

WHISTLEBLOWER POLICY

1. Introduction

Regional Health Care Group Pty Ltd (the Company):

- (a) considers that implementing an effective Whistleblower Policy will assist it to maintain a high standard of lawful and ethical conduct in its workplace and business activities; and
- (b) is committed to ensuring the protection of Whistleblowers who report in good faith legitimate concerns about illegal or unethical conduct in the Company's workplace or business activities (Whistleblower Disclosure).

2. Scope

This Policy applies to the Company's (and its Related Bodies Corporate's) current and former:

- (a) Board Members;
- (b) Directors and Officers (within the meaning of the Corporations Act);
- (c) employees;
- (d) contractors (being anyone who supplies goods or services to the Company or its Related Bodies Corporate);
- (e) employees of contractors;
- (f) consultants;
- (g) employees of consultants; and
- (h) a spouse dependant or other relative of a person listed above.

3. Purpose

The purpose of this Policy is to:

- (a) encourage Whistleblowers to make Whistleblower Disclosures without fear of Victimisation;
- (b) explain how the Company will manage allegations of illegal or unethical conduct in a lawful, fair, consistent and timely manner; and
- (c) outline the procedures and protections that apply to Whistleblowers under the Corporations Act 2001 (Cth) and Taxation Administration Act 1953 (Cth).

4. Principles

4.1 The Company does not tolerate illegal or unethical conduct in its workplace or business activities.

4.2 Personnel:

- (a) must not engage in illegal or unethical conduct in the Company's workplace or business activities;
- (b) must report any actual or suspected illegal or unethical conduct in accordance with this Policy;
- (c) must not knowingly make false or vexatious allegations about illegal or unethical conduct against the Company, its business or its personnel;
- (d) must cooperate with any investigation undertaken by the Company under this Policy or as otherwise required at law;
- (e) subject to the obligations imposed by this Policy and so far as is lawful, must maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure that they are aware of (or have a reasonable suspicion of); and

- (f) must not victimise a Whistleblower as a consequence of a Whistleblower Disclosure.
- 4.3 In addition to the obligations set out in clause 4.2 above, a Director or Officer of the Company:
- (a) subject to clause 4.3 (b) below, must not disclose the identity of a Whistleblower or details of a Whistleblower Disclosure to a third party without the Whistleblower's consent. This means, for example, that a company secretary of the Company must not disclose such information to other members of the Company's Board or its General Manager unless the Whistleblower authorises the disclosure;
 - (b) may lawfully disclose the identity of a Whistleblower or details of a Whistleblower Disclosure to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Australian Federal Police or State/Territory police without a Whistleblower's consent;
 - (c) may lawfully disclose the identity of a Whistleblower, on a confidential basis, if the disclosure is required in an internal investigation, to ensure that procedural fairness is afforded to the parties involved;
 - (d) must (so far as is lawfully required) notify ASIC, APRA, the Australian Federal Police or State/Territory police of a Whistleblower Disclosure which they are notified of and cooperate with such entities (including in an investigation if necessary); and
 - (e) must take all reasonably necessary steps to support and protect a Whistleblower.
- 4.4 The Company:
- (a) will promptly review and investigate (where appropriate) a Whistleblower Disclosure that it becomes aware of;
 - (b) will (so far as is lawfully required) report to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) a Whistleblower Disclosure and cooperate with such entities (including in an investigation if necessary);
 - (c) will (so far as is lawfully required) maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure which it is aware of (or has a reasonable suspicion of);
 - (d) will (so far as is lawfully required) take all reasonably necessary steps to ensure a Whistleblower is kept informed about the progress and outcome of a Whistleblower Disclosure;
 - (e) will take all reasonably necessary steps to ensure any illegal or unethical conduct that is substantiated ceases;
 - (f) will take all reasonably necessary steps to remedy any wrongdoing or adverse effects of any illegal or unethical conduct which is substantiated;
 - (g) will develop policies or strategies (as appropriate) to minimise the reoccurrence of any illegal or unethical conduct that is substantiated;
 - (h) in accordance with its policies and procedures, will promptly investigate a complaint by a Whistleblower concerning an alleged breach of confidentiality or alleged victimisation that occurs as a consequence of a Whistleblower Disclosure;

- (i) will not victimise a Whistleblower as a consequence of a Whistleblower Disclosure, and will take all reasonable steps to ensure its personnel refrain from engaging in such behaviour; and
- (j) may take disciplinary action against its personnel, up to and including termination of their engagement or employment if they engage in illegal or unethical conduct that is substantiated or if they unreasonably fail to comply with this Policy.

5. Making a Whistleblower Disclosure

- 5.1 A Whistleblower may report a Whistleblower Disclosure:
- (a) verbally or in writing to a Director or senior manager of the Company, to the auditor of the Company, or to the Company's Human Resources Manager (Authorised Disclosure Officer) who must notify the Board of any material incidents reported under this Policy;
 - (b) to the Company's auditor or to ASIC;
 - (c) to a regulatory body, or to a legal practitioner for the purposes of obtaining legal advice or legal representation; or
 - (d) in emergency or 'public interest' situations, certain disclosures can be made to additional recipients, including members of parliament and professional journalists – this disclosure can only be made after you have already notified ASIC or another Commonwealth body nominated by regulation, and other criteria apply.
- 5.2 A report may be made anonymously and still receive protection under the Corporations Act.
- 5.3 If a Whistleblower Disclosure involves a particular Authorised Disclosure Officer, a Whistleblower may notify another Authorised Disclosure Officer or report the alleged illegal or unethical conduct to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities (including in an investigation if necessary) so far as is lawfully required.
- 5.4 An Authorised Disclosure Officer who receives a Whistleblower Disclosure:
- (a) must promptly review the disclosure; and
 - (b) must ensure the disclosure is investigated (where appropriate) by a Whistleblower Investigation Officer as set out in clause 6.1 below; or
 - (c) must report the alleged illegal or Unethical Conduct to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities (including in an investigation if necessary) so far as is lawfully required; and
 - (d) subject to clauses 5.4 (b) and 5.4 (c) above and so far as is lawful, must maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure that they are aware of (or have a reasonable suspicion of); and
 - (e) must not victimise a Whistleblower as a consequence of a Whistleblower Disclosure.

6. Investigation

- 6.1 A Whistleblower Disclosure that is reported to the Company must be investigated by the Chief Operating Officer or if there is not one, the Chief Executive Officer (Whistleblower Investigation Officer). The

Whistleblower Investigation Officer must be a different person to the Authorised Disclosure Officer who receives a Whistleblower Disclosure.

6.2 A Whistleblower Investigation Officer:

- (a) must apply principles of natural justice to an investigation into a Whistleblower Disclosure, which will include:
 - (i) the investigation being conducted promptly, fairly and impartially;
 - (ii) the matters that are the subject of investigation being made known to the person who is the alleged subject of a Whistleblower Disclosure; and
 - (iii) providing the person who is the alleged subject of a Whistleblower Disclosure with sufficient time to consider the allegations and an opportunity to respond;
- (b) must maintain a confidential record of the allegations and processes concerning an investigation into a Whistleblower Disclosure;
- (c) must provide a report to the Board, who must make a determination about whether the alleged illegal or unethical conduct is substantiated;
- (d) may report a Whistleblower Disclosure to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and must cooperate with such entities (including in an investigation if necessary) so far as is lawfully required;
- (e) so far as is lawful, must take all reasonable steps to ensure a Whistleblower is kept informed about the progress and outcome of a Whistleblower Disclosure;
- (f) subject to clauses 6.2 (c) and 6.2 (d) above and so far as is lawful, must maintain confidentiality about the identity of a Whistleblower and any details of a Whistleblower Disclosure which they are aware of (or have a reasonable suspicion of); and
- (g) must not victimise a Whistleblower as a consequence of a Whistleblower Disclosure.

7. Protection

- 7.1 The Corporations Act provides for a number of protections for Whistleblowers from Victimisation. More information can be found at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections>. Additional protections apply to disclosures about breaches of any Australian tax laws, provided certain conditions are met. More information can be found here: <https://www.ato.gov.au/general/gen/whistleblowers>.
- 7.2 A Personnel member who makes a Whistleblower Disclosure must not be victimised by the Company or another Personnel member.
- 7.3 A Whistleblower may make a complaint to the Company or to one of the applicable entities set out in clause 7.6 below if they are concerned about a breach of confidentiality or if they are victimised as a consequence of making a Whistleblower Disclosure.
- 7.4 A Personnel member who knowingly or recklessly makes a false or vexatious allegation about illegal or unethical conduct against the Company or another Personnel member:
 - (a) is not entitled to the protections available for Whistleblowers under the Corporations Act or other applicable State and Federal anti-discrimination legislation;
 - (b) is not afforded any protection under this Policy;

- (c) may be subject to disciplinary action, including up to termination of their engagement or employment; and
 - (d) may be guilty of an offence.
- 7.5 The making of a Whistleblower Disclosure will not prevent the Company from commencing or continuing with any investigation into allegations of misconduct against the Whistleblower or any management of the Whistleblower's performance.
- 7.6 A Whistleblower who is concerned about a breach of confidentiality or considers they have been victimised as a consequence of making a Whistleblower Disclosure may also contact one of the following entities for advice or support:
- (a) Federal complaints bodies

Organisation	Contact Details
Australian Human Rights Commission	Website: www.humanrights.gov.au Telephone: 1300 656 419
Fair Work Commission	Telephone: 1300 799 675 For further information and office locations, please see the website: www.fwc.gov.au

- (b) State complaints bodies

Organisation	Contact Details
Anti-Discrimination Board of New South Wales	Website: www.lawlink.nsw.gov.au/adb Telephone: 1800 670 812 (within NSW) or 02 9268 5555 (outside NSW) Email: complaintsadb@justice.nsw.gov.au Postal address: PO Box W213, Parramatta Westfield NSW 2150
SafeWork NSW	Website: www.safework.nsw.gov.au Telephone: 13 10 50 Email: contact@safework.nsw.gov.au Postal address: WorkCover NSW, Locked Bag 2906, Lisarow NSW 2252

- 7.7 A Whistleblower is protected from any of the following in relation to their Whistleblower Disclosure:
- (a) civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
 - (b) criminal liability (e.g. attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the Whistleblower Disclosure against the Whistleblower in a prosecution (other than for making a false disclosure)); and
 - (c) administrative liability (e.g. disciplinary action for making the Whistleblower Disclosure).
- 7.8 Measures for supporting disclosers and protecting disclosers from detriment in practice include:
- (a) protecting the confidentiality of a discloser's identity (ensuring electronic files have proper security, ensuring that only people necessary to the investigation will be provided information in relation to the disclosure); and

- (b) protecting disclosers from detrimental acts or omissions.

8. Definitions

- 8.1 **Corporations Act** means the Corporations Act 2001 (Cth).
- 8.2 **Corruption** means dishonest activity in which an Officer, Director, executive, manager, employee or contractor of the Company acts contrary to the interests of the Company and abuses their position of trust in order to achieve some personal gain or advantage for themselves or for another person or entity. Corrupt has a corresponding meaning.
- 8.3 **Fraud** means dishonest activity causing actual or potential financial loss to any person or entity including theft of moneys or other property by an Officer, Director, executive, manager, employee or contractor of the Company, whether or not deception is used at any the time, and includes:
 - (a) the deliberate falsification, concealment, destruction or use of falsified documentation associated with ordinary business activities by an Officer, Director, executive, manager, employee or contractor of the Company ; and
 - (b) the improper use of information or position by an Officer, Director, executive, manager, employee or contractor of the Company.
- 8.4 **Fraudulent** has a corresponding meaning.
- 8.5 **Illegal or unethical conduct** means misconduct, an improper state of affairs or circumstances in relation to the Company or any Related Body Corporate of the Company, including any conduct that constitutes an offence against the Corporations Act, and any other legislation administered by ASIC and any conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.
- 8.6 **Related Bodies Corporate** has the meaning given in section 9 of the Corporations Act.
- 8.7 **Victimisation** is where one person causes detriment to a second person on the ground, or substantially on the ground, that the second person or any another person has made or intends to make a Whistleblower Disclosure. Victimise has a corresponding meaning. In this context, Victimisation may include dismissal, demotion, harassment, discrimination, disciplinary action, threats or other unfavourable treatment imposed as a consequence of a Personnel member making a Whistleblower Disclosure.
- 8.8 **Whistleblower** means a person specified in clause 2 who exposes actual or suspected illegal or unethical conduct to in the Company workplace or its business activities by reporting such conduct internally or externally.

9. Communication and Review

- 9.1 This Policy will be made available to all existing personnel, and to new personnel upon the start of their employment or engagement with the Company, and will be placed on the Company website.
- 9.2 The Company will provide training to its personnel about this Policy, and their rights and obligations under it.
- 9.3 The Company will also provide training of its managers and Authorised Disclosure Officers who may receive Whistleblower Disclosures about how to respond to them.

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- 9.4 Additional information can be obtained about this Policy and its application by contacting an Authorised Disclosure Officer.
- 9.5 The Board will periodically review this Policy to check that it is operating effectively and to consider whether any changes are required.