

Australian Defence Apparel

Whistle Blower Policy

2019

1. Introduction

Australian Defence Apparel Pty Ltd (ADA) is committed to the highest standards of conduct and ethical behaviour in all our business activities. We support and promote a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

ADA encourages the reporting of any instances of suspected illegal, immoral or fraudulent practices involving ADA business processes and provides protection and measures so that anyone making a report can do so confidentially, without fear of intimidation, disadvantage or reprisal.

2. Purpose

This policy describes how to make a whistleblower report, who you can report it to, how it will be actioned and investigated, and protections and support available under Australian Law.

3. Key Principles

The key principles that govern receiving, assessing and investigating Whistleblower Disclosures and the Protection of Whistleblowers from detriment are as follows:

In the event of a disclosure that is protected by this Policy, ADA will endeavour to follow the risk management process outlined in this Policy. Specifically, ADA will make reasonable efforts to:

§ Ensure the confidentiality of the Eligible Whistleblower is maintained at all times.

§ Ensure employees conduct themselves appropriately in accordance with this Policy.

§ In the event that a Protected Disclosure is substantiated, take appropriate action if required.

§ Keep records of the risk management & disclosure management and investigation process.

§ Protect the Eligible Whistleblower against any retribution or victimisation.

§ Ensure that all employees and officers of ADA are familiar with and, have understood the rules and regulations as detailed in this Policy.

§ Where appropriate - keep the Eligible Whistleblower informed of the progress of the review of the protected disclosure.

4. Scope

This policy applies to ADA Personnel which includes a current or former;

- Employee or volunteer;
- Officer, Director or Executive;
- Contractor, Consultant or Associate;
- Supplier or Service Provider;

OR

- A spouse, relative or dependant of one of these people.

5. Policy

5.1 What is a Whistleblower?

A Whistleblower is a person associated with our business (ADA Personnel), who makes or attempts to make a report of Reportable Conduct under this Policy.

5.2 What is Reportable Conduct?

You may make a report under this policy if you have reasonable grounds to suspect that an activity has occurred relating to ADA business dealings that:

- a. Is dishonest, fraudulent or corrupt. This includes bribery or other activity that is in breach of the ADA Anti-bribery and Corruption policy;
- b. Is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- c. Is unethical (such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching ADA's Code of Conduct or other policies or procedures);
- d. Is potentially damaging to ADA, an ADA employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of ADA property or resources;
- e. Amounts to an abuse of authority;
- f. May cause financial loss to ADA or damage its reputation, or be otherwise detrimental to ADA interests;
- g. Involves harassment, discrimination, victimization or bullying, other than personal work-related grievances as defined in the Corporations Act 2001 (Cth);
- h. Involves any other kind of misconduct or an improper state of affairs in relation to ADA; or
- i. Is a deliberate cover up of any of the above;

This includes concerns regarding conduct that has occurred or is likely to occur.

5.3 When will a report be a Protected Disclosure?

For a disclosure to be a Protected Disclosure under this policy, the reporting Whistleblower must be an Eligible Whistleblower, which is a person who is ADA Personnel, who;

§ reports conduct that is Reportable Conduct;

§ reports based on reasonable grounds to suspect that the information in the report is true or likely to be true;

§ makes the report in accordance with this Policy to one of the Eligible Recipients; and

§ has not themselves engaged in serious misconduct or illegal activity, in relation to the Reportable Conduct.

The disclosure will be protected by the Taxation Administration Act 1953 (Cth) if:

(i) The discloser is an eligible whistleblower; and

(ii) The disclosure is made to a person identified in clause 5.6; and

(iii) the Whistleblower has reasonable grounds to suspect that the information indicates misconduct, or an improper or circumstances, in relation to the tax affairs of ADA or an associate of ADA; and

(iv) the Whistleblower considers that the information may assist the recipient to perform functions or duties in relation to the tax affairs of ADA or an associate of ADA; or

(v) if the disclosure is made to the Commissioner of Taxation, the Whistleblower considers that the information may assist the Commissioner to perform functions or duties under a taxation law in relation to ADA or an associate of ADA.

5.4 Whistleblowing & Grievance Reporting

We encourage all ADA Personnel to promptly report any improper, unacceptable behaviour, or Reportable Conduct, as soon as you become aware of it; however, there are specific processes for reporting depending on the type of conduct being reported.

This policy relates to Whistleblowing (as defined in the legislation) which is not the same as making a complaint or raising a personal or work related grievance, because the objective of 'blowing the whistle' (under the legislation), is to correct a wrongdoing or malpractice that affects the broader interests of ADA or the public interest.

Therefore the majority of this policy content applies to these types of reports.

Personal work-related grievances are issues related to your employment with ADA that have implications for you personally (i.e. matters solely related to your personal employment) and are not within the scope of this Policy. If you believe you have a personal work-related grievance, you should raise the issue directly with your Supervisor or Department or HR Manager.

Examples of personal work-related grievances include:

- a conflict between you and another employee;
- a decision relating to your working arrangements; or
- a decision relating to the termination of your employment.

In some limited instances, a personal work-related grievance may be covered by this Policy, such as where the grievance arises from knowledge of unethical, illegal or fraudulent conduct.

5.5 When should I raise a concern?

You should raise a concern under this Policy where you have reasonable grounds to suspect that Reportable Conduct has occurred or is likely to occur. This Policy is designed to complement ADA's normal communication channels and is not intended to restrict ADA from raising issues and discussing grievances and concerns with appropriate Supervisors or Managers.

5.6 Who can I make a report to?

If you become aware of any issue or behaviours which you believe to be Reportable Conduct, ADA has various ways to make a report to an eligible recipient.

5.6.1 Internal Reporting - Eligible Recipients

The role of the Whistleblower Disclosure Officer has been specifically created to receive Whistleblower reports and provide guidance and support to ADA Personnel.

The Whistleblower Disclosure Officer (WDO) will also coordinate investigations as required regarding Whistleblower reports.

Whistle-blower Disclosure Officers:

ADA Personnel can make a report that may qualify for protection under Australian law to one of the Whistleblower Disclosure Officers:

Ed Holbrook – CFO

Office: 03 9353 4518

Mobile: 0410 017 676

Email: ed.holbrook@ada.com.au

Fiona Hasty – HR Manager

Office: 03 5434 4702

Mobile: 0431 432 390

Email: fiona.hasty@ada.com.au

Whilst ADA would prefer that reports are raised with the Whistleblower Disclosure Officers, under the Corporations Act 2001(Cth), the matter can also be raised with an “officer” or “senior manager” of the company. The Corporations Act defines these as “a director, or a senior manager in the company who makes or participates in making decisions that affect the whole, or a substantial part of the business of the company, or who has the capacity to affect significantly the company’s financial standing

5.6.2 External Reporting - Eligible Recipients

If you would prefer not to speak to anyone internally regarding the Reportable Conduct, you can make a disclosure directly to ProAct Link, which is an external and independent hotline and reporting service.

ProAct Link posters will be posted in all ADA workplaces.

ProAct Link reporting options are:

By phone: 1800 888 340 (free call)

Online: www.proactlink.com.au (this option also allows for upload of documents)

By email: report@proactlink.com.au

Reports made to ProAct Link should include as much information as possible, including –

- a description of the conduct and person(s) involved;
- date, time, and location of the conduct;
- possible witnesses to the conduct;
- any available evidence of the conduct (e.g. documents, emails).

5.6.3 Anonymous Reporting

A report may be submitted anonymously to the Whistleblower Disclosure Officer or to ProAct Link if you do not wish to disclose your identity. If you do disclose your identity to ProAct Link, you can request that they do not disclose it to ADA. ProAct Link will not disclose your identity to ADA without your consent, or unless legally compelled to do so.

If you do not provide your name, the investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless enough information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity.

Please remember that all claims received regarding malpractice or misconduct are treated confidentially and Whistleblowers are encouraged to disclose their identity to obtain the protection that they are entitled to under the law.

5.6.4 Reporting to Regulators

Nothing in this Policy is intended to restrict ADA Personnel from disclosing Reportable Conduct, providing information to, or communicating with a government agency, law enforcement body, regulator, or legal adviser in accordance with any relevant law or regulation.

Whistleblowers can therefore also report to –

- an actuary or an auditor of ADA;
- external regulators such as ASIC (Australian Securities and Investments Commission), APRA (Australian Prudential Regulatory Authority), and the Tax Commissioner;
- a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the Whistleblower provisions of relevant legislation.

These authorities are also considered to be Eligible Recipients.

5.6.5 Emergency or Public Interest disclosures

In certain limited circumstances such as if the breach has an imminent risk of causing harm or danger to public health or safety, an emergency or public interest disclosure can be made to a journalist or a Member of Parliament.

These reports may be protected under legislation and this Policy, where certain circumstances are met, including that ASIC, APRA or another Commonwealth body has first been notified.

Refer to Appendix A regarding relevant criteria.

If you wish to make an Emergency or Public Interest Disclosure, you may wish to seek independent legal advice to ensure that the disclosure would be protected.

5.7 Receiving a report

If you are the person that a report is made to, and you believe that behaviour reported may be regarding Reportable Conduct –

- Notify a Whistleblower Disclosure Officer and report the information received to them only;

OR

- Report the information to ProAct Link;

Do not discuss the report or the identity of the person making the report with anyone else.

Unauthorised disclosure of the whistleblower's identity or information from which the identity of the whistleblower could be inferred, will be regarded as a disciplinary matter and will be dealt with in accordance with ADA's disciplinary procedures.

5.8 How are reports investigated?

Reports raised under this Policy will be received and treated seriously with the utmost sensitivity. All matters will be dealt with fairly and objectively.

While making a report does not guarantee the matter will be formally investigated, all reports will be reviewed and assessed by the Whistleblower Disclosure Officers. A decision will be made as to whether they should be investigated in accordance with this Policy and whether an internal or external investigator will be appointed. ADA's response to a report will vary depending on the nature of the report (including the amount of information provided).

Reports alleging Reportable Conduct will be assessed to:

- determine if and how they should be investigated in accordance with this Policy; and determine whether the Reportable Conduct is of a serious nature, particularly if it involves senior management and or significant financial matters. Where the matter is considered serious, the Whistleblower Disclosure Officer must immediately notify the CEO and the Chairman of the Board.

Unless there are confidential, or other reasons not to, individuals to whom the disclosure relates will be informed of the allegation at an appropriate time and given an opportunity to respond.

Where ADA considers it appropriate, we will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

5.9 Protection of files and records

Any records from the investigation are confidential and are to be kept securely. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

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5.10 Protection of Whistle-blowers

ADA is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment as a result.

5.10.1 Protection against detrimental conduct

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report. If you believe you have been subjected to detrimental treatment as a result of making a report under this policy, you should inform a Whistleblower Disclosure Officer or raise it in using the avenues listed in this policy.

5.10.2 Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, ADA will only share your identity as a whistleblower or information likely to reveal your identity if:

- i. you consent;
- ii. the concern is reported to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police (AFP); or
- iii. the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If ADA needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

If you make a report under this policy and it is a disclosure protected under the Corporations Act 2001 (Cth) or the Taxation Administration Act 1953 (Cth), the following protections also apply to you:

- (a) immunity from any civil or criminal or administrative legal action for making the disclosure;
- (b) protection from contractual or other remedies being sought against you for making the disclosure;
- (c) the information you provide will not be admissible in evidence against you in legal proceedings (except in proceedings regarding the falsity of the information disclosed);
- (d) you will have qualified privilege in respect of the disclosure in proceedings for defamation and subject to any malice on your part, you will be protected from any defamation proceedings;
- (e) if you are victimised by a person because they believe that you or any other person have made a disclosure or will make a disclosure, you may be entitled to compensation or another remedy. That person may also be guilty of an offence and/or could be liable for a civil penalty. Unless you unreasonably brought the proceedings for compensation or another remedy, you cannot be ordered to pay costs; and
- (f) your identity or information that may lead to the identification of you as the Whistleblower cannot be disclosed except in certain circumstances allowed under Australian law including that your identity must not be disclosed to a Court or tribunal except when considered necessary. Information that could identify you may be disclosed if it is reasonably necessary for the purpose of investigating the report and all reasonable steps to reduce the risk that you will be identified have been taken.

Subject to law, confidentiality and protections afforded to Whistleblowers, where appropriate, ADA will provide updates on the progress of an investigation, or the outcome of an investigation, to the Whistleblower and/or to person(s) about whom the disclosure was made or relates.

If it is determined as a result of the investigation that the disclosure is not protected by any law and was made maliciously, the person who made that disclosure could be subject to disciplinary action up to and including termination of their employment.

5.11 Duties of employees in relation to reportable conduct

It is expected that employees of ADA will make a report under this policy, or under other applicable policies if they become aware of actual reportable conduct, or if they have reasonable grounds to suspect that reportable conduct has taken or is taking place.

5.12 Consequences of making a false report

When making a disclosure it is expected that the person disclosing has reasonable grounds to suspect that the information being disclosed is true.

The person disclosing will not be penalized if the information they disclosed reasonably believing it to be true, is discovered by an investigation to not be true. However, disclosures that are known not to be true, or are misleading will be considered to be false reports and to be a breach of this Policy which may result in disciplinary action.

There may also be legal consequences for knowingly making a false report.

5.13 Policy Availability & Training

ADA employees will be made aware and have access to this Policy and the mechanisms for the reporting of Reportable Conduct through ADA's induction and training programs.

This policy is available to all officers and employees of ADA via the local Q Drive. Hard copies will be made available for those whose work does not involve access to a computer. Other eligible Whistleblowers as described in this policy wishing to use it can access it from the ADA website.

5.14 Amendments to this Policy

This policy cannot be amended without approval of the ADA Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of ADA.

1. REFERENCES

- BMP 1.03: Compliance Policy
- BMP 6.42: Code of Conduct
- BMP 6.21: Anti-Bribery and Corruption Policy
- Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (<https://www.legislation.gov.au/Details/C2019A00010>)
- The Corporations Act (Cth) 2001
- The Taxation Administration Act 1953 (Cth)
- ASIC Whistleblower rights and protections Info sheet 238 (<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>

Appendix A

Special types of disclosures: Public interest disclosures and emergency disclosures
Under Whistle-blower laws, there are also special circumstances where Eligible Whistleblowers can report Reportable Conduct or Reportable Tax Conduct to members of the Australian parliament or journalists.

If you are an Eligible Whistleblower, you can make a “Public Interest Disclosure” of Reportable Conduct or Reportable Tax Conduct to a member of an Australian parliament, or a journalist, that will qualify for protection under this Policy only if all the following conditions are met:

- you previously made a disclosure of Reportable Conduct or Reportable Tax Conduct that qualified for protection under this Policy to ASIC, APRA or a Prescribed Commonwealth Authority;
- at least 90 days has passed since that disclosure was made;
- you do not have reasonable grounds to believe that action has been take, or is being taken, to address the matters identified in the disclosure;
- you have reasonable grounds to believe that making a further disclosure that would be in the public interest; and
- before making the public interest disclosure, you have given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that you intend to make a 'public interest disclosure'.

You can make an “Emergency Disclosure” of Reportable Conduct or Reportable Tax Conduct to a member of an Australian parliament, or a journalist, that will qualify for protection under this Policy only if all the following conditions are met:

- you previously made a disclosure of Reportable Conduct or Reportable Tax Conduct that qualified for protection under this Policy to ASIC, APRA or a Prescribed Commonwealth Authority;
- you have 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;
- before making the public interest disclosure, you have given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that you intend to make an 'emergency disclosure'; and
 - the extent of the information disclosed in the 'emergency disclosure' is no greater than is necessary to inform the parliamentarian or journalist of the substantial and imminent danger.

Revision Table

Rev No	Date	Description	Pages	By
1	11/12/2019	New Policy	All	ND

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