or destroying information relating to any of the above.

#### External disclosures

In most cases it should not be necessary to alert anyone external to the Company of wrongdoing. However, the Act recognises that in some circumstances it may be appropriate for concerns to be reported to an external body such as a regulator. The Company recommends that workers should seek advice from a Whistleblower Officer before they make an external disclosure. This is because a disclosure to an external person will only be a protected disclosure if various conditions in the Act are met in addition to those set out above.

The Act provides for redress for employees who are dismissed or otherwise penalised for having reported possible wrongdoing in the workplace. Workers may also, under the Act, be entitled to legal immunity from any civil or criminal liability for making a protected disclosure.

The Company and its subsidiaries are committed to full compliance with the Act.

Workers are strictly prohibited from engaging in any behaviour or act which may cause detriment to those making a disclosure. Where any person engages in such behaviour, this may be regarded as gross misconduct and may lead to disciplinary action up to and including dismissal or, in the case of non-employees, suspension or cessation of the relevant contract for services.

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## **6. Other matters**

### **6.1 Amendment of policy**

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

### **6.2 Training**

The Company will provide training sessions to assist Managers and Workers' understandings of the Whistleblower process and the protections provided to them throughout the process.

### **6.3 Adoption of Policy and Board review**

This Policy was adopted by the Board on the date on the front cover of this Policy, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically to ensure effective operation and assess whether any changes are necessary. The Company Secretary will communicate any amendments to Workers as appropriate.