



GROUP WHISTLEBLOWER POLICY

Policy Reference	Policy Owner	BAI Companies	Effective
HR- POL-1048	People	BAI Communications Pty Ltd	October 2020

1 Purpose and application

The Company and its subsidiaries (the **BAI Group**) expects the highest ethical standards from all of its employees. It is important that when an employee, customer or stakeholder suspects an employee of Disclosable Conduct (defined in Section 4) that that person has the confidence to report this matter safely and securely.

This policy also aligns with our BAI Group Culture Framework of "*Being Courageous and Doing What Matters.*" It supports our culture in so far as it provides our people, customers and stakeholders with the confidence to talk freely about information that may potentially damage others and the reputation of the BAI Group.

We accept that at times it can be difficult to speak up about suspected wrongdoing, but we strive to create an environment where reports of Disclosable Conduct can occur in a safe and supported manner. It is only when we are made aware of issues that we can fully address them, so that the services that we provide remain the centre of everything that we do.

2 Purpose of Policy

The objectives of this Policy are to:

- Adopt the highest standards of corporate governance, compliance and ethical behaviour for the BAI Group;
- Help deter Disclosable Conduct, in line with the BAI Group's risk management and governance framework;
- Encourage BAI Group people or anyone who has business dealings with BAI Group to raise any concerns and report any instances of Disclosable Conduct, illegal, fraudulent or other unethical conduct where there are reasonable grounds to suspect such conduct has occurred;
- Provide an appropriate procedure for individuals to report such conduct in the knowledge they can do so, without fear of reprisal;
- Ensure that any person who makes a disclosure in accordance with this Policy (a Whistleblower) is appropriately protected from any Detrimental Conduct (as defined in this Policy);
- Actively protect and manage the welfare of Whistleblowers and others connected with a disclosure; and
- Ensure that our activities in relation to managing whistleblower disclosures are consistent with the Whistleblower provisions of the *Corporations Act 2001*.

3 Scope

This Policy applies to and will protect all Eligible Whistleblowers (defined in Section 4). This is our main Group Whistleblower Policy. Each of our Group Companies will adopt its own whistleblower policy which is consistent with the terms of this Policy.

4 Definitions

APRA means Australian Prudential Regulation Authority.

ASIC means Australian Securities and Investments Commission.

ATO means Australian Taxation Office.

Corporations Act means the Corporations Act 2001.

Detrimental Conduct is conduct that causes detriment to a Whistleblower in relation to a disclosure the person suspects that the Whistleblower made, may have made, or proposes to make. Detrimental Conduct is defined as any of the following:

- a) Dismissal of an employee;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position to his or her disadvantage;
- d) Discrimination between an employee and other employees;
- e) Harassment or intimidation of a person;
- f) Harm or injury to a person, including psychological harm;
- g) Damage to a person's property or reputation;
- h) Damage to a person's business or financial position; or
- i) Any other damage to a person.

Disclosable Conduct is defined as conduct that qualifies for whistleblower protection if an Eligible Whistleblower has reasonable grounds to suspect that any BAI Group Company (including any of their employees or officers) have engaged in conduct that is, but is not limited to:

- a) Dishonest, fraudulent or corrupt, or involves bribery or corruption, or an improper state of affairs or otherwise amounts to an abuse of authority;
- b) Illegal, including theft, drug sale or use, violence, or threatened violence, harassment, intimidation, or criminal damage to property;
- c) A breach of Commonwealth or state legislation or local authority by-laws;
- d) Unethical, including dishonestly altering company records or data, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;
- e) Breaches BAI Group's Code of Conduct or other BAI Group policies;
- f) Potentially damaging to BAI Group, a BAI Group employee or a third party, or the public or the financial system, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- g) Amounts to an improper state of affairs or circumstances, in relation to the tax affairs of BAI Group, a related company or associated entity and this information may assist the recipient to perform their functions or duties in relation to those tax affairs;
- h) May cause financial or non-financial loss to BAI Group, damage its reputation or be otherwise detrimental to BAI Group's interests;
- i) Constitutes an offence against any other law that is punishable by imprisonment;
- j) Represents a danger to the public or the financial system;
- k) Is prescribed by regulation;
- l) Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make a disclosure; or
- m) An attempt to conceal or delay a disclosure of any of the above conduct.

Eligible Recipient means any of the following:

- a) An officer or senior manager of any BAI Group Company;
- b) The Chief Risk Officer or BAI Group's auditor; or
- c) The BAI Group's Whistleblower Protection Officer; or
- d) The External Whistleblower Hotline Service (whose details are set out in Section 8.)

Eligible Whistleblower is an individual who is covered by the scope of this Policy who discloses a concern or a complaint to a matter that is covered by this Policy and who wishes to avail herself/himself of the protections afforded under this Policy against reprisal or the taking of Detrimental Conduct against the person for having made the disclosure.

An Eligible Whistleblower is defined to include all BAI Group personnel including:

- a) An officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);
- b) A supplier of services or goods to the BAI Group (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- c) Clients and stakeholders of the BAI Group;
- d) An associate of the BAI Group; and
- e) A relative, dependant or spouse of any of the above.

Emergency Disclosure is defined in Section 7.

Local Equivalent means the legislation and/or organisation that governs a specific matter (referred to in this Policy) in the country where the relevant BAI Group Company operates.

Personal Work-Related Grievance is a disclosure that relates to the Discloser's current or former employment, which has implications for the Discloser personally but does not:

- a) Have any other significant implications for BAI Group; or
- b) Relate to the conduct, or alleged conduct about a disclosable matter.

Public Interest Disclosure is defined in Section 7.

Whistleblower Disclosures Officer is the role that is responsible for managing disclosures and ensuring the integrity of the reporting function. The Whistleblower Disclosures Officer performs the following functions:

- Determining whether a disclosure is trivial or whether the disclosure should be investigated;
- Recording and confidentially storing all disclosures of concerns or complaints lodged under the provisions of this Policy;
- Promptly commissioning a confidential internal or external investigation into disclosures made under this Policy;
- Ensures appropriate government agencies are notified about Whistleblower matters where required;
- Maintains a Whistleblower Register for trend analysis and to identify systemic issues requiring attention; and
- Arranges for an inquiry/investigation into the disclosures made by the Whistleblower.

BAI Group's **Whistleblower Disclosures Officer** is the Chief Risk Officer

Whistleblower Investigation Officer is the role that is responsible for investigating investigations into disclosures. Any such investigation undertaken by the Whistleblower Investigation Officer shall observe the rules of natural justice, procedural fairness and be investigated in a prompt and procedurally fair manner.

BAI Group's **Whistleblower Investigation Officer** is the Group General Counsel

Whistleblower Protection Officer is the role that is responsible for providing support and protecting and safeguarding Whistleblowers. The Whistleblower Protection Officer is responsible for:

- Providing updates to the Whistleblower (including through our confidential hotline service provider) including actions taken in relation to their disclosure and the outcomes of any investigations undertaken;
- Providing or arranging support services to the Whistleblower including but not limited to counselling and other professional or legal services;
- Assessing the risk and implementing strategies for protecting the Whistleblower from reprisals and Detrimental Conduct;
- Implementing strategies to assist the Whistleblower to minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or the investigation;
- Interventions for protecting a Whistleblower if Detrimental Conduct has already occurred; and
- Making recommendations to the CEO on actions to be taken to strengthen compliance with this Policy and to strengthen protections for Whistleblowers.

BAI Group's **Whistleblower Protection Officer** is the Chief People Officer.

5 Matters Covered by this Policy

Achieving our mission, to *keep people connected – every hour of the day*, requires our people to demonstrate their commitment to support and maintain our culture of *being courageous and doing what matters*.

It is up to every one of us, as individuals to understand our core values and apply them to our unique assignments; when we're not sure about a decision, it's our responsibility to contact our CEO, your manager or someone in the People Team for guidance.

It is in our organisation's best interest to be made aware of any code of conduct, ethical or legal violations or undesirable conduct as early as possible. When we learn about problems, action can be taken to stop the wrongful acts. Addressing problems directly and without delay, not only reduces the negative impact of the error, but also assures that our reputation remains strong, putting us in the best stead to achieve our mission.

People who have a working relationship with BAI Group are often the first to realise that there may be something seriously wrong. However, they may not wish to speak up for fear of appearing disloyal or may be concerned about being victimised or subject to reprisals for reporting wrongdoing.

BAI Group encourages the reporting of any instances of suspected code of conduct, ethical or legal violations or Disclosable Conduct involving BAI Group, and provides protections and measures so that those persons who make the disclosure, can do so, confidentially and without fear of intimidation, disadvantage or reprisal.

When a person makes a disclosure:

Their identity must remain confidential according to their wishes;

- They will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure;
- They will be protected from any civil, criminal or administrative liability in relation to making a disclosure (unless the disclosure is false);
- An independent inquiry or investigation will be conducted;
- Issues identified from the inquiry/investigation will be resolved and/or rectified;
- Disclosures will be handled and investigated by qualified staff and/or consultants;
- They will be informed about the outcome; and
- Any retaliation for having made the disclosure will be treated as serious wrongdoing under this Policy.

Other Complaint Mechanisms

This Policy is in addition to:

- Grievance procedures for employees, which are for all staff to raise any matters they may have in relation to their work or their work environment, other persons, or decisions affecting their employment. This Policy does not replace other reporting structures such as those for dispute resolution, discrimination, victimisation or matters relating to workplace bullying or harassment;
- Standard complaint mechanisms for clients or volunteers; and
- Any exercising of rights under the terms of their contract by contractors and suppliers.

An exception to this is where the issue is misconduct of a serious nature, yet the existing reporting system failed to attend to the issue or has processed it in a substantially inappropriate, grossly unfair or heavily biased manner.

6 Matters Not Covered by this Policy

Personal Work-Related Grievance

Disclosures that relate solely to personal work-related grievances are not Disclosable Conduct and are excluded from this Policy. However, these are covered by our Grievance Policies which are located on each Group Company's intranet. Examples of personal work-related grievances include:

- a) Concerns which relate to individual working arrangements;
- b) An interpersonal conflict between two people;
- c) A decision about engagement, transfer or promotion;
- d) A decision about the terms and conditions of engagement; or
- e) A decision to suspend or terminate the engagement of an employee.

Personal Work-Related Grievances that are Covered by this Policy

A personal work-related grievance may still qualify for protection, and be covered by this Policy if it includes information about conduct as defined in the Disclosable Conduct section of this Policy.

7 Who Can Receive A Disclosure

Eligible Recipients

A Whistleblower needs to make a disclosure either directly to an Eligible Recipient, a relevant external regulatory body or to a legal practitioner to be able to qualify for protection as a Whistleblower.

An Eligible Recipient is an individual who can receive a disclosure including:

- An officer or senior manager of BAI Group;
- The Chief Risk Officer or Group's auditor of BAI Group; or
- BAI Group's Whistleblower Protection Officer; or
- The External Whistleblower Hotline Service.

Disclosable Conduct can be reported to ASIC, APRA, the ATO or another Commonwealth body prescribed by regulation (if reported in Australia), and qualify for protection under the Corporations Act. We also set out below the relevant external regulatory bodies a report may be made to in each of the countries where we operate outside Australia.

Disclosures to a legal practitioner for the purposes of obtaining legal advice in relation to the operation of the whistleblower provisions in the Corporations Act or its Local Equivalent are protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a disclosable matter).

Australia

ASIC: ASIC Information Sheet 239 How ASIC handles whistleblower reports (INFO 239);

APRA: By Email: whistleblower@apra.gov.au

By mail:

Chief Risk Officer
APRA
GPO Box 9836
Sydney NSW 2001; or

ATO: By phoning their confidential hotline on 1800 060 062

Online: www.ato.gov.au/general/gen/whistleblowers.

By mail:

- o Australian Taxation Office
Tax Integrity Centre
Locked Bag 6050
DANDENONG VIC 3175.

Canada

Ontario Securities Commission Office of the Whistleblower

By phoning their confidential hotline on 1888 672 5553

Online: www.osc.gov.on.ca

By Mail:

- o Office of the Whistleblower – Confidential
Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, ON M5H 3S8

Hong Kong

Independent Commission Against Corruption

By phone: +852 2543 0000

By Mail:

- o Harbour Commercial Building,
122-124 Connaught Rd Central,
Sheung Wan, Hong Kong.

UK

National Crime Agency

By Phone: 0370 496 7622

By Email: communication@nca.x.gsi.gov.uk

By Mail:

- o PO Box 58345
London
NW1W 9JJ

USA

Office of the Attorney General

By Phone: 1-800-771-7755

Online: www.ag.ny.gov

By Mail:

- o Office of the Attorney General
The Capitol
Albany, NY 12224-0341

Public Interest Disclosures

Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection. This is specific to Australia. A Public Interest Disclosure is the disclosure of information to a journalist or a parliamentarian, where:

- a) At least 90 days have passed since the Eligible Whistleblower made the disclosure to ASIC, APRA, the ATO or another Commonwealth body prescribed by regulation;
- b) The Eligible Whistleblower does not have reasonable grounds to believe that action is being taken, or has been taken in relation to their disclosure;
- c) The Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- d) Before making the Public Interest Disclosure, the Eligible Whistleblower has given written notice to the relevant body in (a) above that:
 - i. includes sufficient information to identify the previous disclosure; and
 - ii. states that the Eligible Whistleblower intends to make a Public Interest Disclosure.

Emergency Disclosure

An Emergency Disclosure is the disclosure of information to a journalist or parliamentarian. This is also specific to Australia and applies where:

- a) The Eligible Whistleblower has previously made a disclosure of the information to ASIC, APRA, the ATO or another Commonwealth body prescribed by regulation;
- b) The Eligible Whistleblower has 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; and
- c) Before making the Emergency Disclosure, the Eligible Whistleblower has given written notice to the relevant body in (a) above that:
 - i. includes sufficient information to identify the previous disclosure; and
 - ii. states that the Eligible Whistleblower intends to make an Emergency Disclosure; and
- d) the extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

An Eligible Whistleblower should contact an independent legal adviser before making a Public Interest Disclosure or an Emergency Disclosure.

8 How To Make A Disclosure

Before conduct is disclosed, the Whistleblower must have reasonable grounds to suspect that Disclosable Conduct has occurred. Individuals must not make baseless disclosures or knowingly provide false or misleading information regarding Disclosable Conduct or Detrimental Conduct. Doing so may result in disciplinary action up to and including termination of employment.

Protection is available to Whistleblowers who disclose wrongdoing as defined in in this Policy as Disclosable Conduct that is made with reasonable grounds to believe it is true.

To ensure everyone who makes a complaint are treated fairly and that resources are not wasted, protection is not available where the disclosure is:

- Trivial or vexatious in nature with no substance. This will be treated in the same manner as a false disclosure and may itself constitute wrongdoing; or
- Unsubstantiated allegations which are found to have been made maliciously, or knowingly to be false. These will be viewed seriously and may be subject to disciplinary action that could include dismissal, termination of service or cessation of a service or client relationship.

A Whistleblower must provide information to assist any inquiry/investigation of the wrongdoing disclosed.

Making a disclosure may not protect the Whistleblower from the consequences flowing on from being involved in the wrongdoing itself. A person's liability for their own conduct is not affected by their disclosure of that conduct under this Policy. However, active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.

Even though a Whistleblower may be implicated in the wrongdoing, they must not be subjected to any actual or threatened retaliatory action or victimisation in reprisal for making a disclosure under this Policy.

Internal Whistleblowers

Internal Whistleblowers (current or former directors, employees, volunteers, interns, contractors or consultants) are encouraged to report their concerns to their supervisor or their supervisors' manager to seek an immediate response. Where the internal Whistleblower believes this is not appropriate, then Disclosable Conduct may be reported through Stopline.

The BAI Group encourages any internal Whistleblowers who suspect that any Disclosable Conduct has occurred to report the matter to an internal Eligible Recipient in the first instance, such as the BAI Group's General Counsel and Company Secretary or the Chief Risk Officer. The BAI Group is committed to identifying and addressing wrongdoing as early as possible.

An employee may wish to seek additional information before formally making their disclosure and they can seek such additional information by first contacting the Whistleblower Protection Officer or an independent legal adviser.

An employee may prefer to report the matter to an external Eligible Recipient in the first instance or to a relevant external regulatory authority and this will still qualify for protection under the relevant legislation.

An employee may report a Disclosable Conduct directly to the BAI Group's Whistleblower Hotline.

STOPline Pty Ltd provides a confidential whistleblowing service to all BAI Group's employees and other stakeholders. STOPline Pty Ltd is an independent company that is contracted by the BAI Group to provide these services.

Stopline will take full details of your concerns via telephone, mail, email, fax or the specifically created website. Disclosures made through Stopline are independent of line management so that an objective assessment of the disclosure can be made.

When you contact Stopline please include details of your complaint, including;

- What is happening;
- Where it is happening;
- How it is happening;
- Who is doing the wrong thing, and/or;
- Why they are doing the wrong thing.

BAI Group and Stopline want you to be confident to report any Disclosable Conduct or suspected misconduct.

You can phone Stopline on the number below between the hours of 8am and 9pm or write to Stopline via email, fax or the P.O. address below.

You can also use the confidential website (shown below) to find more information or report an incident. You can also download the free smart phone APP and make a confidential disclosure.

Disclosures can be made to Stopline through the following:

Website: <http://baicommunications.stoplinereport.com/>
Email: baicomms@stopline.com.au
Telephone: 1300 30 45 50 (within Australia)
+61 3 9811 3275 (from overseas – reverse charges)
Fax: +61 3 9882 4480
Mobile App: stopline365
Mail: BAI Communications c/o Stopline, PO Box 403,
Diamond Creek, VIC 3089
NRS: National Relay Service (for hearing impaired)

Stopline will review disclosure reports and direct those that require further investigation to the Whistleblower Disclosures Officer.

If the Whistleblower wishes to remain anonymous, he or she may do so. Stopline will handle your information in a secure and confidential way. Stopline's Privacy Policy can be found at <https://www.stopline.com.au/privacy-policy>.

External Whistleblowers

Where an external Whistleblower (other people with a relationship with BAI Group including clients, program partners and suppliers) is reluctant to report it to line management, they may provide the report of wrongdoing to:

- Stopline; or
- A person (Eligible Recipient) or entity who is eligible to receive the disclosure under the Corporations Act 2001.

Evidence and False Claims

An Eligible Whistleblower will not be expected to provide conclusive proof of Disclosable Conduct. However, the person must provide sufficient information for an investigation to be initiated. Unsubstantiated allegations which prove to have been made maliciously will be viewed seriously with disciplinary action applied as appropriate.

Anonymous Disclosures

Anonymous disclosures of wrongdoing are accepted under this Policy. Disclosures may be made anonymously, and this anonymity shall, as far as possible be preserved by BAI Group. Anonymous disclosures on matters covered by this Policy shall be investigated to the fullest extent possible if the Whistleblower Investigations Officer determines that an investigation should be undertaken.

Anonymous disclosures may have significant limitations that may inhibit a proper and appropriate inquiry or investigation. These limitations include the inability to provide feedback on the outcome and/or to gather additional particulars to assist the inquiry/investigation. Specific protection mechanisms may be difficult to enforce if the Whistleblower chooses to remain anonymous.

Where anonymity has been requested, the Whistleblower is required to maintain confidentiality regarding the issue and to refrain from discussing the matter with any unauthorised persons.

9 How You Will Be Protected

Identity Protection (Confidentiality)

The BAI Group is fully committed at all times to protect the confidentiality of an Eligible Whistleblower's identity. Where practicable the BAI Group will implement the following measures to protect the identity of an Eligible Whistleblower:

- a) All reference to the Eligible Whistleblower will be redacted;
- b) The Eligible Whistleblower will be referred to in a gender-neutral context;
- c) Where possible, the Eligible Whistleblower will be contacted to identify aspects of their disclosure that could identify them;
- d) Disclosures will be handled and investigated by qualified staff;
- e) All paper and electronic documents will be stored securely;
- f) Access to information relating to a disclosure will be limited to those directly involved in managing or investigating the disclosure;
- g) Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a Whistleblower's identity (subject to the Whistleblower's consent) or information that is likely to lead to the identification of the Whistleblower; and
- h) Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements.

It is illegal for a person to disclose the identity of an Eligible Whistleblower. The exception to the above is if a person discloses the identity of the Eligible Whistleblower:

- a) To an external regulatory body;
- b) To a legal practitioner; or
- c) With the consent of the Eligible Whistleblower.

The Whistleblower Protection Officer is responsible for communicating the BAI Group's measures for ensuring confidentiality of their identity.

An Eligible Whistleblower can lodge a complaint with the Whistleblower Protection Officer about a breach of confidentiality. An Eligible Whistleblower may also lodge a complaint with an external regulatory body such as ASIC, APRA or the ATO for investigation.

Protection from Detrimental Conduct

A person cannot engage in Detrimental Conduct. In addition, a person cannot make a threat to cause detriment to an Eligible Whistleblower in relation to a disclosure. A threat may be expressed or implied, conditional or unconditional.

Examples of Detrimental Conduct include but are not limited to:

- Dismissal of an employee;
- Injury of an employee in his or her employment;
- Alteration of an employee's position or duties to his or her disadvantage;
- Discrimination between an employee and other employees;
- Harassment or intimidation of a person;
- Harm or injury to a person, including psychological harm;
- Damage to a person's property;
- Damage to a person's reputation;
- Damage to a person's business or financial position; or

- Any other damage to a person.

Examples of conduct that are not defined as Detrimental Conduct:

- Reasonable action taken to protect the Eligible Whistleblower from Detrimental Conduct, for example, moving the Eligible Whistleblower to another work location; and
- Managing an Eligible Whistleblower's unsatisfactory work performance as per BAI Group's performance management policies.

The BAI Group will, where practicable, adopt the following measures for protecting Eligible Whistleblowers from Detrimental Conduct:

- a) Assess the risk and implement strategies for protecting the Eligible Whistleblower from reprisals and Detrimental Conduct;
- b) Provide and arrange support services including Employee Assistance Programme (EAP) Services;
- c) Arrange actions for protecting an Eligible Whistleblower from risk of detriment—for example, the BAI Group may allow the Eligible Whistleblower to perform their duties from another location, and
- d) Implement processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure and to address the risks of harassment.

Compensation and other Remedies

An Eligible Whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if:

- a) They suffer loss, damage or injury because of a disclosure; and
- b) The BAI Group failed to take reasonable precautions to prevent the Detrimental Conduct.

An Eligible Whistleblower is able to seek independent legal advice in relation to compensation and other remedies.

Civil, Criminal and Administrative Liability Protection

An Eligible Whistleblower is protected from any of the following in relation to their disclosure:

- a) Civil liability (e.g. any legal action against them for breach of an employment contract);
- b) Criminal liability (e.g. attempted prosecution of the Eligible Whistleblower for unlawfully releasing information); and
- c) Administrative liability (e.g. disciplinary action for making the disclosure).

However, please note the above protections do not grant immunity for any Disclosable Conduct an Eligible Whistleblower has engaged in that is revealed in their disclosure. However, in some circumstances, the reporting of Disclosable Conduct and an admission may be a mitigating factor when considering disciplinary action.

10 Ensuring Fair Treatment of Individuals Mentioned in a Disclosure

The BAI Group will ensure at all times that any individual who is either an Eligible Whistleblower, the subject of a disclosure or involved in an investigation will be treated fairly.

The BAI Group will, where practicable, implement the following measures to ensure fair treatment of individuals mentioned in a disclosure:

- a) Disclosures will be handled confidentially;
- b) Each disclosure will be assessed and may be the subject of an investigation;
- c) The objective of an investigation of a disclosure is to determine whether there is enough evidence to substantiate the matters reported;
- d) When an investigation needs to be undertaken, the process will be objective, fair and independent;
- e) An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required, by principles of natural justice and procedural fairness and prior to any actions being taken; and
- f) All employees involved in a disclosure will be provided with access to BAI Group's Employee Assistance Program to access support.

11 Handling and Investigating a Disclosure

Handling a Disclosure

An Eligible Recipient will assess all disclosures to determine whether:

- (a) it qualifies for protection; and
- (b) a formal, in-depth investigation is required.

Investigation

Investigations of disclosures made under the provisions of this Policy shall be undertaken in accordance with standard investigative methods for workplace investigations and shall be undertaken in a manner that is consistent with BAI Group's investigation procedures.

BAI Group may, through Stopline, request that the Whistleblower consent to a limited disclosure whereby the Whistleblower's identity is provided to the Whistleblower Investigation Officer for the purpose of gaining additional information in order to investigate the matter.

When a disclosure is received, it will be assessed to determine if it qualifies for protection and whether a formal investigation is required. In some instances, a broad review of the subject matter may be warranted instead of a formal investigation.

The Investigator will be independent of the Whistleblower, the individuals who are the subject of the disclosure, and the department or business unit to ensure fairness and independence. Additionally, as required, the investigator(s) may obtain specialist advice on matters outside their expertise and all BAI Group employees are required to assist the investigator(s) in carrying out the investigation. The investigator(s) will keep detailed records of all interviews conducted.

BAI Group recognises that individuals against whom a disclosure is made must also be supported during the handling and investigation of the wrongdoing report. BAI Group will take every reasonable step possible to treat any person who is the subject of a disclosure, particularly during the assessment and investigation process with natural justice and procedural fairness. In accordance with an established support protocol, an independent senior officer of BAI Group may be provided to the individual who is subject to the disclosure, for the purpose of providing support.

Where a person is identified as being suspected of possible wrongdoing, but preliminary inquiries determines that the suspicion is baseless or unfounded and that no formal investigation is warranted, then the Whistleblower will be informed of this outcome and the matter laid to rest.

The Whistleblower Disclosure Officer will decide whether or not the person named in the allegation should be informed that a suspicion was raised and found to be baseless upon preliminary review. This decision will be based on a desire to preserve the integrity of a person so named, so as to enable workplace harmony to continue, and to protect the Whistleblower where it is a bona fide disclosure.

Where an investigation does not substantiate the disclosure, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the disclosure must be handled confidentially.

Generally, where an investigation is conducted and the investigator believes there may be a case for an individual to respond, the Investigator must ensure that a person who is the subject of a disclosure:

- a) Is informed of the substance of the allegations;
- b) Is given a fair and reasonable opportunity to answer the allegations before the investigation is finalised;
- c) Has their response set out fairly in the Investigator's report; and
- d) Is informed about the substance of any adverse conclusions in the investigator's report that affects them.

Where adverse conclusions are made in an investigator's report about an individual, that individual has a right to respond to those conclusions prior to any action being taken by BAI Group against them.

BAI Group will give its full support to a person who is the subject of a disclosure where the allegations contained in the disclosure are clearly wrong.

At the end of the investigation, the investigator(s) must submit a report to the Whistleblower Disclosure Officer who will then submit it to the Group CEO (or to the Board if appropriate) given the nature of the allegation. The report will summarise the conduct of the investigation and the evidence collected, draw conclusions about the extent of any non-compliance, and recommend action to remedy the non-compliance and ensure that it does not recur.

The Group CEO is required to report any Disclosable Conduct to the Board, the findings from any investigations and any disciplinary actions taken.

Limitations of Investigation

There may be limitations to the above investigation process. The BAI Group may not be able to undertake an investigation if it is not able to contact the Eligible Whistleblower (e.g. if a disclosure is made anonymously and the Eligible Whistleblower has refused to provide, or has not provided, a means of contacting them).

Keeping an Eligible Whistleblower Informed

An Eligible Recipient will provide regular updates to the Eligible Whistleblower if they can be contacted (including through anonymous channels). The frequency and timeframe may vary depending on the nature of the disclosure. Generally, updates will be provided to an Eligible Whistleblower during the key stages of an investigation, such as:

- a) When the investigation process has begun;
- b) While the investigation is in progress; and
- c) After the investigation has been finalised.

How the Investigation Findings will be Documented, Reported Internally and Communicated to the Eligible Whistleblower

The method for documenting and reporting the findings will depend on the nature of the disclosure. There may be circumstances where it may not be appropriate to provide details of the outcome or a copy of the report to the Eligible Whistleblower.

Review of Decisions

The BAI Group is not obliged to reopen an investigation once it has been concluded. It can conclude a review if it finds that the investigation was conducted properly. However, if the BAI Group decides when a review is required, the review will be conducted by an officer who is not involved in handling and investigating the relevant disclosures. The review findings will be provided to the Board and the Audit and Risk Committee.

An Eligible Whistleblower may lodge a complaint with an external regulatory body if they are not satisfied with the outcome of the investigation or a review.

12 Training and Promotion of this Policy

The BAI Group is aware of the importance of implementing this Policy and a Whistleblower framework.

Promotion and Communication

The BAI Group will make this Policy available to all of the BAI Group's officers, employees and others outside the organisation by:

- a) Providing training on Learn Central;
- b) Posting the Policy on the Company's intranet;
- c) Setting out the Policy in relevant country Employee Handbooks;
- d) Incorporating the Policy in employee induction; and
- e) Posting relevant sections of the Policy on the BAI Group Company's external website for relevant third party suppliers to view.

Training

The BAI Group will provide training to all new employees and refresher training bi-annually to existing employees.

Eligible Recipients who work for the BAI Group will receive training in the BAI Group's processes for receiving and handling disclosures, including training relating to confidentiality and the prohibitions against Detrimental Conduct.

13 Policy Review

This Policy may be reviewed from time to time at the BAI Group's discretion and does not form part of any employee's contract of employment. This Policy will be published with other policies of the BAI Group relating to employment on each BAI Group Company's internal and external websites.

14 Breach of Policy

Breach of this Policy may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

15 Approver

Name	Position	Signature	Date
Igor Leprince	Group CEO		October 2020

