

Whistleblowers Policy

Whistleblowers Policy

Bravura Solutions Limited and its subsidiaries (the Company)

1. Introduction and Purpose

1.1 Background

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

1.2 Purpose

The purpose of this Whistleblowers Policy (**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 2001 (Cth) (**Corporations Act**) in relation to the reporting of possible misconduct, or an improper state of affairs or circumstances by the Company, officers or employees. Paragraph 6.2 of this Policy explains these procedures and protections.

It is expected that Whistleblowers will report known, suspected or potential cases of Reportable Conduct.

1.3 Definitions

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

2. Scope

This Policy applies to all Whistleblowers 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. Communication of this Policy

A copy of this Policy will be made available:

- (a) on the Company's website;
- (b) to all Directors, officers and Whistleblower Protection Officers;
- (c) to all employees and contractors at induction; and

- (d) to all employees and contractors via internal online measures or in hard copy from the General Counsel.

4. Reporting conduct

4.1 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 regulatory obligation 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, theft or corrupt;
- (d) is coercion, harassment, bribery, victimisation or discrimination;
- (e) involves unethical 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, an employee or a third party, including unsafe work practices, environmental damage, danger to financial systems, 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;
- (i) is a breach of legislation including the Corporations Act or an offence against the Commonwealth punishable by imprisonment for 12 months or more; or
- (j) involves any other serious impropriety, misconduct, or an improper state of affairs or circumstances.

Reportable Conduct must be based on information that is directly known to the Whistleblower. The Whistleblower must have reasonable grounds to suspect the alleged conduct has occurred.

4.2 False reporting

No Whistleblower will be victimised or adversely affected because of taking action in reporting their concerns (provided of course that the Whistleblower has reasonable grounds to suspect wrongdoing).

Unsubstantiated allegations which are found to have been made maliciously, or with the knowledge of being false, could result in disciplinary action or a termination of service.

4.3 How to report conduct

Whistleblowers can report Reportable Conduct to:

- (a) their immediate local senior HR representative;

- (b) one of the Whistleblower Protection Officers identified in paragraph 4.4 of this Policy; or
- (c) if the Whistleblower feels unable to raise the Reportable Conduct with a member of the Company, as outlined above, the Whistleblowers may contact an external independent hotline (**Independent Hotline**). The Independent Hotline is currently provided by Safecall. Representatives of Safecall can be reached at any time on the contact numbers listed below:

Country	Freephone Number
Australia	0011 800 7233 2255
Bermuda	011 800 7233 2255
Hong Kong	3077 5524
India	000 800 440 1256
Luxembourg	00 800 72332255
New Zealand	00 800 7233 2255
Poland	00 800 72332255
South Africa	00 800 72332255
UK	0800 915 1571

4.4 Whistleblower Protection Officers

In addition to the local senior HR representative, the current Whistleblower Protection Officers nominated by the Company are the Joint Company Secretaries, who are currently Martin Deda, who can be contacted on +61 2 9018 7817 or by email at mdeda@bravurasolutions.com, and Nigel Liddell, who can be contacted on + 44 (0) 207 997 3062 or by email at nliddell@bravurasolutions.com.

4.5 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 speaking with a representative of the Independent Hotline. If a Whistleblower 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 6.2 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. Any breach of confidentiality in relation to the disclosure or Whistleblower’s identity will be taken seriously, and may be the subject of a separate investigation and/or disciplinary action.

5. Handling of reports

5.1 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. The investigation will be thorough, objective, fair and independent of the Whistleblower, anyone who is the subject of the Reportable Conduct, and any business unit concerned.

5.2 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.

5.3 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.

5.4 Whistleblower will be kept appropriately informed

The Whistleblower will be kept appropriately informed of the progress of action taken in respect of their report, unless they have remained anonymous. At the conclusion of the investigation, they will be informed of the outcome.

5.5 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 Whistleblower's prior consent. 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.

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

Any information about a Whistleblower's identity and information that is likely to lead to the identification of the Whistleblower may be disclosed in circumstances where such disclosure is

made to ASIC, APRA, the Australian Federal Police or a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the whistleblowing provisions of the Corporations Act.

6. Protection of Whistleblowers

6.1 General protections

Whistleblowers that report a concern on reasonable grounds under this Policy must not be personally disadvantaged by:

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

The Whistleblower is not, however, protected from civil, criminal or administrative 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.

6.2 Protection under the Corporations Act

The Corporations Act provides additional protections in relation to the reporting of possible misconduct, or an improper state of affairs or circumstances relating to the Company. A disclosure of information by a person qualifies for protection under the Corporations Act if:

- (a) the Whistleblower is an Eligible Person;
- (b) the report is made to:
 - (i) ASIC, APRA or other prescribed Commonwealth authorities;
 - (ii) A legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblowing provisions of the Corporations Act;
 - (iii) an auditor, or a member of the audit team, conducting an audit of the Company;
 - (iv) an actuary of the Company;

- (v) an officer or senior manager of the Company (for example, the immediate local senior HR representative of the Whistleblower);
 - (vi) a journalist or parliamentarian (where such information qualifies as a public interest or emergency disclosure); or
 - (vii) a person authorised by the Company to receive disclosures of that kind (that is, a Whistleblower Protection Officer);
- (c) the Whistleblower has reasonable grounds to suspect that the information indicates that there has been misconduct, or an improper state of affairs or circumstances, including, any Reportable Conduct in relation to the Company or any of its officers or employees.

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 for making the disclosure. The Whistleblower is not, however, protected from civil, criminal or administrative liability for any of its conduct which may be revealed by the report.
- (b) in some circumstances, the reported information is not admissible 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 information.
- (c) 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.
- (d) if the Company purports to terminate the employment of a Whistleblower on the basis of the disclosure, a court may reinstate the Whistleblower to the same position or a position at a comparable level.
- (e) the Whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment.
- (f) subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the Whistleblower's identity or information likely to lead to identification of the Whistleblower.

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

7. Training

The HR team will facilitate regular training for all employees on this Whistleblowers Policy. This training will include:

- (a) for employees – general awareness of the Whistleblowers Policy and their rights and obligations under it; and
- (b) for Whistleblower Protection Officers – further training about how to respond to any Whistleblower Reports should they be received.

8. Reporting to the Board

The Board is regularly updated on Whistleblower reports, investigations and results. Reports or investigations carrying an undue amount of risk will be reported to the Board outside of the usual updates. The Board can ask at any time about anonymous reports and investigations, as well as the Company's Whistleblowers Policy.

9. Other matters

9.1 Amendment of policy

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

9.2 Terms and Conditions

This policy does not form part of any contract of employment or contract of engagement and local laws and regulations in relation to the subject matter of this policy may vary from time to time and Employees are encouraged to be aware of relevant laws and regulations and not to solely rely on this policy.

9.3 Adoption of Policy and Board review

This Policy was adopted by the Board on 26 November 2019, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically to check that it is operating effectively and to consider whether any changes are required to the Policy. The Company Secretary will communicate any amendments to employees as appropriate.

Schedule 1 Definitions

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

APRA means the Australian Prudential Regulation Authority.

Corporations Act means Corporations Act 2001 (Cth).

Corporations Legislation has the meaning given to that term in section 9 of the Corporations Act, and includes the Corporations Act and Australian Securities and Investments Commission Act 2001 (Cth).

Eligible Person means an individual who is, or has been, one of the following:

- (a) a director, secretary, officer, associate, employee or secondee; or
- (b) a supplier, service provider, contractor (or their employees or subcontractors);

of, or working with, the Company, or a relative or dependent of one of the above (or of their spouse).

Whistleblower means an Eligible Person who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company as described in this Policy.

Whistleblower Protection Officer means a local senior HR representative 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 local senior HR representatives, are identified in paragraph 4 of this Policy.