

## QUICKSTEP HOLDINGS LTD

# WHISTLEBLOWER POLICY

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## I INTRODUCTION

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Quickstep is committed to a culture of good commercial and corporate practice and highly ethical behaviour. We are committed to conducting our business with honesty and integrity, and we expect all staff to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring and to address them when they do occur.

This policy complements the Code of Conduct, Bribery and Corruption Procedure, and Grievance Procedure, and deals with issues relating to employees (or others) who wish to report concerns about whether Quickstep or its employees have complied with applicable laws and other relevant standards, and provide a confidential means in which to do so.

## 2 PURPOSE

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The purpose of this policy is to support the Company's values and Code of Conduct by ensuring compliance with the Corporations Act 2001 and alignment with the ASX Corporate Governance Principals and Recommendations by:

- (a) encouraging employees to disclose any malpractice, misconduct or conflicts of interest of which they become aware with the option of confidentiality;
- (b) providing guidance as to how such disclosures can be made;
- (c) providing support and protection for employees who disclose allegations of malpractice, misconduct or conflicts of interest; and
- (d) indicating when and how such disclosures will be investigated.

Employees are encouraged to discuss all types of unacceptable behaviour with their managers. It is realised that there are some situations in which employees may wish to remain anonymous and therefore do not wish to bring to the attention of their manager directly. Further, the employee may have brought the issue to the attention of their manager however appropriate action is not being taken by their manager and therefore other avenues are required.

## 3 DEFINITIONS

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<b>Corporations Act</b>	<i>Corporations Act 2001</i> , including regulations made for the purposes of that Act
<b>Eligible Recipient</b>	As outlined in Clause 8
<b>Privacy Act</b>	<i>Privacy Act 1988</i>
<b>Quickstep</b>	Quickstep Holdings Limited and (where relevant) all subsidiary entities.
<b>Regulatory Authority</b>	Australian Prudential Regulation Authority, Australian Securities and Investments Commission, Australian Taxation Office, or another Commonwealth body prescribed by regulation

## Senior Executive

In relation to a corporation, a person (other than a director or secretary of the corporation) who makes or participates in making decisions that affect the whole, or a substantial part, of the business of the entity; or has the capacity to significantly affect the company's financial standing. This includes the CEO & Managing Director, Chief Financial Officer, EGM Human Resources, and all senior direct reports of the CEO

## Whistleblower

A person who genuinely discloses an allegation or concern about compliance with laws or other standards of behaviour. A discloser who has made a disclosure that qualifies for protection under the Corporations Act

## 4 SCOPE

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This policy applies to all Quickstep employees and officers globally. Other persons (such as ex-employees, a relative or dependent of an employee, contractors, suppliers, customers and shareholders even if that third party is not in a current relationship with Quickstep) may also use the procedures in this policy as permitted under the relevant legislation.

This policy can be found on Quickstep's website (<https://www.quickstep.com.au>); the internal Quality Management System; or by contacting Human Resources. The policy shall form part of all employee inductions and will be supported by training of all staff.

## 5 POLICY

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### 5.1 Whistleblower protection

- (a) This policy is designed to give guidance so that compliance, honesty and integrity are maintained at all times within Quickstep.
- (b) To the maximum extent practicable, a person who genuinely discloses an allegation or concern about compliance with laws or other standards of behaviour (a **whistleblower**) will be protected from any adverse action (such as dismissal, demotion, suspension, harassment, or other forms of discrimination) because they have raised such allegations. Subject to this policy, a whistleblower is protected, even if the allegations prove to be incorrect or unsubstantiated. However, a person who deliberately submits a False Report (containing information they know to be untrue or could reasonably be expected to know) will not have access to whistleblower protections under the Corporations Act.
- (c) Employees who participate, or assist in, an investigation will also be protected. Every effort will be made to protect the anonymity of the whistleblower, however, there may be situations where anonymity cannot be guaranteed and, in such situations, the whistleblower will be informed and all situations will be managed in accordance with relevant legislation.

### 5.2 Reportable conduct

- (a) This policy and whistleblowing protection laws do not apply to complaints relating to your own personal circumstances at work, such as the way you have been treated at work. Should such need exist please refer to the Anti-discrimination, Harassment Prevention, Code of Conduct and/or Grievance Procedure. Such disclosures may be protected under other employment legislation. Examples of personal work-related grievances not covered by this policy include:
  - i. an interpersonal conflict between you and another employee;
  - ii. a decision that does not involve a breach of workplace laws;
  - iii. a decision about your engagement (including the terms and conditions), transfer, promotion, discipline, suspension or termination

- (b) The policy applies to “disclosable conduct”, which is information a whistleblower has reasonable grounds to suspect wrongdoing or danger at work which includes:
- i. misconduct, or an improper state of affairs or circumstances in relation to Quickstep (such conduct may not always involve a contravention of a particular law); or
  - ii. that Quickstep has engaged in conduct that constitutes an offence against, or in contradiction of the law; or
  - iii. actions of Quickstep which represent a danger to the public or the financial system, even if it does not involve a breach of a particular law, and
  - iv. that qualifies for protection under the Corporations Act.
- (c) Below are some examples of conduct which may be the subject of disclosure:
- i. Dishonesty
  - ii. Fraud
  - iii. Corruption
  - iv. Illegal activities (including theft, drug sale/use, violence, threatened violence or criminal damage against Quickstep’s assets/property);
  - v. Discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
  - vi. Acts or omissions in breach of commonwealth or state legislation or local authority by-laws;
  - vii. Unethical behaviour;
  - viii. Other serious improper conduct (including gross misconduct, serious and substantial waste of Quickstep’s resources, or repeated breaches of administrative procedures);
  - ix. Unsafe work-practices;
  - x. Danger to the environment;
  - xi. Any other conduct which may cause unnecessary financial or non-financial loss to Quickstep or be otherwise detrimental to the interests or reputation of Quickstep, or any of its employees;
  - xii. The deliberate concealment of information tending to show any of the matter listed above; or
  - xiii. 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.
- (d) To qualify for protection under the tax whistleblower regime in the Tax Act, the eligible whistleblower must have reasonable grounds to suspect that the information indicates misconduct or an improper state of affairs or circumstances in relation to tax affairs of the Company.

The Act protects eligible tax whistleblowers who make a disclosure:

- i. if the discloser considers the information may assist the ATO to perform the required duties under a taxation law in relation to the company about which the disclosure is made
  - ii. to an eligible recipient if the discloser:
    - has reasonable grounds to suspect that the information they intend to provide indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the company; and
    - considers the information may assist the eligible recipient to perform their duties under a taxation law in relation to the company.
- (e) The above-mentioned conduct in sub-paragraph (b) and examples in sub- paragraph (c) are not intended to limit the range of misconduct that may be reported by a whistleblower. Rather, they are listed to make clear that the above conduct is clearly within the scope of this policy.

## 6 PROTECTION OF WHISTLEBLOWER

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### 6.1 When the policy will operate

This policy protects the whistleblower against any reprisals, provided that the disclosure is submitted in accordance with the relevant legislation. This includes where a whistleblower had disclosed information directly to a person identified under section 6 of this policy; to a prescribed regulatory authority (*Annexure A*); a legal practitioner for the purposes of obtaining legal advice or legal representation about whistleblowing; or any other disclosures covered by law.

### 6.2 No reprisals

- (a) Quickstep will not take any adverse action (for example, dismissal; alteration of position at a disadvantage; discrimination; or harassment) against a whistleblower because they have made a disclosure which meets the above-mentioned conditions.
- (b) Any reprisals against a whistleblower are a serious breach of this policy and may result in disciplinary action, including dismissal. This protection also applies to anyone providing information relating to an investigation pursuant to this policy.
- (c) An eligible whistleblower is protected from civil; criminal; and administrative liability in relation to their disclosure. However they are not granted immunity for any misconduct they may have engaged in that is revealed in their disclosure or the investigation.
- (d) Quickstep may take action that is reasonable for the purpose of protecting a whistleblower from detriment (e.g. moving a whistleblower who has made a disclosure about their immediate work area to another office to protect them from detriment).
- (e) Whistleblowers, as do all employees, have access to Quickstep's employee assistance program, details of which can be provided by Human Resources.
- (f) A whistleblower can still qualify for protection even if their disclosure turns out to be incorrect as long as the disclosure is not classified as a deliberate False Report.

### 6.3 Remedies

- (a) Should a whistleblower believe they have suffered detriment, they may lodge a complaint with the Executive General Manager Human Resources, Chief Financial Officer or CEO & Managing Director.
- (b) In Australia, a whistleblower (or a person who suffers damage) is entitled to make a claim for civil penalties under the Corporation Act if they are victimised in relation to disclosable conduct reported and suffer loss, damage or injury because of a disclosure.
- (c) Victims of detrimental conduct are protected from an award of costs in court proceedings in Australia, unless the action is brought without reasonable cause and/or is vexatious.

## 7 CONFIDENTIALITY

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- (a) Quickstep recognises that maintaining appropriate confidentiality is crucial in ensuring that potential whistleblowers come forward and make disclosures in an open and timely manner and without fear of reprisals being made against them.
- (b) There is no requirement for a whistleblower to provide their name when making a protected disclosure; over the course of the investigation and after the investigation is finalised. A whistleblower can refuse to answer questions they believe could reveal their identity at any time, including during follow-up conversations.

- (c) Confidentiality is extended to all whistleblowers, however in Australia the whistleblower is further protected under the Corporations Act.
- (d) Should the whistleblower provide their identity, Quickstep will take all reasonable steps to protect the identity of the whistleblower and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. A whistleblower may wish to adopt a pseudonym for the purpose of their disclosure.
- (e) In appropriate cases, disclosure of the identity of the whistleblower, or the allegation made by them, may be unavoidable, such as if court proceedings result from a disclosure pursuant to this policy.
- (f) It is illegal in Australia for a person to identify a discloser, or disclose information that is likely to lead to the identification of the discloser. Should a whistleblower (regardless of jurisdiction) become aware of a breach of confidentiality, they should immediately notify the Executive General Manager HR and/or Chief Financial Officer or the others identified in 7(h). If they wish to, they may also lodge a complaint with the relevant regulator for investigation (*Annexure A*).
- (g) The following are measures Quickstep may undertake to protect the confidentiality of a whistleblower's identity:
  - i. all personal information or reference to the whistleblower witnessing an event will be redacted;
  - ii. the whistleblower will be referred to in a gender-neutral context;
  - iii. where possible, the whistleblower will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
  - iv. all paper and electronic documents and other materials relating to disclosures will be stored securely.
- (h) If the whistleblower believes there has been a breach of confidentiality they may lodge a complaint with a regulator (*Annexure A*) or with an eligible recipient (*Annexure B*).

## 8 REPORTING PROCEDURES

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- (a) Any person who has reasonable grounds to suspect that a breach of a law or other standard of behaviour has occurred, is encouraged to report that suspicion to an eligible recipient of the company to be able to qualify for protection as a whistleblower under the Corporations Act. An employee may raise the issue with a senior executive. If this is considered inappropriate, he or she should raise the concern directly with an eligible recipient being the CEO and Managing Director, Chief Financial Officer and/or Executive General Manager Human Resources by phone or email, or in writing, or others identified in 8(e).
- (b) There are two additional confidential email addresses which may be used for reporting. ReportIt@quickstep.com.au is accessible by the Chief Financial Officer and Executive General Manager Human Resources and ReportItBoard@quickstep.com.au is accessible by the Company Secretary and the Executive Assistant to the Chair of the Board.
- (c) Whistleblowers should provide as much detail as they are able in order to allow for a reasonable investigation to be conducted. If the whistleblower discloses his or her name, the person receiving the disclosure will acknowledge having received the disclosure and may initiate a follow-up meeting. However, if the disclosure is submitted on an anonymous basis, Quickstep may be unable to communicate with the whistleblower if more information is required, or if the matter is to be referred to external parties for further investigation. The anonymous whistleblower is encouraged to maintain ongoing two way communication with the company or external eligible recipient so that follow up questions can be made or feedback provided.
- (d) Please remember that all disclosures received will be dealt with on a confidential basis and whistleblowers are encouraged to disclose their identities, to obtain the protection afforded to them at law.

- (e) Whilst it is encouraged to use the above reporting procedure in the first instance, disclosable conduct can also be reported to an eligible recipient. A list of the internal and external eligible recipients of the company are listed in (*Annexure A and Annexure B*) of the policy.
- (f) Any person can make a disclosure to their personal legal practitioner for the purposes of obtaining legal advice or legal representation in relation to whistleblowing legislation.
- (g) A whistleblower may make a disclosure to a journalist or parliamentarian under certain circumstances and qualify for protection. The disclosure must have first been disclosed to the relevant regulator and:
  - i. in the case of public interest disclosures, at least 90 days must have passed since disclosing to the regulator; and you have reasonable grounds to believe that action has not been taken; and that further disclosure is in the public interest;
  - ii. in the case of emergency disclosures, you have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more person or to the natural environment. The extent of the information disclosed, must only be to the extent necessary to inform the journalist or parliamentarian of the danger.
  - iii. In both cases the whistleblower must notify the regulator in writing prior to making the public interest or emergency disclosure. It is important that the discloser understands the criteria for making a public interest or emergency disclosure.

## 9 PROCEDURES FOLLOWING DISCLOSURE

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- (a) Once a disclosure has been received from a whistleblower, Quickstep will:
  - i. assess the disclosure to determine whether it qualifies for protection; and
  - ii. consider the most appropriate action, which might include an investigation of the alleged conduct.
- (b) Any investigation in relation to a disclosure will be conducted promptly and fairly, with due regard for the nature of the allegation and the rights of the persons involved in the investigation.
- (c) The investigation will be carried out by an appropriate resource identified by the Company.
  - i. Where there are no identified conflicts, the investigation will be conducted by the Chief Financial Officer or Executive General Manager Human Resources (whoever is more relevant to the disclosure) or as appropriately assigned.
  - ii. If considered appropriate, the matter will be handled by the CEO & Managing Director or Chair or other non-executive Director if there is a conflict with the CEO & Managing Director. Alternatively an external party may also undertake an investigation.
- (d) Any evidence gathered during an investigation, including any materials, documents or records, must be held by the investigator, and held securely. During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of Quickstep must cooperate fully with the investigator.
- (e) Should the results of the investigation show that an incident has occurred that is covered by this policy, appropriate actions will be taken.

## 10 COMMUNICATIONS TO THE WHISTLEBLOWER

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Quickstep will ensure that the whistleblower is kept informed of the outcome(s) of the investigation of his or her allegations, subject to the considerations of privacy of those against whom allegations are made and any other legal obligations on Quickstep.

## 11 FURTHER ADVICE

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In the event that any additional guidance and/or further interpretation of this policy is required, please contact the Chief Financial Officer or Executive General Manager Human Resources.

Sponsor: <b>Jacque Courtney-Pitman</b>	Title: <b>Executive General Manager HR</b>	Review Date: <b>06/05/2020</b>
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## **Annexure A – Regulatory Bodies**

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### **Australian Securities and Investments Commission (ASIC)**

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

### **Australian Prudential Regulation Authority (APRA)**

<https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure>

### **Australian Taxation Office (ATO)**

<https://www.ato.gov.au/general/gen/whistleblowers/>

### **KPMG – Quickstep’s Auditors**

Refer to <https://www.quickstep.com.au/financial-reports/>

## **Annexure B – Reporting Procedures**

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### **Internal Reporting**

Disclosures can be reported to the following persons internally at the company:

- Mark Burgess, Chief Executive Officer
- Alan Tilley, Chief Financial Officer
- Jacque Courtney-Pitman, Executive General Manager Human Resources
  
- Tony Quick, Chair
- Leanne Heywood, Non Executive Director
- Lis Mannes, Non Executive Director
- Patrick Largier, Non Executive Director
- Jaime Pinto, Company Secretary

The internal contacts can be contacted through the following means:

- In person 361 Milperra Road, Bankstown Airport, NSW, 2200
- By post: PO Box 337, Milperra, NSW, 2214
- Calling reception on +61 2 9774 0300
- Emailing: [ReportIt@quickstep.com.au](mailto:ReportIt@quickstep.com.au)
- Emailing: [ReportItBoard@quickstep.com.au](mailto:ReportItBoard@quickstep.com.au)

### **External Reporting**

Any of the regulatory bodies in Annexure A