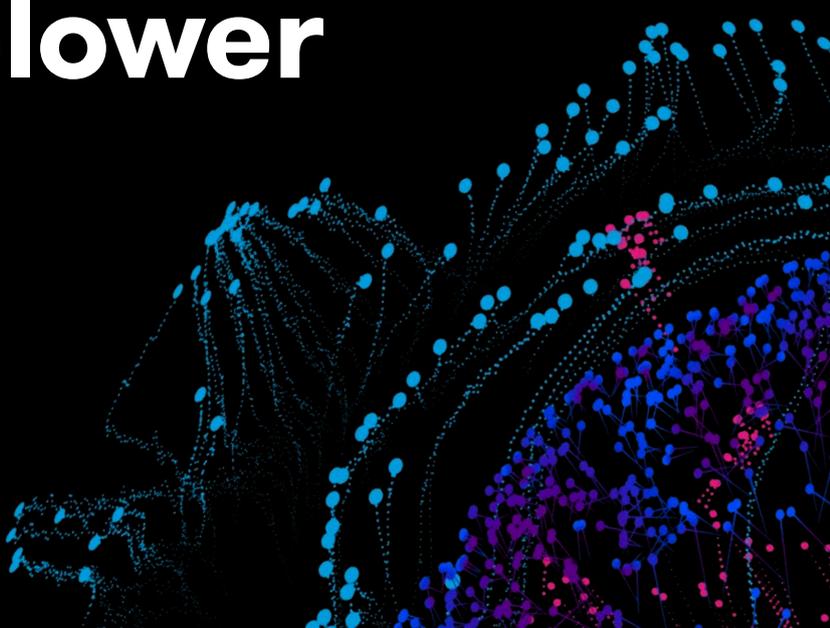




EMI.

# Australia Whistleblower Policy.

Money in Motion



# Australia Whistleblower Policy

## Introduction

In alignment with our values of openness, one team and simplicity EML is committed to providing a safe and collaborative work environment that encourages honesty and ethical behaviours, and where wrongdoing can be raised without fear of retribution.

The purpose of this Whistleblower Policy (**the Policy**) is to comply with the *Corporations Act 2001* (Cth) and provide a framework for stakeholders to be apprised of their rights, legal obligations and escalation channels when encountering Disclosable Matters.

This Policy sets out to:

- identify conduct which, by its nature, is or may be harmful to EML or its employees, officers, contractors or customers (Disclosable Matters);
- provide officers, employees and contractors of EML a framework to disclose Disclosable Matters where there are reasonable grounds for doing so;
- help detect, address and prevent Disclosable Matters within EML; and
- provide suitable channels and processes for Relevant Persons to report inappropriate conduct.

## Definitions

**Detriment** is a result in which an individual or body corporate has sustained injury, harm, prejudice or disadvantage due to the conduct of another.

**Eligible Whistleblower** refers to an individual that is a current or former:

- employee or officer of EML;
- contractor, suppliers or their employees who deals with EML;
- an individual who is an associate (as defined in the *Corporations Act*) of EML; or
- spouses, relative or dependant of any of the above.

**Eligible Recipient** means an Senior Manager or any other person specified within the Reporting Procedure section.

**EML** refers to EML Payments Limited and its subsidiaries EML Payment Solutions Limited, EML Payments Europe Limited, EML Payments Canada Limited and EML Payments USA LLC.

**Journalist** means a person who is working in a professional capacity as a journalist for any of the following:

- a newspaper or magazine;
- a radio or television broadcasting service;
- an electronic service (including a service provided through the internet) that:
  - is operated on a commercial basis, or operated by a body that provides a national broadcasting service (within the meaning of the *Broadcasting Services Act 1992*); and
  - is similar to a newspaper, magazine or radio or television broadcast.

**Personal Work-Related Grievances** has the meaning given within the Personal Work-Related Grievances section.

**Disclosable Matters** is conduct equal to that outlined within the Disclosable Matters section.

**Senior Manager** has the same meaning as in the *Corporations Act* and includes the Chief Executive Officer, Chief Financial Officer, Chief Risk Officer, Chief People Officer, General Counsel/Company Secretary and Chief Operating Officer.

**Website** refers to both EML's public website and EML's internal intranet site.

## Scope

EML encourages all Eligible Whistleblowers to raise concerns about Disclosable Matters covered by this Policy and using the reporting procedure set out below.

# Australia Whistleblower Policy continued

## Who is an Eligible Whistleblower?

An individual can access the legal rights and protections for whistleblowers in the Corporations Act if they meet the definition of an Eligible Whistleblower. The criteria for an Eligible Whistleblower include most people with a connection to EML who may be in a position to observe or be affected by misconduct and may face reprisals for reporting it. An Eligible Whistleblower can access the rights and protections in the law from when they report misconduct and the protections also extend to the spouses and relatives of these people.

An individual is an Eligible Whistleblower in relation to EML if the individual is, or has been, any of the following:

- an officer of EML;
- an employee of EML;
- an individual who supplies services or goods to EML (whether paid or unpaid);
- an individual who is an associate of EML;
- a relative of an individual referred to in any of the above;
- a dependent of an individual referred to in any of the above, or of such an individual's spouse;

## Disclosable Matters

A Disclosable Matter(s) is information which an Eligible Whistleblower has reasonable grounds to suspect:

- misconduct; or
- an improper state of affairs or circumstances, by EML; or
- otherwise indicates that EML, or an officer, or employee of EML, has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following:
  - the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019;
  - the ASIC Act 2001;
  - the Banking Act 1959;
  - the Financial Sector (Collection of Data) Act 2001;
  - the Insurance Act 1973;
  - the Life Insurance Act 1995;
  - the National Consumer Credit Protection Act 2009;
  - the Superannuation Industry (Supervision) Act 1993; or
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system.

## Personal Work-Related Grievances

If a matter:

- concerns a personal work-related grievance of the discloser; and
- does not concern a contravention, or an alleged contravention of this policy that has resulted in detriment caused to the discloser or a threat made to the Eligible Whistleblower;

then these are considered Personal Work-Related Grievances and do not fall within the scope of this Policy.

For this policy, disclosed information is considered a Personal Work-Related Grievance(s) if:

- the information concerns a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally; and
- the information:
  - does not have significant implications for the regulated entity to which it relates, or another regulated entity, that do not relate to the discloser; and
  - does not concern conduct, or alleged conduct, referred to in the Disclosable Matters section.

Examples of grievances that may be Personal Work-Related Grievances are as follows:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser;
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, if any of the above examples do relate to instances that give rise to Disclosable Matters, then the discloser may be considered an Eligible Whistleblower.

# Australia Whistleblower Policy continued

## What information should be provided in a disclosure?

A disclosure should contain enough information to form a reasonable basis for investigation. The discloser should provide as much information as possible about the events and persons involved. This includes details such as:

- date;
- time;
- location;
- name of person(s) involved ; and
- possible witnesses.

## Eligible Recipients of a Whistleblower Complaint

A Discloser may make a disclosure to any of the following eligible recipients below:

- A Senior Manager of EML;
- An Internal Disclosure Officer;
- An auditor, or an audit team member conducting an audit of EML; or
- A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this policy.

### Other disclosures

The protections under this policy can also apply to an Eligible Whistleblower who makes a 'public interest disclosure' or an 'emergency disclosure'. However, if an Eligible Disclosure is made to the public in another way, the protections afforded under this policy do not apply.

### Public interest disclosures

A disclosure made under the pretext of being in the public interest is protected under this Policy. A disclosure in the public interest is can only be made if it complies with the following strict requirements:

- the Eligible Whistleblower has disclosed a Disclosable Matter to ASIC, APRA, or a prescribed Commonwealth authority (**previous disclosure**);
- the Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related;
- the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- after at least 90 days has passed since the previous disclosure was made, the Eligible Whistleblower must give the body to which the previous disclosure was originally made, a written notification that:
  - includes sufficient information to identify the previous disclosure; and
  - states that the Eligible Whistleblower intends to make a public interest disclosure; and
- the public interest disclosure is made to:
  - a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
  - a journalist; and
- the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the journalist or member of Parliament of the Disclosable Matter.

### Emergency disclosures

A disclosure made under the pretext of an emergency disclosure is protected under this Policy. An emergency disclosure can only be made if it complies with the following strict requirements:

- the Eligible Whistleblower has disclosed a Disclosable Matter to ASIC, APRA, or a prescribed Commonwealth authority (**previous disclosure**);
- the Eligible 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;
- the Eligible Whistleblower gives the body to which the previous disclosure was originally made, a written notification that:
  - includes sufficient information to identify the previous disclosure; and
  - states that the Eligible Whistleblower intends to make an emergency disclosure; and
- the emergency disclosure is made to:
  - a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
  - a journalist; and
- the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the journalist or member of Parliament of the of the substantial and imminent danger.

# Australia Whistleblower Policy continued

## Suggested Reporting Procedure

If a discloser has reasonable grounds to suspect, or is aware of, Disclosable Matters they are encouraged to act in good faith and report the conduct to an Eligible Recipient, using the following channels:

### 1. First – Senior Manager

In the first instance, it is preferable for the discloser to raise the matter with a Senior Manager. The Senior Manager will then take the matter to either the Internal Disclosure Officer or eligible external recipient as appropriate.

### 2. Second – Internal Disclosure Officer

If the discloser believes that it may not be appropriate to report the matter to a Senior Manager or is uncomfortable in doing so, they may report the matter directly to an Internal Disclosure Officer, being:

#### Chief People Officer

**Kristen Shaw**

+61 (0) 448 052 204

kshaw@emlpayments.com.au

#### Group General Counsel

**Paul Wenk**

+61 (0) 438 881 704

pwenk@emlpayments.com.au

### 3. Final – External Disclosure

In instances of alleged or suspected wrongdoing involving senior management where reporting using the channels set out above may not be appropriate, the discloser may contact an external eligible recipient including ASIC, APRA, a prescribed Commonwealth authority or a legal practitioner.

## Investigations

EML will thoroughly, objectively and fairly investigate all matters reported in accordance with this Policy as soon as reasonably practicable. Upon receipt of a report under this Policy, the Immediate Manager, Internal or External Disclosure Officer will make a preliminary assessment (**Preliminary Assessment**) of the evidence presented. If, on the face of the evidence presented, a potential wrongdoing has occurred, the Chair of the Audit and Risk Committee will be notified and they shall appoint an investigator (**Investigator**) who is an:

- internal investigator who is independent of the area where the wrongdoing is alleged to have occurred; or
- external investigator independent of EML where considered necessary.

The Investigator must be a trained and qualified investigator. The investigation will not be conducted by a person who may be the subject of the investigation or has significant links or connections (actual or perceived) to the person(s) or practice(s) under investigation.

Investigations will remain confidential. Where appropriate, EML will notify the discloser of the progress and outcome of the investigation.

## Protecting the Whistleblower

If an Eligible Whistleblower makes a report under this Policy, it will be treated as confidential and EML will take all reasonable steps to protect the Eligible Whistleblower's identity. In limited circumstances, EML may disclose the Eligible Whistleblower's identity where:

- it is required by law;
- the Eligible Whistleblower consents; or
- it is necessary to further the investigation.

Eligible Recipients will be found to have violated this Policy if the Eligible Recipient fails to protect the confidentiality by disclosing any of the following:

- the identity of the Eligible Whistleblower;
- information that is likely to lead to the identification of the discloser.

Eligible Recipient deemed to have violated this policy will be subjected to disciplinary action, which may include dismissal and/or any civil, criminal or administrative liability.

# Australia Whistleblower Policy continued

## Retaliation and Detrimental Conduct

EML is committed to protecting Eligible Whistleblowers who report conduct in good faith and based on reasonable grounds against detrimental or retaliatory treatment (including dismissal, disciplinary action or other unfavourable treatment). EML will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against an Eligible Whistleblower for making a report under this Policy. Such treatment will be regarded as serious misconduct and may result in disciplinary action, which may include dismissal.

The Eligible Whistleblower may choose to remain anonymous, however anonymity can significantly limit thorough investigation and proper resolution of the matter. EML will take reasonable precautions to store any records relating to a report of wrongdoing securely and to permit access by authorised persons only.

Unauthorised disclosure of information relating to a report, the identity of a person that has made a report or wrongdoing or information from which the identity of the reporting person could be inferred will be regarded seriously and may result in disciplinary action, which may include dismissal and/or any civil, criminal or administrative liability.

## Whistleblower Protection Officer

The Chief People Officer is the appointed Whistleblower Protection Officer whose responsibility it is for protecting Eligible Whistleblowers from being victimised because of making a report.

Any staff member reporting wrongdoing can seek advice from the Whistleblower Protection Officer prior to or after making a report.

The Whistleblower Protection Officer can protect Eligible Whistleblowers in a number of ways including, but not limited to, the following:

- ensuring confidentiality in the investigation;
- protecting, as far as legally possible, the Relevant Person's identity;
- offering Eligible Whistleblowers a leave of absence while a matter is investigated;
- relocating Eligible Whistleblowers to a different work group or department.

## Management of a person against whom a report is made

EML recognises the principles of natural justice and that an accusation does not automatically confer guilt and that individuals who have had an accusation made against them must also be supported during the handling and investigation of the wrongdoing report.

Where a person is identified as being suspected of possible wrongdoing, but Preliminary Assessment determines that the suspicion is baseless or unfounded and that no investigation is warranted, then the Relevant Person(s) making the report will be informed of this outcome and the case closed.

Where an investigation occurs but does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the Relevant Person(s) who is the subject of the report must be handled confidentially.

## Record keeping and Reporting

To the extent required by law, EML will:

- retain confidential and accurate records of a report and investigation made under this Policy; and
- provide the Board and the Audit and Risk Committee with a confidential summary of reports made under this Policy as appropriate.

An Investigator must ensure that the person who is the subject of any report where an investigation is commenced:

- is informed of the substance of the allegations;
- is given a reasonable opportunity to answer the allegations before any investigation is finalised;
- is informed about the substance of any adverse comments that may be included in any report arising from the investigation before it is finalised; and
- has their response set out fairly in the Investigator's report.

Where the allegations in a report have been investigated and where the person who is the subject of the report has been made aware of the allegations or the fact of the investigation, then the Investigator must formally advise the person who is the subject of the report of the outcome of the investigation.

EML will give its full support to a person who is the subject of a report where the allegations contained in the report are clearly wrong.

# Australia Whistleblower Policy continued

## Training

EML will provide training to employees, officers and Senior Managers that includes their rights, obligations, responsibilities and required actions when disclosing or receiving a Disclosable Matter.

## Questions

Any questions about this Policy should be directed to the Whistleblower Protection Officer.

## Policy location

The Whistleblower policy can be located on the Website.

## Review

The Board will review this Policy regularly to ensure its currency and alignment with legislative requirements.

**Owner** Legal & Compliance

**Version** 2

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