

## 1. INTRODUCTION & PURPOSE

- 1.1 CLEARY BROS (BOMBO) PTY LTD (“**the Company**”) strives to operate with a culture of ethical and appropriate corporate behaviour in all our business activities. This includes doing all that is reasonable to ensure that the Company acts with integrity, honestly and in accordance with good governance principles.
- 1.2 This purpose is supported by doing all that is reasonable to:
  - a) ensure that the Company has sound procedures to allow all workers and their families to identify and report genuine concerns about illegal conduct or any improper state of affairs pertaining to the Company, without fear of reprisals;
  - b) ensure all employees and officers of the Company are aware of the protections available under this policy and Whistleblower Laws; and
  - c) encourage all Company employees (and non-employees) to have the confidence to speak up if they become aware of illegal conduct or any improper state of affairs pertaining to the Company.
- 1.3 This Whistleblowing Policy is extremely important, as it helps to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.
- 1.4 In this policy:
  - a) **Discloser(s)** refers to the persons eligible to make a disclosure protected by Whistleblower Laws. These persons are identified in section 5 below.
  - b) **Protected Matters** refers to the types of matters outlined at section 4 below, which are protected by Whistleblower Laws and the terms of this policy.
  - c) **Whistleblower Laws** refers to the protections contained in Part 9.4AAA of the *Corporations Act 2001* as well as the accompanying *Corporations Regulations 2001*.
  - d) **Whistleblower Officer** is the Cleary Bros Human Resources Manager.

## 2. COMMENCEMENT AND SCOPE

- 2.1 This policy will commence on 1 December 2023. It replaces all other policies dealing with whistleblowers and Whistleblower Laws.
- 2.2 This policy applies to all Disclosers, as defined in section 5 below.
- 2.3 The policy is not intended to create any contractually binding obligation on the Company and does not form part of any contract of employment or other contract for engagements with the Company.

### 3. TYPES OF DISCLOSURES PROTECTED BY WHISTLEBLOWER LAWS

- 3.1 A disclosure is protected by Whistleblower Laws if:
- a) the disclosure relates to Protected Matters;
  - b) the information is disclosed by a Discloser identified in section 5 below; and
  - c) the disclosure is made to one of the persons identified in section 7 below or section 8 below (provided the pre-requisites in section 8 have been satisfied).
- 3.2 All of the above 3 conditions must be satisfied for a disclosure to be protected by Whistleblower Laws.

### 4. PROTECTED MATTERS

- 4.1 The types of disclosures which are protected are those where the Discloser has reasonable grounds to suspect that the information disclosed concerns:
- a) misconduct; or
  - b) an improper state of affairs; or
  - c) circumstances, in relation to the Company or its related bodies corporate.
- Misconduct includes (but is not limited to) fraud, negligence, default, breach of trust and breach of duty.
- 4.2 These types of Protected Matters would include concerns that the Company, its related bodies corporate or employees or officers of the Company or its related bodies corporate, have engaged in conduct that:
- a) constitutes a contravention of the *Corporations Act 2001*, the *ASIC Act*, the *Superannuation Industry (Supervision) Act 1993*, the *Banking Act 1959* or any insurance or life insurance statutes;
  - b) constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
  - c) represents a danger to the public or the financial system, (including conduct posing significant risk to public safety or the stability or confidence in the financial system even if the conduct does not involve a breach of a particular law).
- 4.3 The Discloser may still qualify for protection under Whistleblower Laws even if their disclosure turns out to be incorrect.

#### EXAMPLES OF TYPES OF PROTECTED MATTERS

- 4.4 Examples of protected 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) failure to comply with, or breach of, legal or regulatory requirements; and
- e) 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 planning to make, a disclosure.

## WORK RELATED GRIEVANCES

- 4.5 The disclosure of information related to a personal work-related grievance is not generally protected by Whistleblower Laws. A personal work-related grievance relates to information where:
- a) the information concerns a grievance in relation to the Discloser's employment or former employment which has implications for the Discloser personally; and
  - b) the information does not have significant implications for the Company that do not relate to the Discloser; and
  - c) the information does not concern conduct or alleged conduct referred to in the three examples cited at sections 4.3 a) to c) above.
- 4.6 Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.
- 4.7 A disclosure about a personal work-related grievance may still qualify for protection if:
- a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (e.g. a mixed report);
  - b) the entity 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 misconduct beyond the discloser's personal circumstances;
  - c) the Discloser suffers, or is threatened with, detriment for making a disclosure; or
  - d) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.
- 4.8 Internal personal work-related grievances should be made pursuant to the Company's Grievance Handling Procedure.

## 5. WHO MAY MAKE DISCLOSURES ABOUT PROTECTED MATTERS?

- 5.1 Each of the following persons may make a protected disclosure:
- a) the Company employees and officers as well as their relatives and dependants;
  - b) suppliers of goods or services to the Company; and
  - c) employees of suppliers of goods or services to the Company.

## 6. ANONYMITY

- 6.1 There is no requirement for a Discloser to identify themselves to be protected by Whistleblower Laws i.e., protected disclosures may be made anonymously.
- 6.2 A person may choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.
- 6.3 A Discloser may refuse to answer questions if they feel that the answer could reveal their identity at any time.
- 6.4 The Company has adopted processes to help protect a Discloser's anonymity, including allowing pseudonyms to be used for the purposes of making disclosures, and applying the confidentiality principles outlined in section 9 below.
- 6.5 The Company cannot be held responsible if a Discloser's anonymity is breached because the Discloser reveals their own identity:
- a) by deliberately disclosing to a third party (who is not an Eligible Recipient and not bound by the Whistleblower Laws) the fact that they have made a Disclosure; or
  - b) by inadvertently communicating their identity as a Discloser, to a third party or other person not bound by the Whistleblower Laws or other legal obligation of confidentiality; or
  - c) by taking steps that result in the Discloser's identity being revealed publicly as a result of the actions of a third party or other person who is not an Eligible Recipient and not bound by the Whistleblower Laws.

## 7. WHO CAN A PROTECTED MATTER BE DISCLOSED TO?

7.1 In order to be protected by Whistleblower Laws, the disclosure of a Protected Matter must be made to an Eligible Recipient, being any of the people or entities listed in the table below:

Who to contact (Eligible Recipient)	How to contact
<p>a) An officer or senior manager* of the Company or its related bodies corporate;</p>	<p>Steve Rogers - Managing Director &amp; Chief Executive Officer 02 4255 2136 <a href="mailto:steverogers@clearybros.com.au">steverogers@clearybros.com.au</a></p> <p>Louise Sullivan – Director, Company Secretary &amp; Chief Operating Officer 02 4255 2135 <a href="mailto:louisesullivan@clearybros.com.au">louisesullivan@clearybros.com.au</a></p> <p>Rebecca Belsito – Chief Financial Officer 02 4255 2138 <a href="mailto:rebeccabelsito@clearybros.com.au">rebeccabelsito@clearybros.com.au</a></p> <p>Jacqui Clarke** – Independent Board Director <a href="mailto:jacquiclarke@clearybros.com.au">jacquiclarke@clearybros.com.au</a></p> <p>** For matters involving Executive Management</p>
<p>b) The Whistleblower Officer</p>	<p><a href="mailto:whistleblower@clearybros.com.au">whistleblower@clearybros.com.au</a></p>
<p>c) An auditor or member of an audit team conducting an audit on Cleary Bros or its related bodies corporate;</p>	<p>KPMG <a href="https://kpmg.com/au/en/home.html">https://kpmg.com/au/en/home.html</a></p>
<p>d) The Australian Securities &amp; Investments Commission (ASIC) or Australian Prudential Regulation Authority (APRA) or any other Commonwealth body that is prescribed by the Whistleblower Laws (which may include the Australian Taxation Office (ATO) with respect to taxation matters);</p>	<p>ASIC <a href="https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/">https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/</a></p> <p>APRA <a href="https://www.apra.gov.au/become-a-whistleblower-or-make-a-public-interest-disclosure">https://www.apra.gov.au/become-a-whistleblower-or-make-a-public-interest-disclosure</a></p> <p>ATO <a href="https://www.ato.gov.au/about-ato/whistleblowers">https://www.ato.gov.au/about-ato/whistleblowers</a></p>
<p>e) A legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws.</p>	<p><a href="https://www.lawsociety.com.au/for-the-public">https://www.lawsociety.com.au/for-the-public</a></p>

\*A “senior manager” is a person who:

- makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; or
- has the capacity to significantly affect the Company financial standing.

## 8. DISCLOSURES TO POLITICIANS AND JOURNALISTS

8.1 A disclosure of a Protected Matter to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws **only** if it qualifies for the **public interest requirements** or **emergency requirements** outlined below.

### PUBLIC INTEREST DISCLOSURES

8.2 A disclosure of Protected Matters to a member of State or Federal Parliament or journalist will be protected by Whistleblower Laws if all of the following requirements are satisfied:

- a) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by the Whistleblower Law;
- b) at least 90 days have passed since the previous disclosure was made;
- c) the Discloser does not have reasonable grounds to believe that action is being or has been taken to address the previous disclosure;
- d) the Discloser has reasonable grounds to believe that making a further disclosure of the information to a member of Parliament or journalist would be in the public interest;
- e) the Discloser has given the body to which the disclosure was originally made written notification that identifies the previous disclosure (with sufficient information) and states that the Discloser intends to make a public interest disclosure; and
- f) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the relevant misconduct or improper state of affairs.

### EMERGENCY DISCLOSURES

8.3 A disclosure of Protected Matters to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws if **all** of the following requirements are satisfied:

- a) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by the Whistleblower Laws;
- b) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- c) the Discloser has given the body to which the disclosure was originally made written notification that identifies the previous disclosure (with sufficient information) and states that the Discloser intends to make an emergency disclosure; and
- d) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

## TAKING CARE WITH EMERGENCY AND PUBLIC INTEREST DISCLOSURE

- 8.4 It is important for a Discloser to understand the criteria for making a public interest or emergency disclosure.
- 8.5 A Discloser should contact an independent legal adviser before making a public interest or emergency disclosure.

## 9. CONFIDENTIALITY

- 9.1 Where a disclosure is protected by Whistleblower Laws, the Laws prohibit persons from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.
- 9.2 Persons may only disclose the identity of a Discloser with the Discloser’s consent or to ASIC, APRA, the AFP, or a legal practitioner for the purposes of obtaining legal advice about the Whistleblower Laws.
- 9.3 Persons may also disclose the existence of the Protected Matters (without disclosing the identity of the Discloser) to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser’s identity can be discovered. These disclosures may include disclosures to:
  - a) the Chief Executive Officer or a Board Director;
  - b) other managers (or their delegate) to make inquiries or to conduct investigations or order external investigations as is deemed appropriate; and
  - c) respondents to complaints to ensure that the person/s against whom allegations are made are given the opportunity to respond to any allegations.
- 9.4 Any breach of these confidentiality protections is illegal and attract significant fines for individuals and companies.
- 9.5 If a Discloser believes that the confidentiality obligations outlined in this section have not been complied with, the Discloser may lodge a complaint as follows:

<b>INTERNAL COMPLAINT</b>	Complaints can be made to the Whistleblower Officer via email: <a href="mailto:whistleblower@clearybros.com.au">whistleblower@clearybros.com.au</a>
<b>EXTERNAL COMPLAINT</b>	Complaints can be made to ASIC, APRA or the ATO for investigation.

## 10. IMMUNITY FOR DISCLOSER

- 10.1 If a Discloser makes a disclosure, protected by Whistleblower Laws, the Discloser cannot be subject to:
- a) any civil or criminal liability for making the disclosure; and
  - b) any contractual breach or other civil claim on the basis of making the disclosure.
- 10.2 No administrative action (e.g. disciplinary action) can be taken against a person for making a disclosure protected by Whistleblower Laws.
- 10.3 No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.

## 11. VICTIMISATION PROHIBITED

- 11.1 Whistleblower Laws prohibit any person or company from:
- a) engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure, proposes to make, or could make, a disclosure about a Protected Matter pursuant to Whistleblower Laws; or
  - b) carrying out any threats to cause detriment to any person (whether express or implied threats) because that person (or another person) made a disclosure, proposes to make or could make a disclosure about a Protected Matter pursuant to Whistleblower Laws.

### **DETRIMENTAL CONDUCT**

- 11.2 Examples of detrimental conduct include:
- a) dismissing an employee
  - b) injuring an employee in his or her employment
  - c) altering an employee's position or duties to his or her disadvantage
  - d) discrimination between employees
  - e) harassment or intimidation of a person
  - f) harm or injury to a person, including psychological harm
  - g) damage to a person's property or reputation
  - h) damage to a person's business or financial position
- 11.3 Examples of conduct that is not detrimental in breach of Whistleblower Laws include:
- a) administrative action that is reasonable for the purpose of protecting a Discloser from detriment; and
  - b) managing a Discloser's unsatisfactory work performance if the action is in line with the Company's performance management framework.



## 12. CONSEQUENCES FOR BREACH OF THESE VICTIMISATION PROVISIONS

- 12.1 Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.
- 12.2 Compensation and other remedies are also available to a Discloser if the Company fails to take reasonable precautions and exercise due diligence to prevent detrimental conduct from occurring.
- 12.3 Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.
- 12.4 If you believe that you have been subject to any prohibited detrimental conduct you may seek legal advice about these matters.

## 13. HOW TO MAKE A DISCLOSURE

- 13.1 A Disclosure may be made:
  - a) personally;
  - b) anonymously; or
  - c) through a pseudonym.
- 13.2 Persons may disclose Protected Matters by either of the following steps:
  - a) Submit a written complaint or report and any relevant documentation on any Protected Matters to a person identified in Section 7 of this policy. The manager or contact will report the concerns to the Whistleblower Officer.
  - b) If a Discloser has a concern with 13.2 a) above (for example the Discloser reasonably believes that the manager is involved in the Protected Matters or the Discloser does not feel comfortable reporting it to the manager for any other reason), then the Discloser may submit a report directly to the Whistleblower Officer identified at 1.4 d), either personally or by email to [whistleblower@clearybros.com.au](mailto:whistleblower@clearybros.com.au).

## 14. INVESTIGATION OF PROTECTED MATTERS

- 14.1 The Company will refer Protected Matters to its Whistleblower Officer for investigation to determine whether misconduct or some other improper state of affairs exists.
- 14.2 The Whistleblower Officer will investigate the relevant matters in a manner compliant with the confidentiality obligations outlined in Section 9 of this policy.
- 14.3 The Whistleblower Officer may alternatively:
  - a) appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or

- b) refer Protected Matters directly to ASIC, APRA or the Australian Federal Police.
- 14.4 Whilst every investigation process will differ according to the relevant circumstances, the Whistleblower Officer will ordinarily ensure that appropriate enquiries are made to determine whether:
- a) the disclosure qualifies for protection;
  - b) the allegations are substantiated; and
  - c) responsive action needs to be taken in order to address any established misconduct or other improper state of affairs.
- 14.5 The timeframe for conducting investigations will differ depending on the complexity of a disclosure, however, all disclosures, where reasonably practicable to do so, will be investigated.
- 14.6 The Discloser will be provided with regular updates, assuming the Discloser can be contacted. The frequency and timeframe of updates may vary depending on the nature of the disclosure. Key updates will ordinarily include (but are not necessarily limited to):
- a) that the disclosure has been received;
  - b) when the investigation processes have begun; and
  - c) when the investigation processes have concluded.

## 15. SUPPORTING WHISTLEBLOWERS, PROVIDING FAIR TREATMENT AND PROTECTION FROM DETRIMENT

- 15.1 The Company intends to support Disclosers making disclosures about Protected Matters and to put in place procedures to promote fair treatment of Disclosers and protect them from detriment.
- 15.2 The Company endeavours to do this by:
- a) handling disclosures confidentially, where reasonably practicable, and appropriate in the circumstances;
  - b) assessing each disclosure, and where reasonably practicable to do so, investigating any disclosure assessed as appropriate for investigation (if the disclosure qualifies as a Protected Matter);
  - c) maintaining a secure record keeping process that restricts information about Protected Matters to those persons who may receive such information pursuant to this policy;
  - d) ensuring the Discloser's personal information is redacted and where necessary and possible, ensuring the Discloser is referred to in a gender-neutral context, unless the Discloser consents to having their identity disclosed;

- e) providing access to Employee Assistance Programme (EAP) counselling services to all Disclosers. These services may be accessed by contacting the Company's EAP service provider IOH on 1800 811 169;
- f) investigating all complaints in accordance with the procedures outlined in this policy;
- g) implementing investigation processes which are procedurally fair to both Disclosers and respondents to allegations;
- h) in circumstances where a Discloser consents, having an appropriate senior manager or the HR Manager monitor the Discloser's treatment in the workplace for relevant periods to avoid the risk of victimisation;
- i) where practicable, allowing the Discloser to perform their duties from another location, reassign the Discloser to another role at the same level, make other modifications to the Discloser's workplace or the way they perform their duties to assist in protecting the Discloser from detrimental acts;
- j) informing all Disclosers about the process for lodging complaints if they believe their identity has been improperly disclosed or if they believe that they have been subject to improper victimisation in breach of this policy;
- k) conducting periodic training on the Whistleblower Laws and this policy;
- l) communicating this policy to the Company employees and officers; and/or
- m) taking appropriate disciplinary action against any employees or contractors that breach the victimisation or confidentiality provisions of the Whistleblower Laws.

## 16. ACCESS TO THIS POLICY

16.1 This policy will be made available to all the Company employees and officers by the following means:

- a) On implementation, the policy will be communicated to all employees and officers by way of email and via posting on the Company's internal communications system, "Workplace".
- b) To enable persons outside the Company can access the policy, the policy will also be published on the Company's website.

## 17. BREACHES OF THIS POLICY

17.1 All employees and contractors of the Company are required to comply with this policy, as well as with Whistleblower Laws.

17.2 Non-compliance with this policy or Whistleblower Laws may result in disciplinary action up to and including termination of employment or termination of a contractor's services.

## 18. VARIATIONS

- 18.1 This policy may be varied, amended, replaced, or terminated from time to time and at any time at the absolute discretion of the Company.

**Stephen Rogers**

Managing Director and Chief Executive Officer  
1 December 2023

**POLICY VERSION AND REVISION INFORMATION**

Policy Authorised by: Board of Directors  
Policy Maintained by: Louise Sullivan  
Title: Chief Operating Officer  
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