



Whistleblower Policy

Purpose:

This policy sets out the process for DOOLEYS employees and contractors to report concerns of possible unethical, unlawful or undesirable conduct without fear of reprisal and with the support and protection of DOOLEYS. It also sets out the investigation process which DOOLEYS is committed to follow on receipt of a whistleblowing report, and DOOLEYS commitment to rectify any wrongdoing verified by the investigation to the extent practicable in all the circumstances.

Coverage:

This policy applies to all officers and employees of DOOLEYS. Third parties, such as contractors, suppliers, and relatives or dependents of officers or employees, may also use the procedures in this policy.

Reporting Process:

DOOLEYS has several channels for reporting a wrongdoing. While we ask that you first raise any concerns with your manager or People & Learning, we recognise that you may not always feel comfortable discussing certain matters with them. Accordingly, KPMG, an independent service provider, has been engaged to operate a *FairCall* telephone hotline and reporting service for DOOLEYS.

Circumstances that you may wish to report:

As a guide, the circumstances in which it is appropriate to raise a concern (either using the *FairCall* service or internal DOOLEYS channels) are as follows:



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- Conduct or practices which are suspected to be illegal or in breach of any law, regulation or code of conduct applying to DOOLEYS or any significant breach of a contract by an employee or director;
- Suspected fraudulent or corrupt practices (such as misappropriation of funds, bribery, undue influence, false information etc.);
- Concerns about continuing or regular breaches of DOOLEYS's policies or other rules of conduct;
- Concerns about misleading or deceptive conduct of any kind (e.g. statements that are factually incorrect);
- Situations within DOOLEYS' control that may present a significant risk to the health or safety of people or a significant danger to the environment;
- Concerns about inappropriate staff behaviour (such as bullying, harassment, discrimination, drug abuse and other similar behaviours) that is not appropriate to discuss with your line manager or with People & Learning;
- Concerns that DOOLEYS (or any of its subsidiaries) or an officer or employee of any member of the DOOLEYS group has, or may have, contravened the Corporations Act or the Australian Securities and Investment Commission Act 2001;
- any other improper conduct which may cause financial or non-financial loss to DOOLEYS or be otherwise detrimental to the interests or reputation of DOOLEYS, or any of its employees; or
- the deliberate concealment of information tending to show any of the matters listed above

You should of course contact the police immediately if, in your judgement, this is the appropriate course of action under the circumstances. Examples might include crimes against persons or property (for example, burglary).



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Confidentiality:

Reports may be submitted anonymously. Should a person choose to disclose their identity at the time of submitting their report, their identity will be kept confidential and will not be publicly disclosed by DOOLEYS. Section 1317AAE of the Corporations Act provides that a person to whom a wilful disclosure (in respect of a breach of this Act) is made (including DOOLEYS) must comply with specific confidentiality requirements in order to protect your anonymity. In relation to the details of the report itself, all efforts will be made to also keep the report confidential, subject to the need to conduct an adequate investigation. All documents, reports and records relating to the investigation of a *FairCall* report will be confidentially stored and retained in an appropriate and secure manner.

Protection of whistleblower:

No person who in good faith reports a violation of this policy shall suffer harassment, retaliation or adverse consequence.

Subject to this policy and the relevant legislation, a whistleblower may be protected, even if the disclosed allegations or information prove to be incorrect (although a person who maliciously or vexatiously makes disclosures or makes false disclosures may be subject to disciplinary action).

The *Corporations Act 2001* gives special protection to disclosures about wrongdoing relating to the Club if the following conditions are satisfied:

1. The whistleblower is or has been:
 - a. an officer or employee of the Club;
 - b. an individual who supplies goods or services to the Club or an employee of a person who supplies goods or services to the Club;
 - c. an individual who is an associate of the Club; or



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- d. a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
2. The report is made to:
 - a. KPMG *FairCall*
 - b. the people designated within this policy;
 - c. an officer or senior manager of the Club;
 - d. The Club's external auditor (or a member of that audit team);
 - e. ASIC;
 - f. APRA; or
 - g. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the *Corporations Act*,
3. The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Club. This may include a breach of legislation including the *Corporations Act*, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

No detriment

The Club will not take any adverse action against a whistleblower because they have made a disclosure which meet the above-mentioned conditions, unless the whistleblower is a participant in the prohibited activities with respect to which the complaint is made.

If a disclosure qualifies for protection under the applicable legislation, the protection afforded to the discloser overrides any provision of their employment contract, including any confidentiality clause.



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If the whistleblower was involved in the conduct which was the subject of the disclosure, the fact that the whistleblower has made the disclosure may be taken into account in determining the severity of the disciplinary measures, if any, that may eventually be taken against such whistleblower.

FairCall Reporting Mechanism:

Calls will be received by KPMG *FairCall* at any time. The operators taking the call on this hotline are not associated with DOOLEYS. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. Callers will be provided with a confidential reference number by the *FairCall* operator. The *FairCall* operator will then prepare a *FairCall* report which details the report as reported by the caller. All *FairCall* reports are forwarded to DOOLEYS's Whistleblower Protection Officer (WPO) or the Chairperson of the Audit & Risk Committee depending upon the severity. The WPO is currently the Chief Operating Officer.

Investigation Process:

The investigation processes will vary depending on the precise nature of the conduct being investigated. All investigations must be conducted in a manner that is fair and objective to all people involved. For example, a report will not be investigated by someone who is implicated in the concern. The WPO is the designated representative for protecting the interest of whistleblowers and all reports, anonymous or otherwise, will be investigated in accordance with this Policy. The WPO will have access to independent financial, legal and operational advisers as required and, for serious allegations, will be assisted by the Audit & Risk Committee.



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Roles and Responsibilities:

Anyone making a report concerning any of the circumstances referred to above under the heading *circumstances that you may wish to report* must be acting in good faith and have reasonable grounds for believing the information disclosed indicates such conduct. While reports can be anonymous, any allegations which prove to have been made maliciously or knowingly to be false will be investigated and viewed as a serious disciplinary offence. No action will be taken where the report was made in good faith but no wrongdoing was identified.

Breach of Policy:

Any reprisals against a whistleblower are a serious breach of this policy and may result in disciplinary action, including dismissal. Where the Club becomes aware of any reprisals against a whistleblower for complying with this policy or the legislation, the Club will take steps to either overturn, or deem void, the decision or action. This protection applies to anyone providing information related to an investigation pursuant to this policy.

Further Information:

For further information regarding this policy please contact the Chief Operating Officer on (02) 8745 6198.

Additional information on *FairCall* can be found on DOOLEYS HQ, alternatively *FairCall* can be contacted on 1800 500 965.