

Whistleblower Policy and Procedure



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Coverage & Purpose

The purpose of this document is to set out the TPG Group's policy regarding Whistleblowers and the general procedure applied in the event of a Disclosure by a Whistleblower.

The relevant individuals who should have regard to this Policy and Procedure are current and former:

- (a) Employees of TPG Holdings Pty Ltd, AAPT Limited, iiNet Limited and iiNet (New Zealand) AKL P/L;
- (b) Officers of the TPG Group;
- (c) Contractors, or their employees, who have supplied goods or services to the TPG Group. This can be either paid or unpaid and can include volunteers;
- (d) Associates of the TPG Group, usually a person with whom TPG is acting jointly;
- (e) In New Zealand, individuals who provide information in support of a Whistleblower Disclosure; and
- (f) Any relative, dependant or spouse of a person described in (a) to (d) above.

Generally, work-related grievances relating to Unsatisfactory Work Performance or misconduct are referred to as Not Disclosable Conduct and would not be covered by this Policy and Procedure. Disclosures made relating to Not Disclosable Conduct do not qualify for protection under the Corporations Act.

However, there are certain instances when Disclosures may be about or include work-related grievances and disclosures in these instances may qualify for protection. Such Disclosures include those:

- (a) which include information about misconduct, or information about misconduct includes, or is accompanied by, a personal work-related grievance (mixed report);
- (b) where the TPG Group 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 where the Disclosure relates to information that suggests misconduct beyond the Whistleblower's personal circumstances;
- (c) When the Whistleblower suffers from or is threatened with detriment for making a Disclosure; and
- (d) When the Whistleblower seeks legal advice about the operation of the Whistleblower protections under the Corporations Act.

Policy

1. The TPG Group is committed to the protection of Whistleblowers who make Disclosures about Disclosable Conduct occurring within the TPG Group and complying fully with the laws covering the TPG Group relating to Whistleblower protection.
2. All Officers, Employees and Contractors of the TPG Group must comply with this Policy and Procedure.
3. This Policy and Procedure will be available to all officers and employees of the TPG Group on its intranet and to contractors via the TPG Group public website.
4. This Policy and Procedure should be considered together with the TPG Group's HR30 General Code of Conduct.

Definitions

Term	Definition
Allegation	Disclosable Conduct raised in a Disclosure by a Whistleblower made under this Policy.
Auditor	A third party retained by the TPG Group who conducts audits for the TPG Group.
Contractor	Means an entity that is not a wholly owned subsidiary of the TPG Group and is a paid supplier of goods or services to the TPG Group.
Detrimental Conduct	<p>Conduct prohibited by law which may be aimed at Whistleblowers; and examples of such conduct are as follows (but not limited to):</p> <ol style="list-style-type: none"> a. Dismissal of an Employee; b. Injury of an Employee in his or her employment; c. Alteration of an Employee's position or duties to his or her disadvantage; d. Discrimination between an Employee and other Employees of the same employer; e. Harassment or intimidation of a person; f. Harm or injury to a person, including psychological harm; g. Damage to a person's property; h. Damage to a person's reputation; i. Damage to a person's business or financial position; or j. Any other damage to a person.
Disclosure	Means a report of Disclosable Conduct to an Eligible Recipient under this Policy and Procedure.
Disclosable Conduct	<p>Misconduct, or poor or unacceptable practice, improper state of affairs or circumstances relating to the TPG Group, or an Officer or Employee of the TPG Group, including:</p> <ol style="list-style-type: none"> a. Fraudulent, illegal, dishonest, deceitful and/or corrupt conduct such as money laundering or misappropriation of funds, offering or accepting bribes or any financial irregularities; b. Conduct in breach of Australian State or Commonwealth laws or New Zealand legislation (as applicable); c. Conduct which amounts to a breach of applicable industry practices, and codes covering the TPG Group; d. Unethical behaviour (either a breach of HR30 General Code of Conduct or generally); e. Conduct which is in serious breach of an applicable published TPG Group policy; f. Other obvious, serious, improper or conduct not listed above; g. Any other abnormal conduct that may result in financial or non-financial loss to the TPG Group or is otherwise detrimental to the interests or reputation of the TPG Group; h. 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.
Eligible Recipient	<p>These are any persons within or outside of the TPG Group to whom Disclosures may be made or provide advice on any matters relating to Disclosable Conduct or Disclosures. These persons may include:</p> <p>Internal</p> <ol style="list-style-type: none"> a. The appointed recipients (also known as Whistleblower Officers) are Officers or Senior Managers of a TPG Employer. <p>External</p> <ol style="list-style-type: none"> a. Auditor of the TPG Group

	<ul style="list-style-type: none"> b. Legal Practitioners c. Regulatory bodies and other external parties such as ASIC, APRA or another prescribed Commonwealth body as appropriate d. Journalists (for Public Interest Disclosures or Emergency Disclosures only) e. Parliamentarians (for Public Interest Disclosures or Emergency Disclosures only).
Emergency Disclosures	<p>An Emergency Disclosure made by a Whistleblower qualifies for protection if:</p> <ol style="list-style-type: none"> 1) the Whistleblower has previously made a Disclosure ('previous Disclosure') that qualifies for protection; and 2) the Whistleblower 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; and 3) the Whistleblower gives the Eligible Recipient to which the previous Disclosure was made a written notification that: <ol style="list-style-type: none"> a) includes sufficient information to identify the previous Disclosure; and b) states that the Whistleblower intends to make an Emergency Disclosure; and 4) the Emergency Disclosure is made to: <ol style="list-style-type: none"> a) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or b) a journalist; and 5) the extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the recipient referred to in (4) of the substantial and imminent danger.
Employee	Any persons engaged, or formerly engaged, by a TPG Employer through an Employment Agreement.
Employment Agreement	Either an individual employment contract or an iiNet Employee Partnership Agreement, as the case may be.
Journalist	<p>Means a person who is working in a professional capacity as a journalist for any of the following:</p> <ol style="list-style-type: none"> 1) a newspaper or magazine; 2) a radio or television broadcasting service; 3) an electronic service (including a service provided through the internet) that: <ol style="list-style-type: none"> a) 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 b) is similar to a newspaper, magazine or radio or television broadcast.
Officer	Means a person who is a director or secretary of a TPG Employer.
Public Interest Disclosure	<p>Public Interest Disclosures made by a Whistleblower qualify for protection if:</p> <ol style="list-style-type: none"> 1) the Whistleblower has previously made a Disclosure ('previous Disclosure'); and 2) at least 90 days have passed since the previous Disclosure was made; and 3) the 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; and 4) the Whistleblower has reasonable grounds to believe that making a further Disclosure would be in the public interest; and 5) after the end of the period referred to in (2), the Whistleblower gave the previous Eligible Recipient to which the previous Disclosure was made a written notification that:

	<ul style="list-style-type: none"> a) includes sufficient information to identify the previous Disclosure; and b) states that the Whistleblower intends to make a Public Interest Disclosure; and <p>6) the Public Interest Disclosure is made to:</p> <ul style="list-style-type: none"> a) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or b) a journalist; and <p>7) the extent of the information disclosed in the Public Interest Disclosure is no greater than is necessary to inform the Eligible Recipient referred to in (6) of the misconduct or the improper state of affairs or circumstances referred to in subsection 1317AA(4) or the conduct referred to in subsection 1317AA(5), as the case may be.</p>
Reasonable grounds	A reasonable person would also suspect the information indicates misconduct or a breach of the law.
Regulatory Body	In the context of this Policy and Procedure, this is ASIC, APRA and the ATO.
Secretary	A Company Secretary of a TPG Employer.
Senior Manager	An Employee other than a Director or Secretary, who reports to the Executive Chairman of the TPG Group.
TPG Employer	Means any of TPG Holdings Pty Ltd, AAPT Limited, iiNet Limited, iiNet (New Zealand) AKL P/L, as relevant.
TPG Group	All Employees of TPG Holdings Pty Ltd, AAPT Limited, iiNet Limited, iiNet (New Zealand) AKL P/L, TPG Telecom Limited and each of its wholly owned subsidiaries.
Unsatisfactory Work Performance	<p>May include but not limited to:</p> <ul style="list-style-type: none"> a) Inability to meet standards of performance required for roles; b) Delivering unsatisfactory quality or quantity of work on a consistent basis; c) Non-completion of tasks or allocated work within specified time frames; d) No commitment to the TPG Group's goals, objectives and corporate values.
Whistleblower	Any person covered by this policy and making a Disclosure.
Whistleblower Investigation Officer	Means the person appointed by the Eligible Recipient to investigate the Allegation/s. Usually reports to a Senior Executive preferably responsible for Legal, Risk and/or Compliance; and/or from an area of the TPG Group that is independent of line management in the area that is the subject of the Disclosure.
Whistleblower Protections Officer	Usually a Senior Manager or an Employee who will support and provide protection to the Whistleblower in accordance with this document.

References

Item	Location
Corporations Act 2001, Volume 4, Part 9.4AAA - Protection for Whistleblowers	https://www.legislation.gov.au/Series/C2004A00818
ASX Corporate Governance Principles and Recommendations	http://www.asx.com.au/regulation/corporate-governance-council.htm
ASIC; Australian Securities and Investments Commission	https://asic.gov.au/
APRA; Australian Prudential Regulation Authority	https://www.apra.gov.au/

Protected Disclosures Act NZ	http://www.legislation.govt.nz/act/public/2000/0007/latest/DLM53466.html?search=ts_act%40bill%40regulation%40deemedreg_protected+Disclosures+act_resel_25_h&p=1
HR30 General Code of Conduct	QMS SharePoint & TPG Intranet

Procedure

1. Making a Disclosure

1.1 Any person who wishes to make a Disclosure should do so by:

- (a) Contacting an Eligible Recipient:
Email: Stephen.Banfield@tpgtelecom.com.au
Number: 02 9162 6045
- (b) Where the report may involve or include the TPG Group's appointed Eligible Recipient as outlined above, a Whistleblower may contact the TPG Group's appointed alternative Eligible Recipient:
Email: Marija.Seput@tpgtelecom.com.au
Number: 02 9162 7874

1.2 Changes to appointed Eligible Recipients will be notified to any person associated with the TPG Group at the first available opportunity.

1.3 Disclosures may be made verbally or in writing.

1.4 A Whistleblower may choose to remain anonymous while making a Disclosure, over the course of the investigation and after the investigation is finalised. Measures and/or mechanisms for protecting anonymity include:

- (a) All communication with a Whistleblower may be via telephone and/or email and a Whistleblower may anonymise their caller ID and/or email address, and
- (b) Whistleblower may adopt a pseudonym for the purpose of their Disclosure. This may be appropriate in circumstances where the Whistleblower's identity is known to their supervisor, the Whistleblower Protection Officer or equivalent but the Discloser prefers not to disclose their identity to others.

1.5 All Disclosures must be marked "Confidential" and include all known facts related to the report of Disclosable Conduct to facilitate a full investigation.

1.6 Whilst it is important that all known and available facts regarding the report of Disclosable Conduct, it should not be expected that irrefutable evidence to support the concerns raised be provided as this is the purpose of the investigation.

1.7 It is in the TPG Group's interests to be made aware of suspicions of Disclosable Conduct as soon as possible and for the TPG Group to act expeditiously.

1.8 Where a false Disclosure has been reported, an internal investigation may be undertaken, and findings of misconduct may be dealt with through the TPG Group's relevant disciplinary procedures relating to misconduct.

1.9 Alternative channels are available should the Whistleblower deem making a Disclosure via internal channels inappropriate due to the circumstances. Other channels can be any person or entity who is eligible to receive a Disclosure under the Corporations Act 2001, such as:

- (a) ASIC or APRA;
- (b) Any person/s or body/bodies prescribed by regulations, Australian Taxation Office (ATO).

- 1.10 Persons can also make Disclosures to a journalist or parliamentarian. Parliamentarians' criteria for public interest or emergency Disclosures currently involve:
- a) A Disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the Disclosure was made.
 - b) In the case of a public interest Disclosure, at least 90 days must have passed since the previous Disclosure.
 - c) The Whistleblower should contact an independent legal advisor prior to making a public interest Disclosure or an emergency Disclosure.

2. Protections for Whistleblowers

2.1 The Whistleblower qualifies for protections if:

- (a) They are covered by this Policy; and
- (b) The Disclosure is made to:
 - (i) ASIC;
 - (ii) A Senior Manager; or
 - (iii) A person or persons authorised by the TPG Group to receive Disclosures i.e. an Eligible Recipient (or Whistleblower Officer); and
- (c) The Whistleblower informs the Eligible Recipient their name before making the Disclosure; and
- (d) The Whistleblower has reasonable grounds to suspect that the information indicates that:
 - (i) There are serious concerns that misconduct is occurring;
 - (ii) There is an improper state of affairs or circumstances;
 - (iii) The TPG Group, an Officer or Employee of the TPG Group has, or may have, contravened the Corporations Act, other Financial sector laws enforced by ASIC or APRA, or any other law of the Commonwealth which is punishable by imprisonment for a period of 12 months; or
 - (iv) There may be a danger to the public or the financial system.

2.2 The TPG Group will endeavour to protect the confidentiality of Whistleblowers:

- (a) If required by the following appropriate parties and required at law:
 - (i) ASIC or APRA;
 - (ii) Member of the Australia Federal Police;
 - (iii) Legal Practitioner, for the purposes of seeking legal advice or representation;
 - (iv) Person or body prescribed by regulations; or
- (b) With the consent of the Whistleblower, unless:
 - (i) The information does not include the Whistleblower's identity;
 - (ii) The TPG Group has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
 - (iii) It is reasonably necessary for investigating the issues raised in the Disclosure.
 - (iv) It is essential to prevent serious risk to public health, public safety or the environment (New Zealand only).
 - (v) It is essential having regard to the principles of natural justice (New Zealand only).

2.3 To protect the welfare, assist with the management and minimisation of stress and provide additional support Whistleblowers can access the TPG Group's Employee Assistance Program provider for confidential independent counselling. The TPG Group will also consider providing professional and/or legal services.

2.4 To minimise risk of detriment to a Whistleblower the TPG Group will:

- (a) Accommodate reasonable modifications to how the Whistleblower perform their work duties and/or where they perform their work duties from;
- (b) Address risks of isolation, bullying or harassment;
- (c) Manage conflicts which may occur and;
- (d) Ensure fairness when managing the performance of or taking other management action.

2.5 Whistleblowers may:

- (a) Lodge a complaint with a regulator such as ASIC or APRA, should they suffer detriment such as isolation or harassment as a direct result of disclosing and remedies.
- (b) Seek compensation and other remedies through the courts if:
 - (i) They suffer loss, damage or injury because of a Disclosure; and
 - (ii) The TPG Group failed to take reasonable precautions and did not exercise due diligence to prevent the detrimental conduct.
- (c) Seek further protections which extend to the following:
 - (i) Civil liability i.e. any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation.
 - (ii) Criminal liability i.e. attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the Disclosure against the Whistleblower in a prosecution (other than for making a false Disclosure).
 - (iii) Administrative liability i.e. disciplinary action for making the Disclosure.

2.6 The Disclosure, including all information submitted to the Eligible Recipient/Officer by the Whistleblower will be:

- (a) Held in strict confidence and stored in a secure location by the Eligible Recipient/Officer.
- (b) Disclosed to persons not connected with the investigation under the following circumstances:
 - (i) The Whistleblower has consented in writing to the Disclosure. The evidence of such written consent will be stored with the initial Disclosure and/or other material as provided by the Whistleblower; or
 - (ii) The Eligible Recipient/Officer or an appropriate other party is required at law to do so;
 - (iii) The information does not include the Whistleblower's identity;
 - (iv) The TPG Group has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
 - (v) It is reasonably necessary for investigating.

2.7 These protections pertain not only to internal Disclosures but also to Disclosures made to legal practitioners, regulatory and other external bodies and Disclosures which may turn out to be incorrect.

2.8 An Employee who is mentioned in a Disclosure will be:

- (a) Advised about the subject matter of the Disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the Disclosure will be the subject of an investigation; and
- (b) Advised of the outcome of an investigation into the Disclosure;
- (c) May contact the TPG Group's support services.

3. Handling and Investigation

3.1 Each Disclosure will be assessed and may be the subject of an investigation where the objective is to determine whether there is enough evidence to substantiate or refute the matters reported.

3.2 The Eligible Recipient/Officer will acknowledge receipt of a Disclosure within a reasonable period; meaning as soon as is practicable based on a case by case basis and dependent on the nature of the Disclosure.

3.3 The Eligible Recipient/Officer will appoint an independent person or persons to investigate the Disclosure ("Whistleblower Investigation Officer") and all additional material submitted regarding the Disclosable Conduct.

3.4 The Eligible Recipient/Officer is encouraged to consult with and request that the Whistleblower provide views regarding how the Disclosure may most appropriately be resolved or mitigated.

3.5 The Whistleblower must advise the Eligible Recipient/Officer of any interest or involvement they may have in the matter at the time of the initial Disclosure.

- 3.6 The investigation of the Disclosable Conduct will follow thorough and fair procedures and, wherever practical, be independent of the area in which the Whistleblower and the person who is the subject of the Disclosable Conduct is employed.
- 3.7 All investigation research material, findings, and interviews will be recorded in writing and securely stored with the original Disclosable Conduct submission.
- 3.8 The Whistleblower will be provided with updates at various stages of the investigation specifically, when investigation has commenced, whilst in progress and when investigation has been finalised. The nature and frequency of updates provided to be discussed and confirmed between the Whistleblower Investigation Officer and the Whistleblower.

4. Findings

- 4.1 Findings will be documented and shared with the TPG Group's General Counsel and the Whistleblower.
- 4.2 Should the Whistleblower not be satisfied with the findings of the investigation, a review may be requested and will be conducted by a person or persons not involved in the handling and investigation of the initial Disclosure.
- 4.3 The review should be documented and shared with the Board, and the Audit and Risk Committee.
- 4.4 If the review determines that the investigation was conducted appropriately, and new information is either not available or new information did not change the original findings then this will conclude the matter.
- 4.5 Should the Whistleblower remain dissatisfied with the findings and/or consequent review, they can lodge a complaint with a regulator such as ASIC or APRA.

Verification and Records

Secure storage of the Whistleblower report and investigation report by the Whistleblower Officer.

Roles and Responsibilities

Whistleblower

- Cooperate with persons involved in any investigation carried out as a result of the Allegations made to the Eligible Recipient.

Eligible Recipient ("Whistleblower Officer")

- Receive reports of misconduct or poor or unacceptable practices;
- Safeguards the interests of the Whistleblower;
- Facilitate the appointment of a Whistleblower Investigation Officer to investigate the report; and
- Ensures appropriate resources and support is made available to the Whistleblower and to those appointed to investigate.

Whistleblower Investigation Officer

- Determine whether there is enough evidence in support of the Disclosable Conduct raised or to refute the Disclosure made; and
- Determine and provide a timeframe for investigation, all undertakings pertaining to and findings, communicated to Whistleblower directly, and actioned as soon as is practicable based on a case by case basis and dependent on the nature of the Disclosure.

Whistleblower Protection Officers

- Provides support and protection to the Whistleblower in accordance with this policy,
- Provides mentoring and other support deemed necessary.

Human Resources and/or Internal Legal Team

- Contact point for Employees to seek confidential advice and/or information regarding the TPG Group policy, processes relating to Disclosures and specifically who will be receiving the Disclosures, investigations and protections.