



1. Introduction

- 1.1 Scheme Financial Vehicle Pty Ltd ACN 662 496 479 (**Company**) is committed to fostering a culture of corporate compliance and promoting an ethical corporate culture by observing the highest standards of fair dealing, honesty, transparency and integrity in its business activities.
- 1.2 The Company is committed to building an environment in which people feel confident about reporting Improper Conduct and are supported and protected when they do so.

2. Purpose

- 2.1 The purpose of this policy is to facilitate an environment in which the reporting of suspected Improper Conduct in relation to the Company or its operations, is encouraged without fear of detriment.
- 2.2 The *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) provide for protections for Whistleblowers in respect of Protected Disclosures that are made to Recipients (**Whistleblower Protection Scheme**).
- 2.3 This Policy furthers this purpose by outlining certain information relating to the Whistleblower Protection Scheme, including information about:
 - (a) who is eligible to make a Protected Disclosure;
 - (b) what amounts to a Disclosable Matter which qualifies for protection;
 - (c) the protections available to Whistleblowers in respect of Protected Disclosures;
 - (d) to whom Protected Disclosures can be made to and how they can be made;
 - (e) how the Company will support Whistleblowers and protect them from detriment in respect of Protected Disclosures; and
 - (f) how the Company will investigate Protected Disclosures.
- 2.4 Any questions about this Policy or its application should be directed to the Whistleblower Protection Officer (see contact details at clause 8.3).

3. Scope of the Whistleblower Protection Scheme

What disclosures are protected?

- 3.1 A disclosure will 'qualify' for protection under the Whistleblower Protection Scheme (**Protected Disclosure**) if:
- (a) the disclosure is made by a Whistleblower (see section 4);
 - (b) the disclosure concerns a Disclosable Matter (see section 5); and
 - (c) the disclosure is made to a Recipient (see section 6).
- 3.2 Public interest and emergency disclosures may also qualify for protection (see section 7).

4. Who is a Whistleblower?

- 4.1 To qualify for protection under the Whistleblower Protection Scheme, the Protected Disclosure must be made by an eligible whistleblower under the Whistleblower Protection Scheme (**Whistleblower**).
- 4.2 A Whistleblower may be:
- (a) an officer of the Company;
 - (b) an employee (whether permanent, part-time, casual, fixed-term or temporary);
 - (c) an individual who supplies services or goods to the Company (whether paid or unpaid);
 - (d) an employee of a person that supplies services or goods to the Company (whether paid or unpaid); or
 - (e) an individual who is an associate or counterparty of the Company.
- 4.3 A Whistleblower includes an individual who previously held any of the above positions or functions, or who is a spouse, relative or dependant of one of the people referred to above, or a dependant of such an individual's spouse.

5. What information will be a Disclosable Matter?

What is a 'Disclosable Matter'?

- 5.1 To qualify for protection under the Whistleblower Protection Scheme, the Protected Disclosure must concern a Disclosable Matter.
- 5.2 A **Disclosable Matter** is information that a Whistleblower has reasonable grounds to suspect concerns 'misconduct or an improper state of affairs or circumstances' in relation to the Company or a related body corporate of the Company, including in relation to the Company's tax affairs (**Improper Conduct**). This includes fraud, negligence, default, breach of trust or breach of duty.

- 5.3 A Disclosable Matter also involves information that the Whistleblower has reasonable grounds to suspect that the Company, a related body corporate or any officer or employee of the Company or a related body corporate has engaged in conduct that:
- (a) constitutes an offence against, or a contravention of, a provision of any of the following:
 - (i) *Corporations Act 2001* (Cth);
 - (ii) *Australian Securities and Investments Commission Act 2001* (Cth);
 - (iii) *the Banking Act 1959* (Cth);
 - (iv) *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (v) *Insurance Act 1973* (Cth);
 - (vi) *Life Insurance Act 1995* (Cth);
 - (vii) *National Consumer Credit Protection Act 2009* (Cth);
 - (viii) *Superannuation Industry (Supervision) Act 1993* (Cth); or
 - (ix) any instrument made under these Acts;
 - (b) constitutes an offence against any other law of the Commonwealth punishable by imprisonment for 12 months or more; or
 - (c) represents a danger to the public or the financial system.
- 5.4 Examples of Disclosable Matters include:
- (a) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
 - (b) fraud, money laundering or misappropriation of funds;
 - (c) offering or accepting a bribe;
 - (d) financial irregularities;
 - (e) failure to comply with, or breach of, legal or regulatory requirements; and
 - (f) engaging in or threatening to engage in detrimental conduct against a person who has made a Protected Disclosure or is believed or suspected to have made, or be planning to make, a Protected Disclosure.
- 5.5 The term ‘reasonable grounds to suspect’ is based on the objective reasonableness of the reasons for the Whistleblower’s suspicion. It ensures that a Whistleblower’s motive for making a disclosure, or their personal opinion of the person(s) involved, does not prevent them from qualifying for protection. In practice, a mere allegation with no supporting information is not likely to be considered as having ‘reasonable grounds to suspect’. However, a Whistleblower does not need to prove their allegations.
- 5.6 Improper Conduct does not necessarily involve a contravention of a law. For example, Improper Conduct could involve conduct that, whilst not unlawful, indicates a systemic issue of concern that the relevant regulator should know about to properly perform its

functions. It may also relate to business behaviour and practices that may cause consumer harm.

- 5.7 A Whistleblower can still qualify for protection under the Whistleblower Protection Scheme even if their disclosure turns out to be incorrect.

Personal work-related grievances

- 5.8 This Policy is intended to apply to Protected Disclosures that have significant implications for the Company, rather than for personal work-related grievances. A disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that it is not about Improper Conduct.

- 5.9 Further, a disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that the information disclosed concerns a personal work-related grievance.

- 5.10 A disclosure is a 'personal work-related grievance' if:

- (a) the information concerns a grievance about a matter relating to a Whistleblower's employment, or former employment, having (or tending to have) implications for the Whistleblower personally; and
- (b) the information is not about a 'Disclosable Matter' (see: Section 5 of this Policy).

- 5.11 However, a personal work-related grievance may still be protected if:

- (a) it includes information about a 'Disclosable Matter' and includes or is accompanied by a personal work-related grievance (ie. it is a mixed disclosure);
- (b) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests Improper Conduct beyond the Whistleblower's personal circumstances; or
- (c) the Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the *Corporations Act 2001* (Cth).

- 5.12 Examples of personal work-related grievances not covered by this policy include:

- (a) an interpersonal conflict between the Whistleblower and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the Whistleblower;
- (c) a decision relating to the terms and conditions of engagement of the Whistleblower; or
- (d) a decision to suspend or terminate the employment of the Whistleblower, or otherwise to discipline the Whistleblower.

- 5.13 Disclosures that are not about a 'Disclosable Matter' are not covered by this Policy and do not qualify for protection under the Whistleblower Protection Scheme. However, such disclosures may be protected under other legislation, such as the *Fair Work Act*

2009 (Cth). This Policy is not intended to replace or be used instead of other Company policies and reporting procedures.

6. Who can receive a Protected Disclosure?

Who is an 'eligible recipient'?

- 6.1 To qualify for protection under the Whistleblower Protection Scheme, the Protected Disclosure must be made directly to an eligible recipient under the Whistleblower Protection Scheme (**Recipient**).
- 6.2 The role of a Recipient is to receive Protected Disclosures.
- 6.3 A Recipient may be:
 - (a) an officer or senior manager of the Company or a related body corporate of the Company, including a member of the Board, Chief Executive Officer, General Counsel, Chief Financial Officer, Chief Risk Officer, Deputy General Counsel, Head of Contract Management or Head of Stakeholder Relations and Regulatory Affairs;
 - (b) an auditor (including any member of the audit team) of the Company or a related body corporate of the Company; or
 - (c) a person authorised by the Company to receive Protected Disclosures (**Authorised Recipient**).
- 6.4 The Company has also engaged an external vendor, Stopline, to act as an Authorised Recipient.
- 6.5 Please see Section 8 below for details about how a Whistleblower can make a Protected Disclosure, including by contacting Stopline.
- 6.6 A Protected Disclosure will qualify for protection from the time it is made to a Recipient, regardless of whether the Whistleblower or the Recipient recognises that the disclosure qualifies for protection at that time.
- 6.7 A Whistleblower may wish to seek additional information before formally making a disclosure to a Recipient. If a Whistleblower wishes to obtain additional information, they may do so by contacting the Whistleblower Protection Officer (see contact details at clause 8.3).

Disclosure to external regulatory bodies

- 6.8 While the Company encourages Whistleblowers to make Protected Disclosures internally, a Whistleblower may choose to raise a Protected Disclosure outside of the Company with:
 - (a) ASIC;
 - (b) APRA;
 - (c) the Commissioner of Taxation; or
 - (d) a Commonwealth authority prescribed in the Corporations Regulations.

Disclosure to a legal practitioner

- 6.9 A disclosure will also be protected if it is to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the operation of the whistleblower provisions in the *Corporations Act*.

7. Other disclosures

- 7.1 Subject to specific criteria, disclosures that are in the public interest or in situations of emergency can also be made to a journalist or parliamentarian under certain circumstances.
- 7.2 It is important for the Whistleblower to understand the criteria for making a public interest or emergency disclosure. Such a step is a serious matter and, to ensure the Whistleblower is protected by law, they should consider taking independent legal advice before taking any such step.

Public interest disclosures

- 7.3 There is an additional category of disclosures called 'public interest disclosures' that qualify for protection under the Whistleblower Protection Scheme. These disclosures can be made to journalists and members of Parliament, but only if the Whistleblower complies with the following strict requirements:
- (a) the Whistleblower has made a Protected Disclosure to ASIC, APRA, or a prescribed Commonwealth authority;
 - (b) at least 90 days has passed since the Protected Disclosure was made;
 - (c) the Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the Protected Disclosure related;
 - (d) the Whistleblower has reasonable grounds to believe that making a public interest disclosure would be in the public interest;
 - (e) after 90 days has passed, the Whistleblower must give the body to which the Protected Disclosure was originally made, a written notification that:
 - (i) includes sufficient information to identify the Protected Disclosure; and
 - (ii) states that the Whistleblower intends to make a public interest disclosure; and
 - (f) the extent of the information disclosed in the public interest disclosure is no greater than to inform the journalist or Member of Parliament of the Improper Conduct, or other conduct falling within the scope of the Whistleblower Protection Scheme.

Emergency disclosures

- 7.4 There is an additional category of disclosures called 'emergency disclosures' that qualify for protection under the Whistleblower Protection Scheme. These disclosures can be made to journalists and Members of Parliament, but only if the Whistleblower complies with the following strict requirements:

- (a) the Whistleblower has made a Protected Disclosure to ASIC, APRA or a prescribed Commonwealth authority;
- (b) the Whistleblower has reasonable grounds to believe that information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) the Whistleblower gave notice to the body to which the Protected Disclosure was made that states:
 - (i) that they intend to make an emergency disclosure; and
 - (ii) includes sufficient information to identify the Protected Disclosure; and
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or Member of Parliament of the substantial and imminent danger.

8. How can a Protected Disclosure be made?

- 8.1 A Whistleblower can make a Protected Disclosure to any Recipient, either in writing or verbally (see section 6).
- 8.2 A Whistleblower should provide as much information as possible when making a Protected Disclosure to a Recipient.
- 8.3 The **Whistleblower Protection Officer** is the General Counsel or their delegate and can be contacted via email whistleblowerprotection@schemefinancialvehicle.com.au
- 8.4 A Whistleblower can also make a Protected Disclosure by contacting Stopline:

Telephone: 1300 30 45 50 (Australia Only)

Email: makeareport@stopline.com.au

On-line: <https://svf.stoplinereport.com>

Mail: Scheme Financial Vehicle, c/o Stopline Pty Ltd, PO Box 403, Diamond Creek, VIC 3089

- 8.5 The Company encourages Whistleblowers to make a Protected Disclosure to the Company in the first instance, so that the Company can identify and address wrongdoing as early as possible. However, a Whistleblower may make a Protected Disclosure to an external party (such as the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or the Australian Taxation Office (ATO)) as set out in Section 6.
- 8.6 If a person would like additional information before making a Protected Disclosure, they are encouraged to contact the Whistleblower Protection Officer (see contact details at clause 8.3) or seek independent legal advice.

Anonymous Disclosures

- 8.7 A Whistleblower can choose to make a Protected Disclosure anonymously and to remain anonymous over the course of the investigation and after the investigation is finalised – they may also decide not to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. If such concerns exist,

the Whistleblower may prefer to adopt a pseudonym for the purposes of their disclosure (not their true name) – or to create an anonymous email address to submit their disclosure.

- 8.8 Anonymous disclosures are still capable of being protected under the Whistleblower Protection Scheme. However, reporting anonymously may hinder the Company's ability to fully investigate a reported matter. For this reason, we encourage anonymous Whistleblowers to maintain ongoing two-way communication with the Company (such as via an anonymous email address), so that the Company can ask follow-up questions or provide feedback.

9. Vexatious or false disclosures

- 9.1 A Whistleblower will only be protected if the Whistleblower has objectively reasonable grounds to suspect that the information that they disclose concerns Improper Conduct or other conduct falling within the scope of the Whistleblower Protection Scheme. The protections under the Whistleblower Protection Scheme do not extend to vexatious or deliberately false complaints.
- 9.2 Depending on the circumstances, where it is shown that a person purporting to be a Whistleblower has knowingly or recklessly made a false report of wrongdoing, then that conduct itself will be considered a serious matter and that person may be subject to disciplinary action, up to and including the termination of that person's employment or engagement with the Company.

10. Further steps and investigation of disclosures

- 10.1 All Protected Disclosures made in accordance with this Policy will be taken seriously and handled sensitively and fairly.
- 10.2 The Company will acknowledge receipt of a Protected Disclosure within a reasonable period, assuming the Whistleblower can be contacted (including through anonymous channels).
- 10.3 Where appropriate, the Company will notify the Whistleblower of the steps taken or to be taken (or if no action is to be taken, the reason for this) in response to the Protected Disclosure and provide timely updates as appropriate.

Assessment

- 10.4 The Company will assess the disclosure to determine whether:
- (a) the disclosure is a Protected Disclosure under the Whistleblower Protection Scheme; and
 - (b) an investigation is warranted – and if so, how that investigation should be carried out.

Investigation (where appropriate)

- 10.5 Generally, if the Company decides to conduct an investigation in relation to a Protected Disclosure under the Whistleblower Protection Scheme, the Company will determine:

- (a) the nature and scope of the investigation;
- (b) who should lead the investigation – including whether an external investigation is appropriate;
- (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
- (d) the anticipated timeframe for the investigation. Each investigation will be different which will impact the applicable timeframe. However, the Company's intent is to complete an investigation as soon as practicable.

Documenting and reporting the findings of an investigation

- 10.6 Where appropriate, the Company will report findings of an investigation to the Board. The method for documenting and reporting the findings of an investigation will depend on the nature of the disclosure – but may include a summary report of the findings. Any reporting of the findings will have regard to applicable confidentiality requirements. Sometimes, it may not be appropriate to provide details of the outcome to the Whistleblower.

11. Protections for Whistleblowers

- 11.1 If a Whistleblower has made a Protected Disclosure under the Whistleblower Protection Scheme, the Whistleblower will have the following protections:

- (a) protection of information provided by the Whistleblower (including identity);
- (b) protection against legal action;
- (c) protection from detriment.

Identity protection (confidentiality)

- 11.2 If a Whistleblower has made a Protected Disclosure under the Whistleblower Protection Scheme, the Company will not disclose the identity of the Whistleblower or any information that is likely to lead to the identification of the Whistleblower unless permitted by law.

- 11.3 The Company will endeavour to reduce the risk that the Whistleblower will be identified from the information contained in the Protected Disclosure by adopting measures (where practicable) such as:

- (a) referring to the Whistleblower in gender-neutral terms and redacting personal information where appropriate;
- (b) ensuring Protected Disclosures are handled and investigated by appropriate staff;
- (c) maintaining mechanisms for secure record-keeping and information-sharing processes and limiting access to records and information;
- (d) ensuring persons involved in handling and investigating Protected Disclosures understand the importance of confidentiality and that disclosure of a Whistleblower's identity may be a criminal offence; and

- (e) ensuring support services are available to those who make a protected disclosure.

11.4 If there is a breach of the confidentiality protections under the Whistleblower Protection Scheme, a Whistleblower can lodge a complaint with an Authorised Recipient or a regulator such as ASIC or APRA for investigation.

11.5 If a Whistleblower is concerned about a breach of confidentiality, the Company encourages the Whistleblower to contact the Whistleblower Protection Officer (see contact details at clause 8.3). A Whistleblower may also lodge a complaint with a regulator.

Protection from detriment

11.6 A person cannot engage in conduct that causes or threatens to cause 'detriment to a Whistleblower because they have (or suspect they have) made a Protected Disclosure under the Whistleblower Protection Scheme.

11.7 The term 'detriment' under the Whistleblower Protection Scheme is broad and includes:

- (a) dismissing an employee;
- (b) injuring an employee in their employment;
- (c) altering an employee's position or duties to their disadvantage;
- (d) discriminating between an employee and other employees;
- (e) harassing or intimidating a person;
- (f) harming or injuring a person;
- (g) damaging a person's property, reputation, business or financial position; and
- (h) any other damage to a person.

11.8 Where a Whistleblower is subject to, or concerned about, any victimisation or detrimental conduct, the Whistleblower should immediately report their concerns to the Whistleblower Protection Officer (see contact details at clause 8.3).

11.9 Information about what the Company will do to provide support to and protect a Whistleblower is set out in section 12 of this Policy. However, if a Whistleblower believes that they have suffered detriment, they can lodge a complaint with an Authorised Recipient or a regulator such as ASIC or APRA for investigation.

Other protections

No criminal, civil or administrative liability

11.10 A Whistleblower is protected from any civil liability, criminal liability and/or administrative liability (including disciplinary action) which may otherwise give rise from the fact that the person has made a Protected Disclosure in accordance with the Whistleblower Protection Scheme, and the fact of making the Protected Disclosure and its content is not admissible against the Whistleblower in criminal or civil proceedings.

- 11.11 However, the protections offered under the Whistleblower Protection Scheme do not grant immunity for any misconduct a Whistleblower has engaged in that is revealed by their disclosure.

No breach of contract or enforcement of other rights

- 11.12 The Company will not take (and the Whistleblower Protection Scheme prohibits any other person from taking) any action under a contract to which a Whistleblower is a party (including to terminate a contract on the basis that the Protected Disclosure is a breach of contract) or seek to enforce any other right against a Whistleblower, solely on the basis of the Protected Disclosure.

Involvement in any wrongdoing by a Whistleblower

- 11.13 A Whistleblower may not be protected if they are found to have made a false disclosure or been involved in wrongdoing that constitutes Improper Conduct or conduct that is unlawful in nature.
- 11.14 However, where appropriate, and in accordance with applicable laws, a Whistleblower may be provided with immunity from disciplinary action which might otherwise flow from making a Protected Disclosure. This may include immunity from any disciplinary action for actions like such as breaching confidentiality or failing to follow the direction of a manager.

12. Fair treatment

- 12.1 The Company will ensure fair treatment of Whistleblowers and other persons mentioned or implicated in a Protected Disclosure or to whom a Protected Disclosure relates.
- 12.2 To the extent practicable, the Company will ensure:
- (a) Protected Disclosures are handled confidentially;
 - (b) Protected Disclosures are assessed and may be the subject of an investigation;
 - (c) when an investigation needs to be undertaken, the process will be objective, fair and independent;
 - (d) an employee who is the subject of a disclosure will be afforded procedural fairness prior to any actions being taken.
- 12.3 In some circumstances, the Company may determine informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be concerns that the individual may destroy information or the disclosure needs to be referred to ASIC, the ATO or the Australian Federal Police. The Company may determine the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided the Company ensures the individual is informed before making any adverse finding against them.

13. What support is available?

- 13.1 Whistleblowers and other persons mentioned or implicated in a Protected Disclosure or to whom a Protected Disclosure relates may access the Company's Employee Assistance Program (EAP), Intellect, which provides confidential, independent counselling and wellbeing support.
- 13.2 This service is free, voluntary and confidential. Appointments can be made by contacting EAP provider directly on 1800 490 513.

14. Other matters

- 14.1 This Policy will be made available on SFV website and for our people on SFV Hub.
- 14.2 This Policy is not intended to go beyond the Whistleblower Protection Scheme
- 14.3 This Policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on Company. This Policy may be varied by the Company from time to time, including as part of any review.

Review of the Policy

- 14.4 The Company will periodically review this Policy to ensure that it is operating effectively and whether any changes are required.

Training

- 14.5 The Company will endeavour to provide specialist training to staff members who have specific responsibilities under the Policy, including the Company's processes and procedures for receiving and handling Protected Disclosures, including training relating to confidentiality and the prohibitions against detrimental conduct.

15. Approved and adopted

This policy was approved and adopted by the Board.