

# Whistleblower Policy

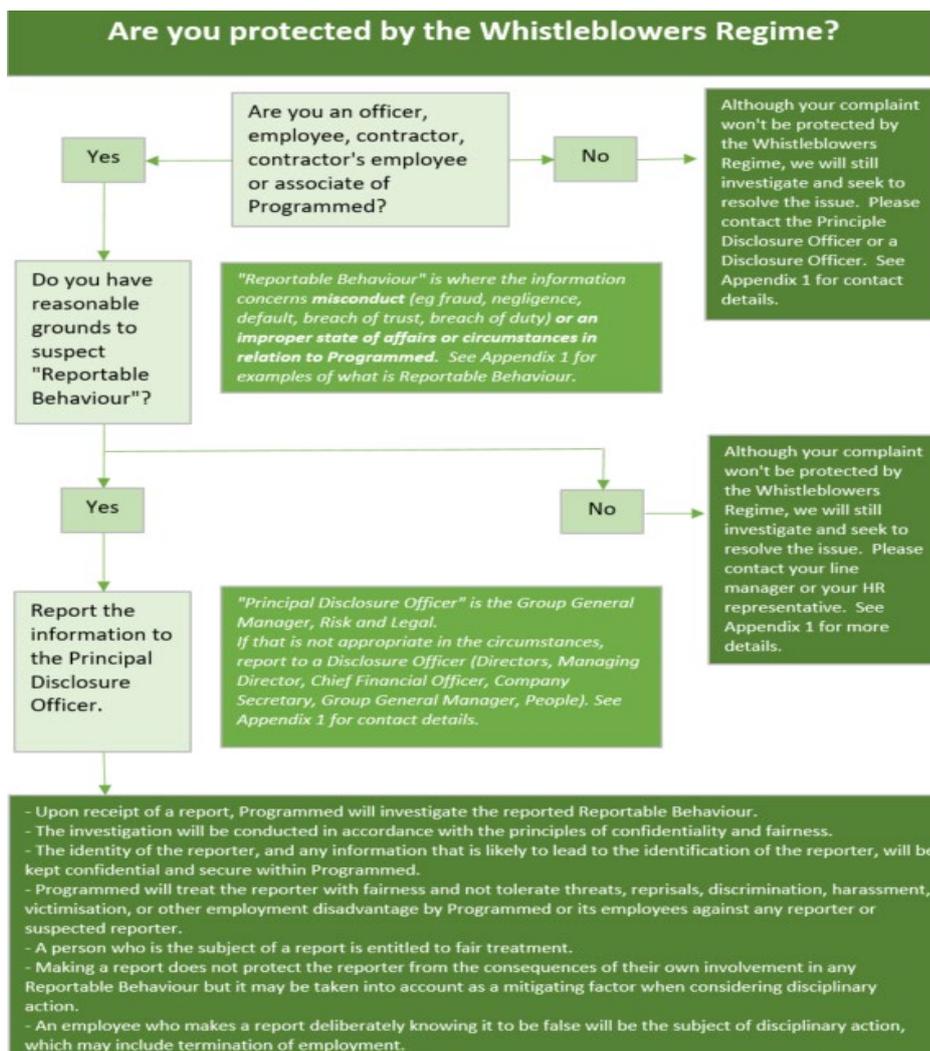
## 1 Purpose

Programmed (being PERSOL Australia Holdings Pty Ltd, Programmed Maintenance Services Limited and their wholly owned subsidiaries) is committed to a culture of the highest ethical standards and behaviours, including promoting honesty, fairness and openness in its relations with stakeholders such as employees, customers, contractors and regulators.

Consistent with that commitment, the purpose of this policy is to encourage the reporting of matters which are protected disclosures under the whistleblower laws, through appropriate channels and without fear of reprisal.

## 2 Whistleblower Scope and Process

The scope and process for a whistleblower to follow is found in the process map below:



Reporting of reportable behaviours is an important mechanism to assist Programmed to monitor and manage its risks generally as well as its ethical standards and behaviours, and compliance with its systems, policies and the law.

Detailed information regarding the reporting process is contained in Appendix 1 and key aspects of the laws protecting whistleblowers is contained in Appendix 2.

This policy is available on the Programmed intranet; the Programmed website ([www.programmed.com.au](http://www.programmed.com.au)); and is also part of the induction training undertaken by all employees of Programmed.

### **3 Review and amendment of policy**

Programmed will review this Whistleblower Policy regularly for its effectiveness. Any amendments must be approved by the PERSOL Australia Holdings Pty Ltd Board.

## APPENDIX 1

### 1 What is Reportable Behaviour

Programmed encourages the reporting of 'Reportable Behaviour' (**report**).

'**Reportable Behaviour**' means information that the reporter has reasonable grounds to suspect that the information concerns misconduct (eg fraud, negligence, default, breach of trust and breach of duty), or an improper state of affairs or circumstances, in relation to Programmed.

This may include conduct of a director, officer or employee of Programmed which the reporter has reasonable grounds to suspect has engaged in conduct that:

- constitutes an offence against, or a contravention of a provision of the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 or the ASIC Act;
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for 12 months or more;
- represents a danger to the public or the financial system; or
- constitutes victimisation for reporting a Reportable Behaviour.

Programmed relies on its employees to assist it achieve its commitment to a culture of high ethical behaviour. Programmed therefore expects that employees who are aware of actual or possible cases of Reportable Behaviour will report it. Failure to do so may result in disciplinary action.

If the disclosure relates to a personal work-related grievance and that grievance does not relate to any of the items listed above, then it is not a 'Reportable Behaviour' under this Whistleblower Policy. Any such personal work-related grievances should be discussed with the line manager or a member of the human resources team.

### 2 How to report Reportable Behaviour

If an officer, employee, contractor, contractor's employee or associate of Programmed (**reporter**) is aware of conduct they consider to be Reportable Behaviour, they should report it to:

- (a) The Group General Manager, Risk and Legal (**Principal Disclosure Officer**) by:
- Email: [privacy@programmed.com.au](mailto:privacy@programmed.com.au);
  - Phone: (08) 9216 2100; or
  - Mail: 47 Burswood Road, Burswood, WA 6100 (marked "Private and Confidential, Attn: GGM Risk and Legal"),

or if that is not appropriate in the circumstances:

- (b) A 'Disclosure Officer'.

The Disclosure Officers are Programmed's:

- (i) Directors;
- (ii) Managing Director;
- (iii) Chief Financial Officer;
- (iv) Company Secretary; and
- (v) Group General Manager, People.

Contact details of Disclosure Officers can be obtained from the Programmed website or by contacting the Company Secretary. Reporting can be undertaken by verbal, written or electronic means.

Programmed encourages reporters to identify themselves so that Programmed can properly support and protect them, however the reporter may remain anonymous if they wish. However, please note that anonymous reports may limit the ability to properly investigate and deal with Reportable Behaviour, or to provide feedback and support to the reporter.

### 3 Procedure after reporting

Upon receipt of a report in accordance with 2 above, Programmed will investigate the reported Reportable Behaviour.

The investigation will be conducted in accordance with principles of confidentiality and fairness. Programmed will, where appropriate, provide feedback to the reporter on the progress and/or outcome of the investigation (subject to consideration of the privacy of persons who are the subject of a report and any other legal obligations).

After investigating the report, Programmed will determine whether, and what, further action is required to be taken in relation to the Reportable Behaviour. If any wrongdoing is verified by the investigation, Programmed will take all reasonable steps to rectify it to the extent it is within Programmed's control, or practicable in all of the circumstances.

The identity of the reporter, and any information that is likely to lead to the identification of the reporter, will be kept confidential and secure within Programmed. They will not be disclosed outside of Programmed or its professional advisors except as required by law, or as otherwise consented to by the reporter.

The substance of reports (without disclosing the identity of the reporter and any information that is likely to lead to the identification of the reporter) may be disclosed to the PERSOL Australia Holdings Pty Ltd board of directors, and to management of business units within Programmed, as necessary to enable Programmed to identify and address any wider issues raised by them at a business unit or Group level.

### 4 Protection

Programmed is committed to respecting and protecting the welfare of reporters of Reportable Behaviour under this policy and persons who are the subject of a report. This includes a commitment to protect the reporter's identity except as authorised by law and/or with the reporter's consent.

Programmed encourages the reporter to consent to the passing on of relevant information from reports to necessary third parties so that it can be properly investigated, assessed and/or recommended improvements can be made.

Programmed will treat the reporter with fairness and not tolerate threats, reprisals, discrimination, harassment, victimisation, or other employment disadvantage by Programmed or its employees against any reporter or suspected reporter or their associates as a result of the report. The unauthorised release of information in breach of this policy, or reprisal action will be regarded as a serious disciplinary matter and will be dealt with under Programmed's disciplinary procedures.

## REPORTER'S OWN REPORTABLE BEHAVIOUR

Making a report under this policy does not protect the reporter from the consequences of their own involvement in any Reportable Behaviour, including being subject to any civil, criminal or administrative liability for conduct of the reporter that is revealed by the report. The reporter's reporting of the conduct may be taken into account as a mitigating factor when considering disciplinary or other action.

## PERSONS WHO ARE THE SUBJECT OF A REPORT

A person who is the subject of a report is entitled to fair treatment. Therefore, investigations will be undertaken as discreetly as possible and the identity of such persons will be protected to the extent it is reasonable and allowed by law.

The subject of a report is entitled to be informed of any adverse finding against them resulting from an investigation, and given a reasonable opportunity to respond before any final decision or determination is made. They are entitled to be advised of the outcome, and if the report is unsubstantiated, they are entitled to continue in their roles as if no allegations were made.

## FALSE REPORTS

Notwithstanding the above, an employee who makes a report deliberately knowing it to be false will be the subject of disciplinary action, which may include termination of employment.

## APPENDIX 2

### 1 Specific Protections in legislation

Aside from Programmed's own commitment and policy to encourage reporting, there are some legislative provisions which protect the 'disclosure' of certain information. Programmed is committed to full compliance with these protective provisions.

These Acts do *not* protect against liability for any misconduct of the discloser revealed by the Protected Disclosure.

If a reporter makes a disclosure which does not fall within the legislative protections, they may be exposed to liability (eg. for defamation, breach of employment contract, or breach of duty of trust and confidence).

However, if the disclosure falls within the Programmed policy outlined above, Programmed will provide the protections in Appendix 1, item 4.

Programmed sets out below an outline of the specific protections set out in legislation in Australia and New Zealand. Where specific protections legislation is applicable to a disclosure in another jurisdiction, Programmed will comply with that legislation. The full provisions of each Act can be located at the respective websites noted below.

#### (a) Corporations Act 2001 (Cth) (See [www.comlaw.gov.au](http://www.comlaw.gov.au))

The *Corporations Act* provides protection for the disclosure of particular information if certain conditions are met, as noted below (**Protected Disclosure**):

<p>The <b>Discloser</b> must:</p>	<ul style="list-style-type: none"> <li>▪ Be a current or former:           <ul style="list-style-type: none"> <li>▶ officer (eg. director or secretary) or employee of the company about which they want to report;</li> <li>▶ contractor (or the employee of a contractor) who supplies goods or services (whether paid or unpaid) to the company the disclosure is about;</li> <li>▶ individual who is an associate of the company the disclosure is about (as that term is defined in the <i>Corporations Act 2001</i> (Cth)); or</li> <li>▶ spouses, dependants or relatives of any of the above.</li> </ul> </li> <li>▪ have reasonable grounds to suspect that the information concerns misconduct (which is defined under the <i>Corporations Act</i> to include "fraud, negligence, default, breach of trust and breach of duty"), or an improper state of affairs or circumstances in relation to Programmed or a related body corporate of Programmed. This may include, but not be limited to information that indicates that Programmed or its officers or employees (or a related body corporate of Programmed or its officers or employees) has engaged in conduct that:           <ul style="list-style-type: none"> <li>- represents a danger to the public or the financial system; or</li> <li>- constitutes an offence against, or contravenes:               <ul style="list-style-type: none"> <li>○ the <i>Corporations Act 2001</i>;</li> <li>○ the <i>ASIC Act 2001</i>;</li> <li>○ the <i>Banking Act 1959</i>;</li> <li>○ the <i>Financial Sector (Collection of Data) Act 2001</i>;</li> <li>○ the <i>Insurance Act 1973</i>;</li> </ul> </li> </ul> </li> </ul>
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- the *Life Insurance Act 1995*;
- the *National Consumer Credit Protection Act 2009*;
- the *Superannuation Industry (Supervision) Act 1993*;
- constitutes an offence against a law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

Disclosures may be made on an anonymous basis.

The **Disclosure** must be made to:

- an officer (including a director or secretary) or senior manager (these are the Disclosure Officers and the Principal Disclosure Officer as noted above) of the company or a related body corporate;
- a 'Disclosure Officer' or the Principal Disclosure Officer as noted above;
- an auditor or a member of an audit team conducting an audit of the company or of a related body corporate;
- an actuary of the company or of a related corporate; or
- the Australian Securities & Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) and other prescribed Commonwealth authorities.

The Discloser is **Protected** from recrimination by:

- precluding enforcement of contractual or other remedies, including civil, criminal or administrative liability (including disciplinary action) for making the protected disclosure (e.g. termination of an employee for breaching a confidentiality clause in their employment contract);
- making it an offence to victimise (cause actual or threatened detriment) the Discloser in circumstances where the person believes or suspects that the Discloser or a third person made, may have made, proposes to make or could make, a protected disclosure and the belief of suspicion held by the person is the reason, or part of the reason, for their conduct. Courts are given broad scope to make orders if satisfied detrimental conduct has occurred or been threatened. In addition to compensation, Courts may order injunctions, apologies, reinstatement, exemplary damages, or any other order the Court thinks appropriate;
- any information that is disclosed under a protected disclosure to ASIC, APRA or a prescribed Commonwealth authority will not be admissible in evidence against the discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information; and
- making it an offence for a recipient to disclose the information disclosed as part of a Disclosure, the identity of the Whistleblower, or information that is likely to lead to identification of the Whistleblower, to anyone unless it is authorised under the *Corporations Act 2001* (Cth). A disclosure is authorised under the *Corporations Act 2001* (Cth) if:
  - it is made with the discloser's consent; or
  - it is made to:
    - ASIC;
    - APRA;
    - a member of the Australian Federal Police; or

- a legal practitioner for the purpose of obtaining legal advice or legal representation about the whistleblower scheme in the *Corporations Act 2001* (Cth); or
- the disclosure only relates to information that is likely to lead to the identification of the discloser and the disclosure:
  - is reasonably necessary for the purpose of investigating the disclosure; and
  - all reasonable steps are taken to reduce the risk that the discloser will be identified.

Note: The above protections do not apply to a disclosure of information by a discloser to the extent that the information:

- concerns a personal work-related grievance of the discloser, which is a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally; and
- unless the information:
  - concerns a contravention, or an alleged contravention of the prohibition of victimisation under the whistleblower protections in the *Corporations Act 2001* (Cth);
  - has significant implications for Programmed (or another related entity) that do not relate to the discloser; or
  - concerns conduct, or alleged conduct that:
    - constitutes an offence against, or a contravention of, a provision of specific legislation including the *Corporations Act 2001* (Cth) and *ASIC Act 2001*; or
    - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
    - represents a danger to the public or the financial system.

**(b) Protected Disclosures Act 2000 (NZ)** (see [www.legislation.govt.nz](http://www.legislation.govt.nz))

The *Protected Disclosures Act* provides protection for the 'disclosure' of information by employees regarding serious wrongdoing by organizations in certain circumstances, as noted below (**Protected Disclosure**):

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| <p>The <b>Disclosure</b> is in accordance with the Act if:</p> | <ul style="list-style-type: none"> <li>▪ the information is about serious wrongdoing in or by an organisation;</li> <li>▪ the employee believes on reasonable grounds that the information is true or likely to be true;</li> <li>▪ the employee wishes to disclose the information so that the serious wrongdoing can be investigated; and</li> <li>▪ the employee wishes the disclosure to be protected.</li> </ul> |
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| <p>The <b>Disclosure</b>:</p> | <ul style="list-style-type: none"> <li>▪ must be made in accordance with the organisation's policy for disclosures; or</li> <li>▪ may otherwise be made to the head of the organisation, an appropriate authority, a Minister of the Crown or an Ombudsman.</li> </ul> |
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The Discloser:	<ul style="list-style-type: none"><li>▪ may request guidance from the Office of the Ombudsman regarding the disclosure. The Ombudsman may request information from the organisation.</li></ul>
The Discloser is <b>Protected</b> from recrimination by:	<ul style="list-style-type: none"><li>▪ precluding civil or criminal proceedings or disciplinary proceedings for making the disclosure or referring it to an appropriate authority for investigation; and</li><li>▪ noting that retaliatory action may be actionable under the <i>Employment Relations Act 2000 (NZ)</i>.</li></ul>
The recipient:	<ul style="list-style-type: none"><li>▪ must use their best endeavours to not disclose information that might identify the discloser without their consent, unless it is otherwise essential for certain purposes.</li></ul>