



Whistleblower Policy

Cluey Ltd
ACN 644 675 909
(Company)

Adopted by Board of Directors on:

24 June 2021



Whistleblower Policy

1. INTRODUCTION

- 1.1 Cluey Ltd ("**Cluey**") is committed to the highest standards of legal, ethical and moral behaviour, including the protection of individuals (whistle blowers) who disclose information about actual, suspected or anticipated acts (or omissions) of misconduct or an improper state of affairs or circumstances relating to the group or its employees.
- 1.2 This Policy has been adopted to promote a culture of compliance, honesty and ethical behaviour within Cluey and to ensure employees and others within the workplace are treated fairly and with respect. We are all responsible for ensuring that we comply with the law. Cluey must comply with the obligations relating to protecting whistle blowers in the Corporations Act 2001 (Cth). Your active involvement and reporting of wrongdoing is required and encouraged.

2. PURPOSE

- 2.1 This Policy aims to:
- encourage whistleblowers to report an issue if they reasonably believe someone has engaged in serious wrongdoing;
 - outline how Cluey will deal with whistleblowing reports; and
 - set out the avenues available to whistleblowers to report serious wrongdoing to Cluey. Whilst it is generally expected that these issues will be raised through the normal channels of line management, reporting by other avenues may be appropriate or necessary in certain situations.

3. PRINCIPLES

- 3.1 Cluey is committed to protecting and supporting the privacy, dignity, well-being, career and good name of anyone reporting wrongdoing. If you raise a report under this Policy, the information provided (including your identity) will be kept confidential and secure and will only be shared on a "need-to-know" basis as necessary for investigating the concern raised.
- 3.2 Cluey will use its best endeavours to ensure that whistleblowers will not be prosecuted or disadvantaged in any way (whether by dismissal, demotion, any form of harassment, discrimination or current or future bias). Any such retaliatory action is grounds for disciplinary action, up to and including dismissal.
- 3.3 In extreme cases where it is not possible to maintain the anonymity of the whistleblower, Cluey will take positive action to protect the whistleblower from reprisal.

4. SCOPE ('ELIGIBLE WHISTLEBLOWERS')

- 4.1 This Policy applies to all companies within the Cluey Ltd group.
- 4.2 To be treated as an Eligible Whistleblower under this Policy, you must be a current or former director, officer, employee, supplier (paid or unpaid) and/or its employee, associate, contractor or consultant, or a relative or dependant (or dependants' of their spouses) of any such person. This Policy also protects those who are entitled to whistleblower protection under Australian whistleblower laws.

4.3 Whilst this Policy primarily deals with internal disclosures, some types of disclosures to external parties (such as legal representatives, ASIC, ATO, members of parliament or journalists) must be treated in accordance with this Policy.

5. TYPES OF DISCLOSABLE MATTERS

5.1 To be treated as an Eligible Whistleblower under this Policy, your report must be in relation to misconduct or an improper state of affairs that are considered 'disclosable matters'. Examples of disclosable matters include, but are not limited to, the following:

- any breach of regulations or laws (including tax, accounting or audit matters);
- unethical behavior, including anything that would breach the Cluey Code of Conduct;
- dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation payments or other such benefits;
- fraudulent activity;
- illegal activity (including theft, drug sale / use, violence or threatened violence and property damage);
- conflicts of interest;
- abuse of authority;
- inappropriate offering or receiving of gifts or entertainment;
- disclosure or misappropriation of confidential information;
- improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters;
- any activity that poses a substantial risk to the environment;
- any serious impropriety;
- conduct representing a danger to the public;
- conduct endangering health or safety;
- a substantial mismanagement of Cluey's resources;
- conduct that is detrimental to Cluey's financial position or reputation; and
- concealment of wrongdoing.

5.2 Reportable conduct also includes any conduct which comprises retaliation against any person who raises concerns of a disclosable matter under this Policy or against anyone who helps address a concern raised.

6. PERSONAL WORK-RELATED GRIEVANCES

- 6.1 Personal work related grievances are not covered under this Policy and should be reported to your line manager or Human Resources representative in accordance with the Grievance Policy. “Personal workplace grievances” means a grievance about any matter in relation to the discloser’s employment, engagement, former employment or former engagement, having (or tending to have) implications for the discloser personally. This includes:
- an interpersonal conflict between the discloser and another employee;
 - a decision relating to the engagement, transfer or promotion of the discloser;
 - a decision relating to the terms and conditions of engagement of the discloser; and
 - a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.
- 6.2 However, it does not include:
- any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
 - a matter that would have significant implications for Cluey.

7. REPORTING WRONGDOING

Disclosure to ‘Eligible Recipients’

- 7.1 If you have reasonable grounds, or otherwise in good faith, suspect wrongdoing, you are encouraged to raise the matter in the first instance with your Line Manager (or other officer or senior manager within Cluey) to seek advice as to the best way to progress disclosure.
- 7.2 If approaching your Line Manager is unsatisfactory (for example, because of issues of sensitivity or their involvement in the offending conduct), or to ensure appropriate escalation and timely investigation of matters under this Policy, Eligible Whistleblowers are encouraged to report disclosable matters to one of the following governance officers (each, ‘Eligible Recipients’):
- | | | |
|-------------------------|--------------|------------------|
| Chief Financial Officer | Greg Fordred | Ph: 1300 182 000 |
|-------------------------|--------------|------------------|
- 7.3 Further, you can make disclosure to an auditor or member of an audit team conducting an audit on Cluey, or if the disclosure concerns Cluey’s tax affairs (or its group companies or associates tax affairs), Cluey’s registered tax agent or BAS agent, or any employee in the group who has responsibility relating to its tax affairs.
- 7.4 If a report involves the CEO or an Eligible Recipient, this will be directed to the Chair of the Cluey Ltd Board or Chair of the Cluey Ltd Audit and Risk Committee for investigation and further action.

8. CONFIDENTIALITY

- 8.1 Cluey is committed to protecting and supporting the privacy, dignity, well-being, career and good name of anyone reporting wrongdoing. Cluey will at all times endeavour to protect the identity of the whistleblower (or information that is likely to lead to their identity becoming known). The identity of the whistleblower (or information that is likely to lead to their identity becoming known) may be disclosed in the following circumstances:
- The person making the report consents to disclosure;
 - The disclosure is made to ASIC, the Australian Federal Police or another prescribed body;
 - The disclosure is required or authorised by law; and/or
 - The disclosure is necessary to further the investigation.
- 8.2 Whilst your identity and information will only be shared on a “need-to-know” basis as necessary for investigating the concern raised, there may be some circumstances during an investigation when it may become obvious who has reported the matter. There may also be occasions when it might be necessary to disclose the nature and substance of a report to the subject of the report.
- 8.3 Cluey will take every precaution to ensure any reports or records in relation to wrongdoing are kept securely and only disclosed to those who have been authorised access.
- 8.4 In extreme cases where it is not possible to maintain the anonymity of the whistleblower, Cluey will take positive action to protect the whistleblower from reprisal. Cluey will use its best endeavours to ensure that whistleblowers will not be prosecuted or disadvantaged in any way (whether by dismissal, demotion, any form of harassment, discrimination or current or future bias). Any such retaliatory action is grounds for disciplinary action, up to and including dismissal.
- 8.5 Despite these protections, a whistleblower may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

9. ANONYMOUS REPORTING

- 9.1 A report can be made anonymously. However, it may be difficult for Cluey to properly investigate or take other action to address the matters disclosed in anonymous reports. In circumstances where the Eligible Whistleblower has not consented to the disclosure of their identity, the matter may be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk that the discloser will be identified as a result of the investigation.
- 9.2 Information about an Eligible Whistleblower’s identity and information that is likely to lead to the identification of the Eligible Whistleblower may be disclosed in the following circumstances:
- Where the information is disclosed to ASIC, APRA or the Australian Federal Police;
 - Where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
 - Where the Eligible Whistleblower consents.

10. SUPPORT AND PROTECTIONS AVAILABLE TO DISCLOSERS

- 10.1 An Eligible Whistleblower will not be subject to any civil, criminal or disciplinary action for making a report that is covered by this Policy, or for participating in any subsequent investigation by Cluey.
- 10.2 No employee, officer or contractor of Cluey may engage in detrimental conduct against an Eligible Whistleblower who has made or proposes to make a report in accordance with this Policy, because of such report or proposed report.
- 10.3 All reasonable steps will be taken to ensure that a Whistleblower will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report. However, this Policy will not protect the Eligible Whistleblower if they are also involved in or connected to the improper conduct or illegal activities that are the subject of a report.
- 10.4 Support available for Eligible Whistleblowers includes:
- connecting the Eligible Whistleblower with access to the Employee Assistance Program (EAP);
 - appointing an independent support person from the human resources team to deal with any ongoing concerns they may have; or
 - connecting the Eligible Whistleblower with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

Use of these support services by an Eligible Whistleblower may require the Eligible Whistleblower to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

11. INVESTIGATIONS

- 11.1 When a disclosure is made which may attract this Policy, the disclosure will first be assessed to determine whether the information is a disclosable matter. If so, it will be investigated in accordance with this Policy.
- 11.2 Investigations of wrongdoing will be conducted in a manner that is confidential, fair, objective and timely. The investigation will be conducted by an assigned investigator (including the eligible recipient who received the disclosure) with no personal interest in the matter. The investigation processes will vary depending on the nature of the wrongdoing and the amount of information provided. For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. A whistleblower reporting anonymously should provide as much information as possible so as not to compromise the ability to fully investigate the report.
- 11.3 When a report is investigated it may be necessary to reveal its substance to other parties such as Cluey Directors & members of the Executive team, and if appropriate law enforcement agencies.
- 11.4 Any person whom a report is made against will be treated with fairness and dignity. They will be informed of the substance of the allegations, given a reasonable opportunity to respond and have their response included as part of the final investigation report.
- 11.5 All serious disclosures and progress of any investigation will be reported to the Board of Cluey. If the investigation reveals genuine issues to be addressed, the Board will instruct management to take immediate action.

-
- 11.6 In circumstances where a disclosed matter concerns an activity or conduct which is potentially illegal, Cluey may decide to engage an external investigator. The matter may also be reported to relevant regulatory authorities or police.
- 11.7 If the Company holds personal information about an individual and the individual is able to establish the information is not accurate, complete and up-to-date, the Company will take reasonable steps to correct the information so that it is accurate, complete and up-to-date.
- 11.8 In circumstances where an Eligible Recipient or the Company deems it appropriate, Cluey may decide to engage an external mediator to assist resolve the reported wrongdoing.

12. INVESTIGATING OUTCOMES

- 12.1 A whistleblower will always be informed of the outcome of the investigation. In cases where the investigation has not substantiated the allegations, an appropriate explanation will be made to the whistleblower, subject to any privacy and confidentiality rights.
- 12.2 Trivial or vexatious matters with no substance or unsubstantiated allegations which are found to be malicious or made when they are knowingly false will be viewed seriously and may lead to disciplinary action including termination of employment or cessation of a service, contract or client relationship. You will not be penalised if the information is reported in good faith but turns out to be incorrect.

13. BREACH OF THIS POLICY

- 13.1 Any breach of this Policy may result in counselling and disciplinary action, which may include dismissal. An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

14. GENERAL

- 14.1 It is a condition of any employment or engagement by Cluey that all employees, officers and contractors must comply at all times with this Policy. However, this Policy does not form part of any agreement between any person and Cluey, nor does it constitute terms and conditions of any person's employment or engagement with Cluey.
- 14.2 This Policy will be made available to officers and employees of Cluey by making it accessible on the intranet and providing this Policy to all new employees as part of their induction. The policy will be made available to contract tutors by making it accessible on the Tutor internet site.

15. CHANGES TO THIS POLICY

- 15.1 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 sole discretion of Cluey.